ESSA Bancorp, Inc.
Form 10-Q
May 11, 2009
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2009

OR

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

Commission File No. 001-33384

ESSA Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania	**20-8023072**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**
200 Palmer Street, Stroudsburg, Pennsylvania	**18360**
(Address of Principal Executive Offices)	**(Zip Code)**

(570) 421-0531

(Registrant s telephone number)

N/A

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securiti7es 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 x NO ¨.

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

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

Large accelerated filer	¨	Accelerated filer	x
Non-accelerated filer	¨	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 x

As of May 7, 2009 there were 15,196,855 shares of the Registrant s common stock, par value $0.01 per share, outstanding.

Table of Contents

ESSA Bancorp, Inc.

FORM 10-Q

Index

Table of Contents

Part I. Financial Information

Item 1. Financial Statements

ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEET

(UNAUDITED)

	March 31, 2009	September 30, 2008
	(dollars in thousands)	
ASSETS		
Cash and due from banks	$ 7,984	$ 8,382
Interest-bearing deposits with other institutions	9,316	4,232
Total cash and cash equivalents	17,300	12,614
Certificates of deposit	4,903	3,777
Investment securities available for sale	212,785	204,078
Investment securities held to maturity (estimated fair value of $10,795 and $11,924)	10,592	11,857
Loans receivable (net of allowance for loan losses of $5,209 and $4,915)	745,596	706,890
Federal Home Loan Bank stock	20,727	19,188
Premises and equipment	10,451	10,662
Bank-owned life insurance	14,793	14,516
Foreclosed real estate	2,144	31
Other assets	11,343	9,869
TOTAL ASSETS	$ 1,050,634	$ 993,482
LIABILITIES		
Deposits	$ 399,346	$ 370,529
Short-term borrowings	61,290	39,510
Other borrowings	389,107	373,247
Advances by borrowers for taxes and insurance	4,282	2,047
Other liabilities	7,041	8,063
TOTAL LIABILITIES	861,066	793,396
Commitment and contingencies		
STOCKHOLDERS EQUITY		
Preferred Stock ($.01 par value; 10,000,000 shares authorized, none issued)		
Common stock ($.01 par value; 40,000,000 shares authorized, 16,980,900 issued; 15,484,255 and 16,777,667 outstanding at March 31, 2009 and September 30, 2008)	170	170
Additional paid in capital	161,092	159,919
Unallocated common stock held by the Employee Stock Ownership Plan (ESOP)	(12,566)	(12,792)
Retained earnings	60,393	58,227
Treasury stock, at cost; 1,496,645 and 203,233 shares outstanding at March 31, 2009 and September 30, 2008	(19,474)	(2,753)
Accumulated other comprehensive loss	(47)	(2,685)

TOTAL STOCKHOLDERS EQUITY	189,568	200,086
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 1,050,634	$ 993,482

See accompanying notes to the unaudited consolidated financial statements.

3

Table of Contents

ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF INCOME

(UNAUDITED)

	For the Three Months Ended March 31,		For the Six Months Ended March 31,	
	2009	2008	2009	2008
	(dollars in thousands, except per share data)			
INTEREST INCOME				
Loans receivable	$ 10,523	$ 9,884	$ 21,124	$ 19,667
Investment securities:				
Taxable	2,644	2,637	5,097	5,339
Exempt from federal income tax	82	83	165	166
Other investment income	1	287	120	608
Total interest income	13,250	12,891	26,506	25,780
INTEREST EXPENSE				
Deposits	1,788	2,447	3,759	5,136
Short-term borrowings	118	325	273	763
Other borrowings	4,135	3,743	8,271	7,306
Total interest expense	6,041	6,515	12,303	13,205
NET INTEREST INCOME	7,209	6,376	14,203	12,575
Provision for loan losses	375	150	750	300
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	6,834	6,226	13,453	12,275
NONINTEREST INCOME				
Service fees on deposit accounts	739	840	1,579	1,746
Services charges and fees on loans	171	146	292	298
Trust and investment fees	205	191	414	437
Earnings on Bank-owned life insurance	139	140	278	283
Other	8	8	24	24
Total noninterest income	1,262	1,325	2,587	2,788
NONINTEREST EXPENSE				
Compensation and employee benefits	3,590	3,010	7,174	6,005
Occupancy and equipment	754	719	1,464	1,403
Professional fees	387	399	722	688
Data processing	467	478	936	957
Advertising	149	147	352	292
Other	552	440	1,018	880
Total noninterest expense	5,899	5,193	11,666	10,225

Income before income taxes	2,197	2,358	4,374	4,838
Income taxes	660	704	1,007	1,487
NET INCOME	$ 1,537	$ 1,654	$ 3,367	$ 3,351
Earnings per share				
Basic	$ 0.11	$ 0.11	$ 0.24	$ 0.21
Diluted	$ 0.11	$ 0.11	$ 0.24	$ 0.21

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

(UNAUDITED)

	Common Stock								
	Number of Shares	**Amount**	**Additional Paid In Capital**	**Unallocated Common Stock Held by the ESOP**	**Retained Earnings**	**Treasury Stock**	**Accumulated Other Comprehensive Loss**	**Total Stockholders Equity**	**Comprehensive Income**
					(Dollars in thousands)				
Balance, September 30, 2008	16,777,667	$ 170	$ 159,919	$ (12,792)	$ 58,227	$ (2,753)	$ (2,685)	$ 200,086	
Cumulative adjustment of change in accounting for split-dollar life insurance arrangements					(49)			(49)	
Net income					3,367			3,367	$ 3,367
Other comprehensive income:									
Unrealized gain on securities available for sale, net of income taxes of $1,322							2,567	2,567	2,567
Change in unrecognized pension cost, net of income taxes of $37							71	71	71
Comprehensive income									$ 6,005
Cash dividends declared ($.04 per share)					(1,152)			(1,152)	
Stock based compensation			1,076					1,076	
Allocation of ESOP stock			85	226				311	
Restricted stock forfeitures	(906)		12			(12)			
Treasury shares purchased	(1,292,506)					(16,709)		(16,709)	
Balance, March 31, 2009	15,484,255	$ 170	$ 161,092	$ (12,566)	$ 60,393	$ (19,474)	$ (47)	$ 189,568	

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

ESSA BANCORP, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENT OF CASH FLOWS

(UNAUDITED)

	For the Six Months Ended March 31, 2009	2008
	(dollars in thousands)	
OPERATING ACTIVITIES		
Net income	$ 3,367	$ 3,351
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	750	300
Provision for depreciation and amortization.	612	612
Accretion of discounts and premiums, net	(92)	(79)
Compensation expense on ESOP	311	301
Stock based compensation	1,076	
Decrease in accrued interest receivable	318	352
Increase (decrease) in accrued interest payable	14	(122)
Earnings on bank-owned life insurance	(278)	(283)
Deferred federal income taxes	(544)	76
Other, net	(201)	(79)
Net cash provided by operating activities	5,333	4,429
INVESTING ACTIVITIES		
Proceeds from repayments of certificates of deposit	1,900	
Purchase of certificates of deposit	(2,926)	(3,768)
Investment securities available for sale:		
Proceeds from principal repayments and maturities	48,492	74,754
Purchases	(53,316)	(85,590)
Investment securities held to maturity:		
Proceeds from principal repayments and maturities	1,262	2,860
Increase in loans receivable, net	(41,568)	(41,226)
Redemption of FHLB stock	509	2,104
Purchase of FHLB stock	(2,048)	(3,952)
Purchase of low income housing tax credits	(2,729)	
Purchase of premises, equipment, and software	(335)	(507)
Net cash used for investing activities	(50,759)	(55,325)
FINANCING ACTIVITIES		
Increase (decrease) in deposits, net	28,817	(15,308)
Net increase (decrease) in short-term borrowings	21,780	(3,645)
Proceeds from other borrowings	83,860	92,750
Repayment of other borrowings	(68,000)	(23,500)
Increase in advances by borrowers for taxes and insurance	2,235	2,617
Purchase of treasury stock shares.	(17,428)	
Dividends on common stock	(1,152)	
Net cash provided by financing activities	50,112	52,914

