

DIME COMMUNITY BANCSHARES INC

Form 10-Q

November 09, 2009

---

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

FORM 10-Q

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

For the quarterly period ended

September 30, 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 number 0-27782

Dime Community Bancshares, Inc.  
(Exact name of registrant as specified in its charter)

|                                                                               |                                                          |
|-------------------------------------------------------------------------------|----------------------------------------------------------|
| Delaware<br>(State or other jurisdiction of incorporation or<br>organization) | 11-3297463<br>(I.R.S. employer identification<br>number) |
|-------------------------------------------------------------------------------|----------------------------------------------------------|

209 Havemeyer Street, Brooklyn, NY  
(Address of principal executive offices)

11211  
(Zip Code)

(718) 782-6200  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all the reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES  NO

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

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

LARGE ACCELERATED NON SMALLER  
ACCELERATED FILER X -ACCELERATED REPORTING  
FILER \_\_\_ FILER \_\_\_ 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

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

| Classes of Common Stock | Number of Shares Outstanding at November 7, 2009 |
|-------------------------|--------------------------------------------------|
| \$.01 Par Value         | 34,395,531                                       |

---

|                                                                                                                                                                                                                                                             | Page  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|
| <b>PART I - FINANCIAL INFORMATION</b>                                                                                                                                                                                                                       |       |
| <b>Item 1. Unaudited Condensed Financial Statements</b>                                                                                                                                                                                                     |       |
| Condensed Consolidated Statements of Financial Condition at September 30, 2009 and December 31, 2008                                                                                                                                                        | 3     |
| Condensed Consolidated Statements of Operations for the Three-Month and Nine-Month Periods Ended September 30, 2009 and 2008                                                                                                                                | 4     |
| Condensed Consolidated Statements of Changes in Stockholders' Equity for the Nine Months Ended September 30, 2009 and 2008 and Consolidated Statements of Comprehensive Income for the Three-Month and Nine-Month Periods Ended September 30, 2009 and 2008 | 5     |
| Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2009 and 2008                                                                                                                                                       | 6     |
| Notes to Consolidated Financial Statements                                                                                                                                                                                                                  | 7-22  |
| Management's Discussion and Analysis of Financial Condition and Results of Operations                                                                                                                                                                       | 22-40 |
| <b>Item 2. Quantitative and Qualitative Disclosures About Market Risk</b>                                                                                                                                                                                   | 40-41 |
| <b>Item 3. Controls and Procedures</b>                                                                                                                                                                                                                      | 41    |
| <b>PART II - OTHER INFORMATION</b>                                                                                                                                                                                                                          |       |
| <b>Item 1. Legal Proceedings</b>                                                                                                                                                                                                                            | 42    |
| <b>Item 1A. Risk Factors</b>                                                                                                                                                                                                                                | 42-46 |
| <b>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</b>                                                                                                                                                                                  | 46    |
| <b>Item 3. Defaults Upon Senior Securities</b>                                                                                                                                                                                                              | 46    |
| <b>Item 4. Submission of Matters to a Vote of Security Holders</b>                                                                                                                                                                                          | 46    |
| <b>Item 5. Other Information</b>                                                                                                                                                                                                                            | 46    |
| <b>Item 6. Exhibits</b>                                                                                                                                                                                                                                     | 46-48 |
| Signatures                                                                                                                                                                                                                                                  | 49    |

Certain statements contained in this quarterly report on Form 10-Q that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Act"), notwithstanding that such statements are not specifically identified as such. In addition, certain statements may be contained in future filings with the U.S. Securities and Exchange Commission ("SEC"), in press releases, and in oral and written statements made by management or with their approval that are not statements of historical fact and constitute forward-looking statements within the meaning of the Act. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans, objectives and expectations of Dime Community Bancshares, Inc. and its subsidiaries (the "Company") or those of its management or board of directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements.

Forward-looking statements include information concerning possible or assumed future results of operations and statements preceded by, followed by or that include the words "believes," "expects," "feels," "anticipates," "intends," "plans," "estimates," "predicts," "projects," "potential," "outlook," "could," "will," "may" or similar expressions. Forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties and assumptions. Actual results may differ materially from those expressed in or implied by these forward-looking statements. Factors that could cause actual results to differ from these forward-looking statements include, but are not limited to, the following, as well as those discussed elsewhere in this report and the documents incorporated by reference herein:

the timing and occurrence or non-occurrence of events may be subject to circumstances beyond the Company's control;