Increase in cash and cash equivalents	4,686	2,018
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	12,614	16,779
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 17,300	$ 18,797
SUPPLEMENTAL CASH FLOW DISCLOSURES		
Cash Paid:		
Interest	$ 12,289	$ 13,327
Income taxes	1,530	1,364
Noncash items:		
Other real estate owned	2,113	
Treasury shares payable	719	

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

ESSA BANCORP, INC. AND SUBSIDIARY

Notes to Consolidated Financial Statements

(unaudited)

1. Nature of Operations and Basis of Presentation

The unaudited, consolidated financial statements include the accounts of ESSA Bancorp, Inc. (the Company), and its wholly owned subsidiary, ESSA Bank & Trust (the Bank), and the Bank s wholly owned subsidiaries, ESSACOR Inc. and Pocono Investment Company. The primary purpose of the Company is to act as a holding company for the Bank. The Company is subject to regulation and supervision by the Office of Thrift Supervision (the OTS). The Bank is a Pennsylvania chartered savings association located in Stroudsburg, Pennsylvania. The Bank s primary business consists of the taking of deposits and granting of loans to customers generally in Monroe and Northampton counties, Pennsylvania. The Bank is subject to regulation and supervision by the Pennsylvania Department of Banking and the OTS. The investment in subsidiary on the parent company s financial statements is carried at the parent company s equity in the underlying net assets.

ESSACOR, Inc. is a Pennsylvania corporation that is currently inactive. Pocono Investment Company is a Delaware corporation formed as an investment company subsidiary to hold and manage certain investments of the Bank, including certain intellectual property. All intercompany transactions have been eliminated in consolidation.

The unaudited consolidated financial statements reflect all adjustments, which in the opinion of management are necessary for a fair presentation of the results of the interim periods and are of a normal and recurring nature. Operating results for the three and six month periods ended March 31, 2009 are not necessarily indicative of the results that may be expected for the year ending September 30, 2009.

2. Earnings per Share

The following table sets forth the composition of the weighted-average common shares (denominator) used in the basic and diluted earnings per share computation for the three and six months ended March 31, 2009 and 2008.

	Three months ended		**Six months ended**	
	March 31, 2009	**March 31, 2008**	**March 31, 2009**	**March 31, 2008**
Weighted-average common shares outstanding	16,980,900	16,980,900	16,980,900	16,980,900
Average treasury stock shares	(1,160,078)		(876,594)	
Average unearned ESOP shares	(1,260,491)	(1,305,769)	(1,266,211)	(1,312,113)
Average unearned non-vested shares	(511,470)		(516,220)	
Weighted average common shares and common stock equivalents used to calculate basic earnings per share	14,048,861	15,675,131	14,321,875	15,668,787
Additional common stock equivalents (non-vested stock) used to calculate diluted earnings per share				
Additional common stock equivalents (stock options) used to calculate diluted earnings per share				
Weighted average common shares and common stock equivalents used to calculate diluted earnings per share	14,048,861	15,675,131	14,321,875	15,668,787

3. Use of Estimates in the Preparation of Financial Statements

The accounting principles followed by the Company and its subsidiaries and the methods of applying these principles conform to U.S. generally accepted accounting principles and to general practice within the banking industry. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the balance sheet date and related revenues and expenses for the period. Actual results could differ significantly from those estimates.

4. Comprehensive Income

The components of comprehensive income consist of unrealized gains and losses on available for sale securities and the change in minimum pension liability. For the six months ended March 31, 2009, this activity is shown under the heading Comprehensive Income as presented in the Consolidated Statement of Changes in Stockholders Equity (Unaudited). For the three months ended March 31, 2009 comprehensive income totaled $3.3 million. For the three and six months ended March 31, 2008 comprehensive income totaled $2.2 million and $4.4 million respectively.

5. Recent Accounting Pronouncements

In September 2006, the FASB issued FAS No. 157, *Fair Value Measurements*, which provides enhanced guidance for using fair value to measure assets and liabilities. The standard applies whenever other standards require or permit assets or liabilities to be measured at fair value. The standard does not expand the use of fair value in any new circumstances. FAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. In February 2008, the FASB issued Staff Position No. 157-1, *Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13*, which removed leasing transactions accounted for under FAS No. 13 and related guidance from the scope of FAS No. 157. Also in February 2008, the FASB issued Staff Position No.157-2, *Partial Deferral of the Effective Date of Statement 157*, which deferred the effective date of FAS No. 157 for all nonfinancial assets and nonfinancial liabilities to fiscal years beginning after November 15, 2008. The adoption of this standard did not have a material effect on the Company s results of operations or financial position.

In September 2006, the FASB issued FAS No. 158, *Employers Accounting for Defined Benefit Pension and Other Post Retirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)*. This statement requires that employers measure plan assets and obligations as of the balance sheet date. This requirement is effective for fiscal years ending after December 15, 2008. The other provisions of the statement were effective as of the end of the fiscal year ending after December 15, 2006, for public companies. The adoption of this standard is not expected to have a material effect on the Company s results of operations or financial position.

In February 2007, the FASB issued FSP No. FAS 158-1, *Conforming Amendments to the Illustrations in FASB Statements No. 87, No. 88, and No. 106 and to the Related Staff Implementation Guides.* This FSP provides conforming amendments to the illustrations in FAS Statements No. 87, 88, and 106 and to related staff implementation guides as a result of the issuance of FAS Statement No. 158. The conforming amendments made by this FSP are effective as of the effective dates of Statement No. 158. The unaffected guidance that this FSP codifies into Statements No. 87, 88, and 106 does not contain new requirements and, therefore, does not require a separate effective date or transition method. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

In December 2007, the FASB issued FAS No. 141 (revised 2007), *Business Combinations* (FAS 141(R)), which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in an acquiree, including the recognition and measurement of goodwill acquired in a business combination. FAS No. 141(R) is effective for fiscal years beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this standard is not expected to have a material effect on the Company s results of operations or financial position.

In December 2007, the FASB issued FAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51*. FAS No. 160 amends ARB No. 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. Among other requirements, this statement requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated income statement, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. FAS No. 160 is effective for fiscal years beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this standard is not expected to have a material effect on the Company s results of operations or financial position.

In February 2008, the FASB issued FSP No. FAS 140-3, *Accounting for Transfers of Financial Assets and Repurchase Financing Transactions*. This FSP concludes that a transferor and transferee should not separately account for a transfer of a financial asset and a related repurchase financing unless (a) the two transactions have a valid and distinct business or economic purpose for being entered into separately and (b) the repurchase financing does not result in the initial transferor regaining control over the financial asset. The FSP is effective for financial statements issued for fiscal years beginning on or after November 15, 2008, and interim periods within those fiscal years. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

In March 2008, the FASB issued FAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities*, to require enhanced disclosures about derivative instruments and hedging activities. The new standard has revised financial reporting for derivative instruments and hedging activities by requiring more transparency about how and why an entity uses derivative instruments; how derivative instruments and related hedged items are accounted for under FAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*; and how derivative instruments and related hedged items affect an entity s financial position, financial performance, and cash flows. FAS No. 161 requires disclosure of the fair values of derivative instruments and their gains and losses in a tabular format. It also requires entities to provide more information about their liquidity by requiring disclosure of derivative features that are credit risk-related. Further, it requires cross-referencing within footnotes to enable financial statement users to locate important information about derivative instruments. FAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. The adoption of this standard is not expected to have a material effect on the Company s results of operations or financial position.

In April 2008, the FASB issued FASB Staff Position No. 142-3, *Determination of the Useful Life of Intangible Assets* (FSP 142-3). FSP 142-3 amends the factors that should be considered in developing assumptions about renewal or extension used in estimating the useful life of a recognized intangible asset under FAS No. 142*, Goodwill and Other Intangible Assets*. This standard is intended to improve the consistency between the useful life of a recognized intangible asset under FAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under FAS No. 141R and other GAAP. FSP 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008. The measurement provisions of this standard will apply only to intangible assets of the Company acquired after the effective date. The adoption of this FSP is not expected to have a material effect on the Company s results of operation or financial position.

In June 2008, the FASB issued FASB Staff Position (FSP) No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities*, to clarify that instruments granted in share-based payment transactions can be participating securities prior to the requisite service having been rendered. A basic principle of the FSP is that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are to be included in the computation of EPS pursuant to the two-class method. The provisions of this FSP are effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. All prior-period EPS data presented (including interim financial statements, summaries of earnings, and selected financial data) are required to be adjusted retrospectively to conform with the provisions of the FSP. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

In December 2008, the FASB issued Staff Position No. FAS 132(R)-1, *Employers Disclosures about Postretirement Benefit Plan Assets* (FSP FAS 132(R)-1). FSP FAS 132(R)-1 requires more detailed disclosures about employers plan assets in a defined benefit pension or other postretirement plan, including employers investment strategies, major categories of plan assets, concentrations of risk within plan assets, and inputs and valuation techniques

Table of Contents

used to measure the fair value of plan assets. FSP FAS 132(R)-1 also requires, for fair value measurements using significant unobservable inputs (Level 3), disclosure of the effect of the measurements on changes in plan assets for the period. The disclosures about plan assets required by FSP FAS 132(R)-1 must be provided for fiscal years ending after December 15, 2009. As this pronouncement is only disclosure-related, it will not have an impact on the financial position and results of operations.

In April 2009, the FASB issued FSP No. FAS 141(R)-1, *Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies.* This FSP requires companies acquiring contingent assets or assuming contingent liabilities in business combination to either (a) if the assets or liabilities fair value can be determined, recognize them at fair value, at the acquisition date, or (b) if the assets or liabilities fair value cannot be determined, but (i) it is probable that an asset existed or that a liability had been incurred at the acquisition date and (ii) the amount of the asset or liability can be reasonably estimated, recognize them at their estimated amount, at the acquisition date. If the fair value of these contingencies cannot be determined and they are not probable or cannot be reasonably estimated, then companies should not recognize these contingencies as of the acquisition date and instead should account for them in subsequent periods by following other applicable GAAP. This FSP also eliminates the FAS 141R requirement of disclosing in the footnotes to the financial statements the range of expected outcomes for a recognized contingency. This FSP shall be effective for assets or liabilities arising from contingencies in business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

In April 2009, the FASB issued FSP No. 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*. This FSP relates to determining fair values when there is no active market or where the price inputs being used represent distressed sales. It reaffirms the need to use judgment to ascertain if a formerly active market has become inactive and in determining fair values when markets have become inactive. FSP No. FAS 157-4 is effective for interim and annual periods ending after June 15, 2009, but entities may early adopt this FSP for the interim and annual periods ending after March 15, 2009. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

In April 2009, the FASB issued FSP No. FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*, which relates to fair value disclosures for any financial instruments that are not currently reflected on the balance sheet of companies at fair value. Prior to issuing this FSP, fair values for these assets and liabilities were only disclosed once a year. The FSP now requires these disclosures on a quarterly basis, providing qualitative and quantitative information about fair value estimates for all those financial instruments not measured on the balance sheet at fair value. FSP No. FAS 107-1 and APB 28-1 is effective for interim and annual periods ending after June 15, 2009, but entities may early adopt this FSP for the interim and annual periods ending after March 15, 2009. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

In April 2009, the FASB issued FSP No. FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*, which provides additional guidance designed to create greater clarity and consistency in accounting for and presenting impairment losses on securities. FSP No. FAS 115-2 and FAS 124-2 are effective for interim and annual periods ending after June 15, 2009, but entities may early adopt this FSP for the interim and annual periods ending after March 15, 2009. The adoption of this FSP is not expected to have a material effect on the Company s results of operations or financial position.

Table of Contents

6. Investment Securities

The amortized cost and estimated fair value of investment securities available for sale and held to maturity are summarized as follows (in thousands):

	March 31, 2009			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for Sale				
Fannie Mae	$ 51,574	$ 852	$ (59)	$ 52,367
Freddie Mac	82,187	1,638	(11)	83,814
Governmental National Mortgage Association securities	44,714	910	(9)	45,615
Total mortgage-backed securities	178,475	3,400	(79)	181,796
Obligations of states and political subdivisions	7,169	165	(65)	7,269
U.S. government agency securities	23,430	262		23,692
Total debt securities	209,074	3,827	(144)	212,757
Equity securities	80		(52)	28
Total	$ 209,154	$ 3,827	$ (196)	$ 212,785
Held to Maturity				
Fannie Mae	$ 5,500	$ 115	$ (3)	$ 5,612
Freddie Mac	3,092	66	(1)	3,157
Total mortgage-backed securities	8,592	181	(4)	8,769
U.S. government agency securities	2,000	26		2,026
Total	$ 10,592	$ 207	$ (4)	$ 10,795

	September 30, 2008			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available for Sale				
Fannie Mae	$ 56,462	$ 189	$ (515)	$ 56,136
Freddie Mac	77,700	269	(282)	77,687
Governmental National Mortgage Association securities	14,037	113	(28)	14,122
Total mortgage-backed securities	148,199	571	(825)	147,945
Obligations of states and political subdivisions	7,171	104	(129)	7,146
U.S. government agency securities	48,887	140	(136)	48,891
Total debt securities	204,257	815	(1,090)	203,982
Equity securities	79	17		96
Total	$ 204,336	$ 832	$ (1,090)	$ 204,078
Held to Maturity				

Fannie Mae	$ 6,179	$ 25	$ (23)	$ 6,181
Freddie Mac	3,678	43	(1)	3,720
Total mortgage-backed securities	9,857	68	(24)	9,901
U.S. government agency securities	2,000	23		2,023
Total	$ 11,857	$ 91	$ (24)	$ 11,924

Table of Contents

The amortized cost and estimated fair value of debt securities at March 31, 2009, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties (in thousands):

	Available For Sale		Held To Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	$ 9,755	$ 9,784	$ 3,120	$ 3,154
Due after one year through five years	19,549	19,813	2,812	2,838
Due after five years through ten years	1,032	1,042	2,733	2,835
Due after ten years	178,738	182,118	1,927	1,968
Total	$ 209,074	$ 212,757	$ 10,592	$ 10,795

The Bank had no sale of investment securities for the six months ended March 31, 2009 or 2008.

7. Fair Value Measurement

The Company adopted FAS No. 157, *Fair Value Measurements* on October 1, 2008, which provides consistency and comparability in determining fair value measurements and provides for expanded disclosures about fair value measurements. The definition of fair value maintains the exchange price notion in earlier definitions of fair value but focuses on the exit price of the asset or liability. The exit price is the price that would be received to sell the asset or paid to transfer the liability adjusted for certain inherent risks and restrictions. Expanded disclosures are also required about the use of fair value to measure assets and liabilities.

The following table presents information about the Company s securities, other real estate owned and impaired loans measured at fair value as of March 31, 2009, and indicates the fair value hierarchy of the valuation techniques utilized by the Bank to determine such fair value:

Fair Value Measurements Utilized for the Company s Financial Assets (in thousands):	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balances as of March 31, 2009
Securities available-for-sale measured on a recurring basis	$ 28	$ 212,757	$	$ 212,785
Other real estate owned measured on a non-recurring basis	$ 2,144	$	$	$ 2,144
Impaired loans measured on a non-recurring basis	$	$ 124	$	$ 124

As required by FASB No. 157, each financial asset and liability must be identified as having been valued according to specified level of input, 1, 2 or 3. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Bank has the ability to access at the measurement date. Fair values determined by Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset, either directly or indirectly. Level 2 inputs include quoted prices for similar assets in active markets, and inputs other than quoted prices that are observable for the asset or liability. Level 3 inputs are unobservable inputs for the asset, and include situations where there is little, if any, market activity for the asset or liability. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy, within which the fair value measurement in its entirety falls, has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset.