- there may be increases in competitive pressure among financial institutions or from non-financial institutions;
- changes in the interest rate environment may reduce interest margins;
- changes in deposit flows, loan demand or real estate values may adversely affect the business of The Dime Savings Bank of Williamsburgh (the "Bank");
- changes in accounting principles, policies or guidelines may cause the Company's financial condition to be perceived differently;
- changes in corporate and/or individual income tax laws may adversely affect the Company's business or financial condition;
- general economic conditions, either nationally or locally in some or all areas in which the Company conducts business, or conditions in the securities markets or banking industry, may be less favorable than currently anticipated;
- legislation or regulatory changes may adversely affect the Company's business;
- technological changes may be more difficult or expensive than the Company anticipates;
- success or consummation of new business initiatives may be more difficult or expensive than the Company anticipates;
- litigation or other matters before regulatory agencies, whether currently existing or commencing in the future, may delay the occurrence or non-occurrence of events longer than the Company anticipates; and
- the risks referred to in the section entitled "Risk Factors."

Undue reliance should not be placed on any forward-looking statements. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update them in light of new information or future events except to the extent required by Federal securities laws.

## Item 1. Condensed Financial Statements

DIME COMMUNITY BANCSHARES, INC. AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION  
 (Dollars in thousands except share amounts)

|                                                                                                                                                                     | September 30,<br>2009 | December 31,<br>2008 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|
| <b>ASSETS:</b>                                                                                                                                                      |                       |                      |
| Cash and due from banks                                                                                                                                             | \$99,500              | \$211,020            |
| Federal funds sold and other short-term investments                                                                                                                 | 560                   | -                    |
| Investment securities held-to-maturity (estimated fair value of \$6,310 and \$9,082 at September 30, 2009 and December 31, 2008, respectively) (Fully Unencumbered) | 8,562                 | 10,861               |
| Investment securities available-for-sale, at fair value (\$9,916 encumbered at September 30, 2009, fully unencumbered at December 31, 2008)                         | 29,059                | 16,602               |
| Mortgage-backed securities available-for-sale, at fair value:                                                                                                       |                       |                      |
| Encumbered                                                                                                                                                          | 239,917               | 251,744              |
| Unencumbered                                                                                                                                                        | 3,952                 | 49,607               |
|                                                                                                                                                                     | 243,869               | 301,351              |
| <b>Loans:</b>                                                                                                                                                       |                       |                      |
| Real estate, net                                                                                                                                                    | 3,303,050             | 3,289,314            |
| Other loans                                                                                                                                                         | 2,564                 | 2,191                |
| Less allowance for loan losses                                                                                                                                      | (20,261)              | (17,454)             |
| Total loans, net                                                                                                                                                    | 3,285,353             | 3,274,051            |
| Loans held for sale                                                                                                                                                 | -                     | -                    |
| Premises and fixed assets, net                                                                                                                                      | 29,678                | 30,426               |
| Federal Home Loan Bank of New York ("FHLBNY") capital stock                                                                                                         | 51,833                | 53,435               |
| Other real estate owned ("OREO")                                                                                                                                    | 168                   | 300                  |
| Goodwill                                                                                                                                                            | 55,638                | 55,638               |
| Other assets                                                                                                                                                        | 103,523               | 101,914              |
| <b>Total Assets</b>                                                                                                                                                 | <b>\$3,907,743</b>    | <b>\$4,055,598</b>   |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>                                                                                                                         |                       |                      |
| <b>Liabilities:</b>                                                                                                                                                 |                       |                      |
| <b>Due to depositors:</b>                                                                                                                                           |                       |                      |
| Interest bearing deposits                                                                                                                                           | \$2,096,144           | \$2,169,341          |
| Non-interest bearing deposits                                                                                                                                       | 99,854                | 90,710               |
| Total deposits                                                                                                                                                      | 2,195,998             | 2,260,051            |
| Escrow and other deposits                                                                                                                                           | 81,315                | 130,121              |
| Securities sold under agreements to repurchase                                                                                                                      | 230,000               | 230,000              |
| FHLBNY advances                                                                                                                                                     | 959,675               | 1,019,675            |
| Subordinated notes payable                                                                                                                                          | 25,000                | 25,000               |
| Trust Preferred securities payable                                                                                                                                  | 72,165                | 72,165               |
| Other liabilities                                                                                                                                                   | 53,947                | 41,622               |
| <b>Total Liabilities</b>                                                                                                                                            | <b>\$3,618,100</b>    | <b>\$3,778,634</b>   |
| <b>Commitments and Contingencies</b>                                                                                                                                |                       |                      |
| <b>Stockholders' Equity:</b>                                                                                                                                        |                       |                      |
| Preferred stock (\$0.01 par, 9,000,000 shares authorized, none issued or outstanding at September 30, 2009 and December 31, 2008)                                   | -                     | -                    |
|                                                                                                                                                                     | 511                   | 511                  |