The measurement of fair value should be consistent with one of the following valuation techniques: market approach, income approach, and/or cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities (including a business). For example, valuation techniques consistent with the market approach often use market multiples derived from a set of comparables. Multiples might lie in ranges with a different multiple for each comparable.

Table of Contents

The selection of where within the range the appropriate multiple falls requires judgment, considering factors specific to the measurement (qualitative and quantitative). Valuation techniques consistent with the market approach include matrix pricing. Matrix pricing is a mathematical technique used principally to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on a security s relationship to other benchmark quoted securities. As of March 31, 2009, all of the financial assets measured at fair value utilized the market approach. Other real estate owned (OREO) is measured at fair value less cost to sell at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Income and expenses from operations and changes in valuation allowance are included in the net expenses from OREO. Impaired loans are reported at fair value utilizing level two inputs. For these loans, a review of the collateral is conducted and an appropriate allowance for loan losses is allocated to the loan.

8. Loans Receivable, Net and Allowance for Loan Losses

Loans receivable consist of the following (in thousands):

	March 31, 2009	September 30, 2008
Real Estate Loans:		
Residential	$ 612,238	$ 572,038
Construction	8,850	8,254
Commercial	67,718	69,505
Commercial	11,715	11,987
Home equity loans and lines of credit	47,386	47,508
Other	2,975	3,059
	750,882	712,351
Less deferred loan fees	77	546
	750,805	711,805
Less allowance for loan losses	5,209	4,915
Net loans	$ 745,596	$ 706,890

The activity in the allowance for loan losses is summarized as follows (in thousands):

	Six Months Ended March 31, 2009	Six Months Ended March 31, 2008
Balance, beginning of period	$ 4,915	$ 4,206
Add		
Provision charged to operations	750	300
Loan recoveries	1	1
	5,666	4,507
Less loans charged off	(457)	(87)
Balance, end of period	$ 5,209	$ 4,420

9. Deposits

Deposits consist of the following major classifications (in thousands):

	March 31, 2009	September 30, 2008
Non-interest bearing demand accounts	$ 22,797	$ 24,862
NOW accounts	57,130	55,694
Money market accounts	99,981	74,807
Savings and club accounts	65,726	61,444
Certificates of deposit	153,712	153,722
Total	$ 399,346	$ 370,529

10. Net Periodic Benefit Cost-Defined Benefit Plan

For a detailed disclosure on the Bank s pension and employee benefits plans, please refer to Note 15 of the Company s Consolidated Financial Statements for the year ended September 30, 2008 included in the Company s Form 10-K.

Table of Contents

The following table comprises the components of net periodic benefit cost for the periods ended (in thousands):

	Three Months Ended March 31,		Six Months Ended March 31,	
	2009	2008	2009	2008
Service Cost	$ 90	$ 129	$ 180	$ 258
Interest Cost	127	143	254	286
Expected return on plan assets	(127)	(164)	(254)	(328)
Amortization of prior service cost	2	2	4	4
Amortization of unrecognized loss	51	52	102	104
Amortization of transition obligation				
Net periodic benefit cost	$ 143	$ 162	$ 286	$ 324

The Bank expects to contribute $1.6 million to its pension plan in 2009.

11. Equity Incentive Plan

In May 2008, the Company implemented the ESSA Bancorp, Inc. 2007 Equity Incentive Plan (the Plan). The Plan provides for a total of 2,377,326 shares of common stock for issuance upon the grant or exercise of awards. Of the shares available under the Plan, 1,698,090 may be issued in connection with the exercise of stock options and 679,236 may be issued as restricted stock. The Plan allows for the granting of non-qualified stock options (NSOs), incentive stock options (ISOs), and restricted stock. Options are granted at no less than the fair value of the Company s common stock on the date of the grant.

On May 23, 2008, certain officers, employees and outside directors were granted in aggregate 1,140,469 NSOs; 317,910 ISOs; and 590,320 shares of restricted stock. In accordance with Statement of Financial Accounting Standards (FAS) No. 123R *Share-Based Payment,* the Company began to expense the fair value of all share-based compensation grants over the requisite service periods.

In accordance with Securities Exchange Commission Staff Accounting Bulletin (SAB) No. 107, the Company classifies share-based compensation for employees and outside directors within Compensation and employee benefits in the consolidated statement of income to correspond with the same line item as compensation paid. Additionally, FAS No.123R requires the Company to report: (1) the expense associated with the grants as an adjustment to operating cash flows and (2) any benefits of realized tax deductions in excess of previously recognized tax benefits on compensation expense as a financing cash flow.

Stock options vest over a five-year service period and expire ten years after grant date. Management recognizes compensation expense for the fair values of these awards, which vest on a straight-line basis over the requisite service period of the awards.

Restricted shares vest over a five-year service period. The product of the number of shares granted and the grant date market price of the Company s common stock determines the fair value of restricted shares under the Company s restricted stock plan. Management recognizes compensation expense for the fair value of restricted shares on a straight-line basis over the requisite service period for the entire award.

During the six months ended March 31, 2009, the Company recorded $1.1 million of share-based compensation expense, comprised of stock option expense of $347,000 and restricted stock expense of $728,000. Expected future expense relating to the 1,458,379 non-vested options outstanding as of March 31, 2009, is $2.9 million over the remaining vesting period of 4.17 years. Expected future compensation expense relating to the 589,414 restricted shares at March 31, 2009, is $6.1 million over the remaining vesting period of 4.17 years.

Table of Contents

The following is a summary of the Company s stock option activity and related information for its option plan for the six months ended March 31, 2009.

	Number of Stock Options	Weighted-average Exercise Price	Weighted-average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding, September 30, 2008	1,458,379	$ 12.35		$
Granted				
Exercised				
Forfeited				
Outstanding, March 31, 2009	1,458,379	$ 12.35	9.17	$ 1,400
Exercisable at March 31, 2009		$		$

The following is a summary of the Company s non-vested options as of March 31, 2009, and changes therein during the year then ended:

	Number of Stock Options	Weighted-average Grant Date Fair Value
Nonvested at September 30, 2008	1,458,379	$ 2.38
Granted		
Exercised		
Forfeited		
Nonvested at March 31, 2009	1,458,379	$ 2.38

The following is a summary of the status of the Company s restricted stock as of March 31, 2009, and changes therein during the year then ended:

	Number of Restricted Stock	Weighted-average Grant Date Fair Value
Nonvested at September 30, 2008	589,414	$ 12.35
Granted		
Vested		
Forfeited		
Nonvested at March 31, 2009	589,414	$ 12.35

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations
Forward Looking Statements

This quarterly report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include:

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

Table of Contents

By identifying these forward-looking statements for you in this manner, we are alerting you to the possibility that our actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Important factors that could cause our actual results and financial condition to differ from those indicated in the forward-looking statements include, among others, those discussed under Risk Factors in Part I, Item 1A of the Company s Annual Report on Form 10-K and Part II, Item 1A of this Report on Form 10-Q, as well as the following factors:

significantly increased competition among depository and other financial institutions;

inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;

general economic conditions, either nationally or in our market areas, that are worse than expected;

adverse changes in the securities markets;

legislative or regulatory changes that adversely affect our business;

our ability to enter new markets successfully and take advantage of growth opportunities, and the possible short-term dilutive effect of potential acquisitions or *de novo* branches, if any;

changes in consumer spending, borrowing and savings habits;

changes in accounting policies and practices, as may be adopted by the bank regulatory agencies and the Financial Accounting Standards Board; and

changes in our organization, compensation and benefit plans.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements.

Overview

The Company consummated its initial stock offering on April 3, 2007 with the sale of 15,870,000 shares of common stock. The Company also contributed 1,110,900 shares of the Company s outstanding common stock, and contributed $1.6 million in cash, to the ESSA Bank & Trust Foundation. Net proceeds of the offering were approximately $155.8 million prior to the contribution to the Foundation.