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

Common stock (\$0.01 par, 125,000,000 shares authorized, 51,131,784 shares and 51,122,319 shares issued at September 30, 2009 and December 31, 2008, respectively,

and 34,395,531 shares and 34,179,900 shares outstanding at September 30, 2009 and December 31, 2008, respectively)

|                                                                                                                             |                    |                    |
|-----------------------------------------------------------------------------------------------------------------------------|--------------------|--------------------|
| Additional paid-in capital                                                                                                  | 214,254            | 213,917            |
| Retained earnings                                                                                                           | 303,330            | 297,848            |
| Accumulated other comprehensive loss, net of deferred taxes                                                                 | (6,042)            | (11,111)           |
| Unallocated common stock of Employee Stock Ownership Plan ("ESOP")                                                          | (3,759)            | (3,933)            |
| Unearned Restricted Stock Award common stock                                                                                | (2,760)            | (1,790)            |
| Common stock held by Benefit Maintenance Plan ("BMP")                                                                       | (8,007)            | (8,007)            |
| Treasury stock, at cost (16,736,253 shares and 16,942,419 shares at September 30, 2009 and December 31, 2008, respectively) | (207,884)          | (210,471)          |
| <b>Total Stockholders' Equity</b>                                                                                           | <b>\$289,643</b>   | <b>\$276,964</b>   |
| <b>Total Liabilities And Stockholders' Equity</b>                                                                           | <b>\$3,907,743</b> | <b>\$4,055,598</b> |

See notes to condensed consolidated financial statements.

DIME COMMUNITY BANCSHARES, INC. AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS  
 (Dollars in thousands except per share amounts)

|                                                                                        | Three Months Ended<br>September 30, |               | Nine Months Ended<br>September 30, |                |
|----------------------------------------------------------------------------------------|-------------------------------------|---------------|------------------------------------|----------------|
|                                                                                        | 2009                                | 2008          | 2009                               | 2008           |
| <b>Interest income:</b>                                                                |                                     |               |                                    |                |
| Loans secured by real estate                                                           | \$48,422                            | \$47,734      | \$144,412                          | \$134,947      |
| Other loans                                                                            | 35                                  | 41            | 110                                | 126            |
| Mortgage-backed securities                                                             | 2,748                               | 3,610         | 8,997                              | 9,196          |
| Investment securities                                                                  | 76                                  | 340           | 515                                | 1,412          |
| Federal funds sold and other short-term investments                                    | 809                                 | 783           | 2,170                              | 4,325          |
| <b>Total interest income</b>                                                           | <b>52,090</b>                       | <b>52,508</b> | <b>156,204</b>                     | <b>150,006</b> |
| <b>Interest expense:</b>                                                               |                                     |               |                                    |                |
| Deposits and escrow                                                                    | 9,156                               | 12,927        | 35,086                             | 45,347         |
| Borrowed funds                                                                         | 13,965                              | 14,399        | 41,720                             | 37,136         |
| <b>Total interest expense</b>                                                          | <b>23,121</b>                       | <b>27,326</b> | <b>76,806</b>                      | <b>82,483</b>  |
| <b>Net interest income</b>                                                             | <b>28,969</b>                       | <b>25,182</b> | <b>79,398</b>                      | <b>67,523</b>  |
| Provision for loan losses                                                              | 3,769                               | 596           | 8,661                              | 966            |
| <b>Net interest income after provision for loan losses</b>                             | <b>25,200</b>                       | <b>24,586</b> | <b>70,737</b>                      | <b>66,557</b>  |
| <b>Non-interest income:</b>                                                            |                                     |               |                                    |                |
| Total other than temporary impairment ("OTTI") losses                                  | (675)                               | -             | (7,939)                            | -              |
| Less: Non-credit portion of OTTI recorded in other comprehensive income (before taxes) | 119                                 | -             | 1,457                              | -              |
| <b>Net OTTI recognized in earnings</b>                                                 | <b>(556)</b>                        | <b>-</b>      | <b>(6,482)</b>                     | <b>-</b>       |
| Service charges and other fees                                                         | 1,376                               | 1,500         | 3,118                              | 3,690          |
| Net mortgage banking income (loss)                                                     | 246                                 | (724)         | (66)                               | (408)          |
| Net (loss) gain on sales of investment securities and other real estate owned          | -                                   | -             | 339                                | (129)          |
| Income from bank owned life insurance                                                  | 511                                 | 504           | 1,506                              | 1,492          |
| Other                                                                                  | 527                                 | 397           | 1,500                              | 1,059          |
| <b>Total non-interest income (loss)</b>                                                | <b>2,104</b>                        | <b>1,677</b>  | <b>(85)</b>                        | <b>5,704</b>   |
| <b>Non-interest expense:</b>                                                           |                                     |               |                                    |                |
| Salaries and employee benefits                                                         | 7,047                               | 6,486         | 20,586                             | 18,897         |
| Stock benefit plan amortization expense                                                | 894                                 | 1,005         | 2,772                              | 2,716          |
| Occupancy and equipment                                                                | 1,926                               | 1,815         | 5,894                              | 5,150          |
| Federal deposit insurance premiums                                                     | 960                                 | 361           | 4,531                              | 598            |
| Data processing costs                                                                  | 754                                 | 827           | 2,240                              | 2,384          |
| Other                                                                                  | 2,060                               | 2,419         | 6,550                              | 7,706          |
| <b>Total non-interest expense</b>                                                      | <b>13,641</b>                       | <b>12,913</b> | <b>42,573</b>                      | <b>37,451</b>  |
| <b>Income before income taxes</b>                                                      | <b>13,663</b>                       | <b>13,350</b> | <b>28,079</b>                      | <b>34,810</b>  |
| <b>Income tax expense</b>                                                              | <b>5,337</b>                        | <b>4,997</b>  | <b>9,987</b>                       | <b>12,075</b>  |



Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

|                     |         |         |          |          |
|---------------------|---------|---------|----------|----------|
| Net income          | \$8,326 | \$8,353 | \$18,092 | \$22,735 |
| Earnings per Share: |         |         |          |          |
| Basic               | \$0.25  | \$0.26  | \$0.55   | \$0.70   |
| Diluted             | \$0.25  | \$0.25  | \$0.55   | \$0.69   |

See notes to condensed consolidated financial statements.

DIME COMMUNITY BANCSHARES, INC. AND SUBSIDIARIES  
 UNAUDITED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
 AND COMPREHENSIVE INCOME  
 (Dollars in thousands)

|                                                                                                                                                                                 | Nine Months Ended<br>September 30, |          |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|----------|
|                                                                                                                                                                                 | 2009                               | 2008     |
| <b>STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY</b>                                                                                                                            |                                    |          |
| Common Stock (Par Value \$0.01):                                                                                                                                                |                                    |          |
| Balance at beginning of period                                                                                                                                                  | \$511                              | \$509    |
| Shares issued in exercise of options                                                                                                                                            | -                                  | 2        |
| Balance at end of period                                                                                                                                                        | 511                                | 511      |
| Additional Paid-in Capital:                                                                                                                                                     |                                    |          |
| Balance at beginning of period                                                                                                                                                  | 213,917                            | 208,369  |
| Stock options exercised                                                                                                                                                         | 43                                 | 2,463    |
| Tax (expense) benefit of stock plans                                                                                                                                            | (130)                              | 476      |
| Amortization of excess fair value over cost – ESOP stock and stock options expense                                                                                              | 1,266                              | 1,558    |
| Release from treasury stock for restricted stock award shares                                                                                                                   | (842)                              | 469      |
| Balance at end of period                                                                                                                                                        | 214,254                            | 213,335  |
| Retained Earnings:                                                                                                                                                              |                                    |          |
| Balance at beginning of period                                                                                                                                                  | 297,848                            | 288,112  |
| Net income for the period                                                                                                                                                       | 18,092                             | 22,735   |
| Cash dividends declared and paid                                                                                                                                                | (13,865)                           | (13,678) |
| Cumulative effect adjustment for the adoption of the transition requirements of FASB Accounting Standards Codification ("ASC")                                                  |                                    |          |
| 715-20-65 "Compensation-Retirement Benefits - Defined Benefit Plans- Transition and Open Effective Date Information," net of taxes                                              | -                                  | (23)     |
| Cumulative effect adjustment for the adoption of ASC 320-10-65 "Investments—Debt and Equity Securities – Overall- Transition and Open Effective Date Information," net of taxes |                                    |          |
| Open Effective Date Information," net of taxes                                                                                                                                  | 1,255                              | -        |
| Balance at end of period                                                                                                                                                        | 303,330                            | 297,146  |
| Accumulated Other Comprehensive Loss, net of tax:                                                                                                                               |                                    |          |
| Balance at beginning of period                                                                                                                                                  | (11,111)                           | (4,278)  |
| Cumulative effect adjustment for the adoption of ASC 320-10-65, net of tax                                                                                                      | (1,255)                            | --       |
| Amortization and reversal of net unrealized loss on securities transferred from available-for- sale to held-to-maturity, net of tax                                             | 1,042                              | --       |
| Non-credit component of OTTI charge recognized during the period, net of tax                                                                                                    | (799)                              | --       |
| Reduction in non-credit component of OTTI during the period, net of taxes                                                                                                       | 467                                |          |
| Cumulative effect adjustment for the adoption of the transition requirements of ASC 715-20-65                                                                                   |                                    |          |
| Change in other comprehensive income (loss) during the period, net of tax                                                                                                       | 5,614                              | (6,066)  |
| Balance at end of period                                                                                                                                                        | (6,042)                            | (10,408) |
| ESOP:                                                                                                                                                                           |                                    |          |
| Balance at beginning of period                                                                                                                                                  | (3,933)                            | (4,164)  |
| Amortization of earned portion of ESOP stock                                                                                                                                    | 174                                | 174      |
| Balance at end of period                                                                                                                                                        | (3,759)                            | (3,990)  |
| Unearned Restricted Stock Award Common Stock                                                                                                                                    |                                    |          |
| Balance at beginning of period                                                                                                                                                  | (1,790)                            | (634)    |
| Amortization of earned portion of restricted stock awards                                                                                                                       | 775                                | 393      |