Comparison of Financial Condition at March 31, 2009 and September 30, 2008

Total Assets. Total assets increased by $57.1 million, or 5.7%, to $1.05 billion at March 31, 2009 from $993.5 million at September 30, 2008. This increase was primarily due to increases in interest-bearing deposits with other institutions, certificates of deposit, investment securities available for sale and net loans receivable.

Interest-Bearing Deposits with Other Institutions. Interest-bearing deposits with other institutions increased $5.1 million, or 120.1%, to $9.3 million at March 31, 2009 from $4.2 million at September 30, 2008. The primary reason for the increase was an increase in the Company s interest-bearing demand deposit account at FHLBank Pittsburgh of $5.1 million. This increase was primarily the result of the Company s need to provide liquidity to fund its stock buyback program.

Certificates of Deposit. The Company invested an additional $2.9 million in certificates of deposit at other FDIC-insured financial institutions in November 2008 and realized maturities of $1.9 million in January 2009.

***Investment Securities Available for Sale*.** Investment securities available for sale increased $8.7 million, or 4.3%, to $212.8 million at March 31, 2009 from $204.1 million at September 30, 2008. The increase was due primarily to an increase of $33.9 million in the Company s portfolio of mortgage-backed securities issued by United States government sponsored agencies or entities and was offset in part by a $25.2 million decrease in the Company s portfolio of United States government agency securities. The growth in the mortgage-backed securities portfolio was due to the reinvestment of the proceeds from United States government agency security maturities, in addition to the investment of approximately $20.0 million in mortgage-backed securities issued by United States government sponsored agencies or entities as part of a leverage strategy to take advantage of the steepening yield curve.

Table of Contents

Net Loans. Net loans increased $38.7 million, or 5.5%, to $745.6 million at March 31, 2009 from $706.9 million at September 30, 2008. Loan growth was primarily attributed to growth in residential real estate loans as a result of continued demand in our market area and recent declines in mortgage rates. During this period, residential loans outstanding increased by $40.2 million to $612.2 million, and construction loans outstanding increased by $596,000 to $8.9 million. These increases were partially offset by decreases in home equity loans and lines of credit outstanding of $122,000 to $47.4 million, other loans outstanding of $83,000 to $3.0 million, commercial real estate loans outstanding of $1.8 million to $67.7 million and commercial loans outstanding of $272,000 to $11.7 million.

Deposits. Deposits increased $28.8 million, or 7.8%, to $399.3 million at March 31, 2009 from $370.5 million at September 30, 2008. At March 31, 2009 compared to September 30, 2008 money market accounts increased $25.2 million to $100.0 million, NOW accounts increased $1.4 million to $57.1 million and savings and club accounts increased $4.3 million to $65.7 million. These increases were offset in part during the same period by decreases in non-interest bearing demand accounts of $2.1 million to $22.8 million and certificates of deposit of $10,000 to $153.7 million. Included in the certificates of deposit at March 31, 2009 was a decrease of $3.9 million in brokered certificates of deposit to $7.0 million. The decline in brokered certificates was the result of the Company s decision not to renew maturing certificates based on the cost of renewing those certificates compared to other available funding sources.

Borrowed Funds. Borrowed funds increased by $37.6 million, or 9.1%, to $450.4 million at March 31, 2009, from $412.8 million at September 30, 2008. The increase in borrowed funds was primarily due to the need to fund additional loan growth and to purchase investment securities and certificates of deposit.

Stockholders Equity. Stockholders equity decreased by $10.5 million, or 5.3%, to $189.6 million at March 31, 2009 from $200.1 million at September 30, 2008. This decrease was primarily the result of a stock repurchase program the company began in June 2008. As of March 31, 2009, the Company had purchased 2,086,059 shares at an average price of $13.00 per share. Stock repurchases for the six months ended March 31, 2009 totaled $16.7 million. This decrease was partially offset by net income of $3.4 million and increases in unrealized gains on available for sale securities, net of taxes of $2.6 million and allocation of shares held by the Bank s ESOP of $311,000.

Table of Contents

Average Balance Sheets for the Three Months Ended March 31, 2009 and 2008

The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. All average balances are daily average balances, the yields set forth below include the effect of deferred fees and discounts and premiums that are amortized or accreted to interest income.

	For the Three Months Ended March 31, 2009			2008		
	Average Balance	Interest Income/ Expense	Yield/ Cost	Average Balance	Interest Income/ Expense	Yield/ Cost
			(dollars in thousands)			
Interest-earning assets:						
Loans (1)	$ 733,754	$ 10,523	5.82%	$ 652,556	$ 9,884	6.08%
Investment securities						
Taxable (2)	35,707	309	3.51%	80,979	937	4.64%
Exempt from federal income tax(2) (3)	7,217	82	6.98%	7,408	83	6.81%
Total investment securities	42,924	391	4.09%	88,387	1,020	4.82%
Mortgage-backed securities	187,992	2,335	5.04%	135,600	1,700	5.03%
Federal Home Loan Bank stock	20,727		0.00%	16,954	212	4.99%
Other	7,313	1	0.06%	9,644	75	3.12%
Total interest-earning assets	992,710	13,250	5.43%	903,141	12,891	5.74%
Allowance for loan losses	(4,963)			(4,407)		
Noninterest-earning assets	44,874			42,736		
Total assets	$ 1,032,621			$ 941,470		
Interest-bearing liabilities:						
NOW accounts	$ 53,844	11	0.08%	$ 53,167	16	0.12%
Money market accounts	92,137	404	1.78%	49,115	379	3.10%
Savings and club accounts	61,389	67	0.44%	62,123	65	0.42%
Certificates of deposit	155,183	1,306	3.41%	179,591	1,987	4.44%
Borrowed funds	442,385	4,253	3.90%	354,823	4,068	4.60%
Total interest-bearing liabilities	804,938	6,041	3.04%	698,819	6,515	3.74%
Non-interest bearing NOW accounts	23,402			23,487		
Noninterest-bearing liabilities	10,679			9,532		
Total liabilities	839,019			731,838		
Equity	193,602			209,632		
Total liabilities and equity	$ 1,032,621			$ 941,470		
Net interest income		$ 7,209			$ 6,376	
Interest rate spread			2.39%			2.00%
Net interest-earning assets	$ 187,772			$ 204,322		
Net interest margin(4)			2.95%			2.83%
		123.33%			129.24%	

Average interest-earning assets to average interest-bearing liabilities

(1) Non-accruing loans are included in the outstanding loan balances.
(2) Held to maturity securities are reported at amortized cost. Available for sale securities are reported at fair value.
(3) Yields on tax exempt securities have been calculated on a fully tax equivalent basis assuming a tax rate of 34%.
(4) Represents the difference between interest earned and interest paid, divided by average total interest earning assets.

Table of Contents

	For the Six Months Ended March 31, 2009 Average Balance	Interest Income/ Expense	Yield/ Cost	2008 Average Balance	Interest Income/ Expense	Yield/ Cost
	(dollars in thousands)					
Interest-earning assets:						
Loans (1)	$ 725,081	$ 21,124	5.84%	$ 643,559	$ 19,667	6.10%
Investment securities						
Taxable (2)	40,483	734	3.64%	83,717	2,008	4.79%
Exempt from federal income tax(2) (3)	7,072	165	7.05%	7,378	166	6.76%
Total investment securities	47,555	899	4.14%	91,095	2,174	4.95%
Mortgage-backed securities	175,144	4,363	5.00%	132,514	3,331	5.02%
Federal Home Loan Bank stock	20,143	112	1.12%	16,911	447	5.27%
Other	8,240	8	0.19%	8,233	161	3.88%
Total interest-earning assets	976,163	26,506	5.46%	892,312	25,780	5.78%
Allowance for loan losses	(4,841)			(4,333)		
Noninterest-earning assets	46,266			42,803		
Total assets	$ 1,017,588			$ 930,782		
Interest-bearing liabilities:						
NOW accounts	$ 53,523	22	0.08%	$ 53,761	27	0.10%
Money market accounts	84,264	878	2.09%	46,545	783	3.36%
Savings and club accounts	61,050	130	0.43%	62,264	137	0.44%
Certificates of deposit	156,823	2,729	3.49%	185,443	4,189	4.51%
Borrowed funds	432,887	8,544	3.96%	342,411	8,069	4.70%
Total interest-bearing liabilities	788,547	12,303	3.13%	690,424	13,205	3.81%
Non-interest bearing NOW accounts	23,584			23,552		
Noninterest-bearing liabilities	9,997			8,616		
Total liabilities	822,128			722,592		
Equity	195,460			208,190		
Total liabilities and equity	$ 1,017,588			$ 930,782		
Net interest income		$ 14,203			$ 12,575	
Interest rate spread			2.33%			1.97%
Net interest-earning assets	$ 187,616			$ 201,888		
Net interest margin(4)			2.92%			2.81%
Average interest-earning assets to average interest-bearing liabilities		123.79%			129.24%	

(5) Non-accruing loans are included in the outstanding loan balances.
(6) Held to maturity securities are reported at amortized cost. Available for sale securities are reported at fair value.
(7) Yields on tax exempt securities have been calculated on a fully tax equivalent basis assuming a tax rate of 34%.
(8) Represents the difference between interest earned and interest paid, divided by average total interest earning assets.

19

Table of Contents

Comparison of Operating Results for the Three Months Ended March 31, 2009 and March 31, 2008

Net Income. Net income decreased $117,000, to $1.5 million for the three months ended March 31, 2009 compared to net income of $1.7 million for the comparable period in 2008. The net income of $1.5 million for the three months ending March 31, 2009 included an expense of $538,000 related to the Company s Equity Incentive Plan. As previously announced, the Company s shareholders approved the ESSA Bancorp, Inc. 2007 Equity Incentive Plan at the 2008 Annual Stockholders meeting on May 8, 2008. Awards granted under the Equity Incentive Plan were made on May 23, 2008.

Net Interest Income. Net interest income increased $833,000 or 13.1%, to $7.2 million for the three months ended March 31, 2009 from $6.4 million for the comparable period in 2008. The increase was primarily attributable to an increase of 39 basis points in the Company s interest rate spread to 2.39% for the three months ended March 31, 2009, from 2.00% for the comparable period in 2008, which was offset in part by a decrease in average net earning assets of $16.6 million for the three months ended March 31, 2009 as compared to average net earning assets for the comparable period in 2008.

Interest Income. Interest income increased $359,000 or 2.8%, to $13.3 million for the three months ended March 31, 2009 from $12.9 million for the comparable 2008 period. The increase resulted primarily from an $89.6 million increase in average interest-earning assets, partially offset by a 31 basis point decrease in average yield on interest earning assets. The average yield on interest earning assets was 5.43% for the three months ended March 31, 2009, as compared to 5.74% for the comparable 2008 period. Loans increased on average $81.2 million between the two periods along with increases in the average balance of mortgage backed securities of $52.4 million. In addition, average Federal Home Loan Bank stock increased $3.8 million. These increases were offset in part by decreases in the average balances of investment securities of $45.5 million and average other interest earning assets of $2.3 million. The primary reason for the increase in mortgage backed securities was the partial reinvestment of borrowing proceeds, maturing certificates of deposit and investment securities into these assets. Average Federal Home Loan Bank stock increased as a result of the Bank s increase in borrowings from the FHLBank Pittsburgh. As a member of the Federal Home Loan Bank System, the Bank maintains an investment in the capital stock of the FHLBank Pittsburgh in an amount not less than 70 basis points of the outstanding unused FHLB borrowing capacity or 1/20 of its outstanding FHLB borrowings, whichever is greater, as calculated throughout the year. On December 23, 2008, the FHLBank Pittsburgh notified its members, including the Company, that it was suspending the payment of dividends on its capital stock and the repurchase of excess capital stock until further notice.

Interest Expense. Interest expense decreased $474,000 or 7.3%, to $6.0 million for the three months ended March 31, 2009 from $6.5 million for the comparable 2008 period. The decrease resulted from a 70 basis point decrease in the overall cost of interest bearing liabilities to 3.04% for the three months ended March 31, 2009 from 3.74% for the comparable 2008 period, partially offset by a $106.1 million increase in average interest-bearing liabilities. Average interest bearing deposits increased $18.6 million and average borrowed funds increased $87.6 million. Average interest bearing deposits increased primarily as a result of a $43.0 million increase in average money market accounts offset, in part, by a $24.4 million decrease in average certificates of deposit.

Provision for Loan Losses. In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect a borrower s ability to repay, the estimated value of any underlying collateral, peer group information and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are subject to interpretation and revision as more information becomes available or as future events occur. After an evaluation of these factors, and after considering the growth in the Company s loan portfolio, management made a provision for loan losses of $375,000 for the three months ended March 31, 2009 as compared to $150,000 for the three months ended March 31, 2008. The allowance for loan losses was $5.2 million, or 0.69% of loans outstanding, at March 31, 2009, compared to $4.4 million, or 0.66% of loans outstanding at March 31, 2008.

Non-interest Income. Non-interest income decreased $63,000 or 4.8%, to $1.3 million from $1.3 million for the comparable period in 2008. The primary reasons for the decrease were declines in service fees on deposit accounts of $101,000 which were partially offset by increases in service charges and fees on loans of $25,000 and trust and investment fees of $14,000. The primary reason for the decrease in service fees on deposit accounts was a decrease of $78,000 in non-sufficient funds income.

Non-interest Expense. Non-interest expense increased $706,000, or 13.6%, to $5.9 million for the three months ended March 31, 2009 from $5.2 million for the comparable period in 2008. The primary reasons for the increases were increases in compensation and employee benefits of $580,000, occupancy and equipment expenses of $35,000 and other expenses of $112,000. Compensation and employee benefits increased primarily as a result of an expense of $538,000 for the three months ended March 31, 2009, related to the Company s equity incentive plan. As previously announced, the Company s stockholders approved the ESSA Bancorp, Inc. 2007 Equity Incentive Plan at the 2008 Annual Meeting of Stockholders on May 8, 2008. Awards granted under the Equity Incentive Plan were made on May 23, 2008. Occupancy and equipment expense increased primarily as a result of an increase in general repairs and maintenance of $34,000. Other expenses increased primarily as a result of increases in FDIC insurance of $46,000 and REO expense of $19,000.

Income Taxes. Income tax expense decreased $44,000 to $660,000 for the three months ended March 31, 2009 from $704,000 for the comparable 2008 period. The decrease was primarily a result of the decrease in income before taxes of $161,000 for the three months ended March 31, 2009. The effective tax rate was 30.1% for the three months ended March 31, 2009, compared to 29.9% for the 2008 period.

Comparison of Operating Results for the Six Months Ended March 31, 2009 and March 31, 2008

Net Income. Net income increased $16,000, to $3.4 million for the six months ended March 31, 2009 compared to net income of $3.4 million for the comparable period in 2008. The net income of $3.4 million for the six months ending March 31, 2009 included a one time tax benefit of $317,000 related to the Company s other than temporary impairment (OTTI) charge taken in the previous fiscal year. The OTTI charge related to Fannie Mae perpetual preferred stock held in the Company s available for sale securities portfolio. The 2009 period also included an expense of $1.1 million related to the Company s Equity Incentive Plan.

Net Interest Income. Net interest income increased $1.6 million or 13.0%, to $14.2 million for the six months ended March 31, 2009 from $12.6 million for the comparable period in 2008. The increase was primarily attributable to an increase of 36 basis points in the Company s interest rate spread to 2.33% for the six months ended March 31, 2009, from 1.97% for the comparable period in 2008, which was offset in part by a decrease in average net earning assets of $14.3 million for the six months ended March 31, 2009 as compared to average net earning assets for the comparable period in 2008.

Interest Income. Interest income increased $726,000 or 2.8%, to $26.5 million for the six months ended March 31, 2009 from $25.8 million for the comparable 2008 period. The increase resulted primarily from an $83.9 million increase in average interest-earning assets, partially offset by a 32 basis point decrease in average yield on interest earning assets. The average yield on interest earning assets was 5.46% for the six months ended March 31, 2009, as compared to 5.78% for the comparable 2008 period. Loans increased on average $81.5 million between the two periods along with increases in the average balance of mortgage backed securities of $42.6 million. In addition, average Federal Home Loan Bank stock increased $3.2 million and average other interest earning assets were unchanged with an average balance of $8.2 million. These increases were offset in part by a decrease in the average balances of investment securities of $43.5 million. The primary reason for the increase in mortgage backed securities was the partial reinvestment of borrowing proceeds, maturing certificates of deposit and investment securities into these assets. Average Federal Home Loan Bank stock increased as a result of the Bank s increase in borrowings from the FHLBank Pittsburgh. As a member of the Federal Home Loan Bank System, the Bank maintains an investment in the capital stock of the FHLBank Pittsburgh in an amount not less than 70 basis points of the outstanding unused FHLB borrowing capacity or 1/20 of its outstanding FHLB borrowings, whichever is greater, as calculated throughout the year. On December 23, 2008, the FHLBank Pittsburgh notified its members, including the Company, that it was suspending the payment of dividends on its capital stock and the repurchase of excess capital stock until further notice.

Interest Expense. Interest expense decreased $902,000, to $12.3 million for the six months ended March 31, 2009 from $13.2 million for the comparable 2008 period. The decrease resulted from a 69 basis point decrease in the overall cost of interest bearing liabilities to 3.13% for the six months ended March 31, 2009 from 3.81% for the comparable 2008 period, partially offset by a $98.1 million increase in average interest-bearing liabilities. Average interest bearing deposits increased $7.6 million and average borrowed funds increased $90.5 million. Average interest bearing deposits increased primarily as a result of an increase of $37.7 million in average money market accounts offset, in part, by a $28.6 million decrease in average certificates of deposit.

Provision for Loan Losses. In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types of loans and the amount of loans in the loan portfolio, adverse situations that may affect a borrower s ability to repay, the estimated value of any underlying collateral, peer group information and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are subject to interpretation and revision as more information becomes available or as future events occur. After an evaluation of these factors, and after considering the growth in the Company s loan portfolio, management made a provision for loan losses of $750,000 for the six months ended March 31, 2009 as compared to $300,000 for the six months ended March 31, 2008. The allowance for loan losses was $5.2 million, or 0.69% of loans outstanding, at December 31, 2008, compared to $4.4 million, or 0.66% of loans outstanding at March 31, 2008.

Non-interest Income. Non-interest income decreased $202,000 or 7.3%, to $2.6 million from $2.8 million for the comparable period in 2008. The primary reasons for the decrease were declines in service fees on deposit accounts of $167,000, and trust and investment fees of $23,000. The primary reasons for the decline in service fees on deposit accounts were decreases in non-sufficient fund income of $99,000 and ATM and debit card surcharge income of $23,000.

Non-interest Expense. Non-interest expense increased $1.4 million, or 14.1%, to $11.7 million for the six months ended March 31, 2009 from $10.2 million for the comparable period in 2008. The primary reasons for the increases were increases in compensation and employee benefits of $1.2 million, occupancy and equipment expenses of $61,000, advertising fees of $60,000 and other expenses of $138,000. Compensation and employee benefits increased primarily as a result of an expense of $1.1 million for the six months ended March 31, 2009, related to the Company s equity incentive plan. As previously announced, the Company s stockholders approved the ESSA Bancorp, Inc. 2007 Equity Incentive Plan at the 2008 Annual Meeting of Stockholders on May 8, 2008. Awards granted under the Equity Incentive Plan were made on May 23, 2008. Occupancy and equipment costs increased primarily as a result of an increase in general repairs and maintenance expense of $39,000. Advertising fees increased due to increased print and radio marketing activity. Other expenses increased as a result of increases in FDIC insurance of $62,000 and REO expense of $60,000.

Income Taxes. Income tax expense decreased $480,000 to $1.0 million for the six months ended March 31, 2009 from $1.5 million for the comparable 2008 period. The decrease was primarily a result of a one-time tax benefit of $317,000 related to the Company s other than temporary impairment (OTTI) charge taken in the previous year. The OTTI charge related to Fannie Mae perpetual preferred stock held in the Company s available for sale portfolio. The effective tax rate was 23.0% for the six months ended March 31, 2009, compared to 30.7% for the 2008 period.

Table of Contents

Non-Performing Assets

The following table provides information with respect to the Bank s non-performing assets at the dates indicated. (Dollars in thousands)

	March 31, 2009	September 30, 2008
Non-performing assets:		
Non-accruing loans	$ 3,230	$ 3,938
Accruing loans past due 90 days or more		
Total non-performing loans	3,230	3,938
Real estate owned	2,144	31
Total non-performing assets	$ 5,374	$ 3,969
Ratio of non-performing loans to total loans	0.43%	0.55%
Ratio of non-performing loans to total assets	0.31%	0.40%
Ratio of non-performing assets to total assets	0.51%	0.40%

Loans are reviewed on a regular basis and are placed on non-accrual status when they become more than 90 days delinquent. When loans are placed on non-accrual status, unpaid accrued interest is fully reserved, and further income is recognized only to the extent received. The $3.2 million of non-accruing loans included 16 residential loans with an aggregate outstanding balance of $2.9 million that were past due 90 or more days at March 31, 2009. In addition, a commercial business relationship with a combined loan relationship of $201,000 was judged by management to be impaired at March 31, 2009. Specific reserves set aside for these impaired loans amounted to $77,000 at March 31, 2009.

On October 30, 2008, the Company received a deed in lieu of foreclosure on the three related commercial real estate loans totaling $2.5 million which has been written down to $2.1 million. The property is being actively marketed and additional losses may occur.

Liquidity and Capital Resources

We maintain liquid assets at levels we consider adequate to meet both our short-term and long-term liquidity needs. We adjust our liquidity levels to fund deposit outflows, repay our borrowings and to fund loan commitments. We also adjust liquidity as appropriate to meet asset and liability management objectives.

Our primary sources of liquidity are deposits, prepayment and repayment of loans and mortgage-backed securities, maturities of investment securities and other short-term investments, and earnings and funds provided from operations, as well as access to FHLBank advances and other borrowing sources. While scheduled principal repayments on loans and mortgage-backed securities are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competition. We set the interest rates on our deposits to maintain a desired level of total deposits.

A portion of our liquidity consists of cash and cash equivalents and borrowings, which are a product of our operating, investing and financing activities. At March 31, 2009, $17.3 million of our assets were invested in cash and cash equivalents. Our primary sources of cash are principal repayments on loans, proceeds from the maturities of investment securities, principal repayments of mortgage-backed securities and increases in deposit accounts. Short-term investment securities (maturing in one year or less) totaled $12.9 million at March 31, 2009. As of March 31, 2009, we had $347.4 million in borrowings outstanding from FHLBank Pittsburgh, $60.0 million in borrowings through repurchase agreements with other financial institutions, and $43.0 in borrowings outstanding at the Federal Reserve Bank. We have access to additional FHLBank advances of up to approximately $202.2 million.

At March 31, 2009, we had $55.5 million in loan commitments outstanding, which included, in part, $20.2 million in undisbursed construction loans, $22.8 million in unused home equity lines of credit, $4.9 million in commercial lines of credit and $4.2 million to originate primarily multi-family and nonresidential mortgage loans. Certificates of deposit due within one year of March 31, 2009 totaled $101.4 million, or 66.0% of certificates of deposit. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before March 31, 2010. We believe, however, based on past experience, that a significant portion of our certificates of deposit will remain with us. We have the ability to attract and retain deposits by adjusting the interest rates offered.

As reported in the Consolidated Statements of Cash Flows, our cash flows are classified for financial reporting purposes as operating, investing or financing cash flows. Net cash provided by operating activities was $5.3 million and $4.4 million for the six months ended March 31, 2009 and 2008, respectively. These amounts differ from our net income because of a variety of cash receipts and disbursements that did not affect net income for the respective periods. Net cash used in investing activities was $50.8 million and $55.3 million for the six months ended March 31, 2009 and 2008, respectively, principally reflecting our loan and investment security activities. Deposit and borrowing cash flows have comprised most of our financing activities which resulted in net cash provided of $50.1 million and $52.9 million for the six months ended March 31, 2009 and 2008, respectively.

Critical Accounting Policies

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

Allowance for Loan Losses. The allowance for loan losses is the estimated amount considered necessary to cover credit losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses which is charged against income. In determining the allowance for loan losses, management makes significant estimates and has identified this policy as one of our most critical. The methodology for determining the allowance for loan losses is considered a critical accounting policy by management due to the high degree of judgment involved, the subjectivity of the assumptions utilized and the potential for changes in the economic environment that could result in changes to the amount of the recorded allowance for loan losses.

As a substantial amount of our loan portfolio is collateralized by real estate, appraisals of the underlying value of property securing loans and discounted cash flow valuations of properties are critical in determining the amount of the allowance required for specific loans. Assumptions for appraisals and discounted cash flow valuations are instrumental in determining the value of properties. Overly optimistic assumptions or negative changes to assumptions could significantly impact the valuation of a property securing a loan and the related allowance determined. The assumptions supporting such appraisals and discounted cash flow valuations are carefully reviewed by management to determine that the resulting values reasonably reflect amounts realizable on the related loans.

Management performs a quarterly evaluation of the adequacy of the allowance for loan losses. Consideration is given to a variety of factors in establishing this estimate including, but not limited to, current economic conditions, delinquency statistics, geographic and industry concentrations, the adequacy of the underlying collateral, the financial strength of the borrower, results of internal and external loan reviews and other relevant factors. This evaluation is inherently subjective, as it requires material estimates that may be susceptible to significant revision based on changes in economic and real estate market conditions.

The analysis of the allowance for loan losses has two components: specific and general allocations. Specific allocations are made for loans that are determined to be impaired. Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. The general allocation is determined by segregating the remaining loans by type of loan, risk weighting (if applicable) and payment history. We also analyze historical loss experience, delinquency trends, general economic conditions and geographic and industry concentrations. This analysis establishes factors that are applied to the loan groups to determine the amount of the general allocations. Actual loan losses may be significantly more than the allowance for loan losses we have established which could have a material negative effect on our financial results.

Deferred Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance is established. We consider the determination of this valuation allowance to be a critical accounting policy because of the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A valuation allowance for deferred tax assets may be required if the amount of taxes recoverable through loss carryback declines, or if we project lower levels of future taxable income. Such a valuation allowance would be established through a charge to income tax expense which would adversely affect our operating results. At March 31, 2009 the Company had a $2.6 million reserve established against its deferred tax asset. The tax deduction generated by the contribution to the Foundation as part of the Company s stock offering exceeded the allowable federal income tax deduction limitations resulting in the establishment of this valuation allowance for the contribution carry forward.

Other-than-Temporary Investment Security Impairment. Securities are evaluated periodically to determine whether a decline in their value is other-than-temporary. Management utilizes criteria such as the magnitude and duration of the decline, in addition to the reasons underlying the decline, to determine whether the loss in value is other-than-temporary. The term other-than-temporary is not intended to indicate that the decline is permanent, but indicates that the prospect for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other-than-temporary, the value of the security is reduced and a corresponding charge to earnings is recognized.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements (as such term is defined in applicable Securities and Exchange Commission rules) that are reasonably likely to have a current or future material effect on our financial condition, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

During the first six months of fiscal 2009, the Company s contractual obligations have not changed materially from those discussed in the Company s Financial Statements for the year ended September 30, 2008.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits and borrowings. As a result, a principal part of our business strategy is to manage interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, our Board of Directors has approved guidelines for managing the interest rate risk inherent in our assets and liabilities, given our business strategy, operating environment, capital, liquidity and performance objectives. Senior management monitors the level of interest rate risk on a regular basis and the asset/liability committee meets quarterly to review our asset/liability policies and interest rate risk position.

We have sought to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. The net proceeds from the offering increased our capital and provided management with greater flexibility to manage our interest rate risk. In particular, management used the majority of the capital we received to increase our interest-earning assets. There have been no material changes in our interest rate risk since September 30, 2008. However, in view of the significant decline in long term mortgage rates since November, 2008, attributable primarily to U.S. Government intervention in the mortgage market, the Company decided that is would be prudent to reduce its portfolio of longer term, fixed rate loans through a one time restructuring. Consequently, on April 21, 2009, the Company agreed to sell $20.4 million of its residential mortgage loans to Freddie Mac. The sale is expected to consist of 124 loans with a weighted average maturity of 320 months and a weighted average coupon of 5.324%. The sale is also expected to result in a gain of approximately $349,000. The Company is also considering, but has not begun, selling long term, fixed rate residential mortgage loans on a flow basis while mortgage rates remain depressed.

Item 4. Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms.

There were no significant changes made in the Company s internal controls over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) or in other factors that could significantly affect the Company s internal controls over financial reporting during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

Part II Other Information

Item 1. Legal Proceedings

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

Item 1A. Risk Factors

There have been no material changes in the Risk Factors disclosed in the Company s Annual Report for the fiscal year ended September 30, 2008 on Form 10-K filed on December 12, 2008.

Table of Contents

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

The following table presents a summary of the Company s share repurchases during the quarter ended March 31, 2009.

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares that may yet be purchased under the plans or programs
	Company Purchases of Common Stock			
January 1- January 31, 2009	190,400	$ 13.55	190,400	894,235
February 1 February 28, 2009	147,100	12.81	147,100	747,135
March 1 March 31, 2009	286,059	12.28	286,059	461,076
Total	623,559	$ 12.79	623,559	

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders was held on February 5, 2009. The matters considered and voted on by the Company s stockholders at the annual meeting and the votes of the stockholders were as follows:

Matter 1. The election of directors, each for a three-year term.

NAME	For	%	WITHHOLD	%
John E. Burrus	13,369,300	94.4	798,681	5.6
John S. Schoonover, Jr.	13,374,770	94.4	793,211	5.6
Robert C. Selig, Jr.	13,753,133	97.1	411,848	2.9

Directors William P. Douglass, Gary S. Olson, William A. Viechnicki, D.D.S., Daniel J. Henning, Frederick E. Kutteroff and Elizabeth B. Weekes continued in their respective terms of office following the Annual Meeting of Stockholders.

Matter 2. The ratification of the appointment of S.R. Snodgrass as the independent registered public accountants for the fiscal year ending September 30, 2009.

FOR	%	Against	%	ABSTAIN	%	BROKER NO VOTES	%
13,447,504	98.8	167,002	1.2	53,475			

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The following exhibits are either filed as part of this report or are incorporated herein by reference:

3.1	Charter of ESSA Bancorp, Inc.*
3.2	Bylaws of ESSA Bancorp, Inc.*
4	Form of Common Stock Certificate of ESSA Bancorp, Inc.*
10.1	Form of Employee Stock Ownership Plan*
10.2	Form of Employment Agreement for Chief Executive Officer*
10.3	Form of Employment Agreement for Executive Officers*
10.4	Form of Change in Control Agreement*
10.5	(Reserved)
10.6	Supplemental Retirement Plan for Gary S. Olson *
10.7	Supplemental Retirement Plan for Robert S. Howes, Jr.*
10.8	Supplemental Retirement Plan for Diane K. Reimer*
10.9	Supplemental Retirement Plan for Thomas J. Grayuski*
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

* Filed as exhibits to the Company s Registration Statement on Form S-1, and any amendments thereto, with the Securities and Exchange Commission (Registration No. 333-139157).

Table of Contents

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.

	ESSA BANCORP, INC.
Date: May 11, 2009	/s/ Gary S. Olson Gary S. Olson President and Chief Executive Officer
Date: May 11, 2009	/s/ Allan A. Muto Allan A. Muto Executive Vice President and Chief Financial Officer

29