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

|                                                               |           |           |
|---------------------------------------------------------------|-----------|-----------|
| Release from treasury stock for restricted stock award shares | (1,745)   | (1,773)   |
| Balance at end of period                                      | (2,760)   | (2,014)   |
| Treasury Stock, at cost                                       |           |           |
| Balance at beginning of period                                | (210,471) | (211,121) |
| Purchase of treasury shares, at cost                          | -         | (654)     |
| Release from treasury stock for restricted stock award shares | 2,587     | 1,304     |
| Balance at end of period                                      | (207,884) | (210,471) |
| Common Stock Held by BMP                                      |           |           |
| Balance at beginning of period                                | (8,007)   | (7,941)   |
| Common stock acquired                                         | -         | (66)      |
| Balance at end of period                                      | (8,007)   | (8,007)   |
| Total Stockholders' Equity                                    | \$289,643 | \$276,102 |

| STATEMENTS OF COMPREHENSIVE INCOME                                                                                                                                                                                                                                                                                      | Three Months Ended September 30, |         | Nine Months Ended September 30, |          |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|---------|---------------------------------|----------|
|                                                                                                                                                                                                                                                                                                                         | 2009                             | 2008    | 2009                            | 2008     |
| Net Income                                                                                                                                                                                                                                                                                                              | \$8,326                          | \$8,353 | 18,092                          | \$22,735 |
| Amortization and reversal of net unrealized loss on securities transferred from available-for-sale to held-to-maturity, net of taxes of \$51 and \$19 during the three months ended September 30, 2009 and 2008, respectively and \$858 and \$19 during the nine months ended September 30, 2009 and 2008, respectively | 61                               | 23      | 1,042                           | 23       |
| Non-credit component of OTTI charge recognized during the period, net of tax benefit of \$(54) during the three months ended September 30, 2009 and \$(658) during the nine months ended September 30, 2009                                                                                                             | (65)                             | -       | (799)                           | -        |
| Reduction in non-credit component of OTTI, net of taxes of \$217 during the three months ended September 30, 2009 and \$385 during the nine months ended September 30, 2009                                                                                                                                             | 263                              | -       | 467                             | -        |
| Reclassification adjustment for securities sold during the period, net of taxes of \$195 during the nine months ended September 30, 2009                                                                                                                                                                                | -                                | -       | (236)                           | -        |
| Net unrealized securities gains (losses) arising during the period, net of taxes (benefit) of \$1,166 and \$(2,536) during the three months ended September 30, 2009 and 2008, respectively, and \$4,621 and \$(2,828) during the nine months ended September 30, 2009 and 2008, respectively                           | 1,416                            | (2,771) | 5,850                           | (6,089)  |
| Comprehensive Income                                                                                                                                                                                                                                                                                                    | \$10,001                         | \$5,605 | \$24,416                        | \$16,669 |

See notes to condensed consolidated financial statements.

DIME COMMUNITY BANCSHARES, INC. AND SUBSIDIARIES  
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Dollars In thousands)

|                                                                                             | Nine Months Ended<br>September 30, |           |
|---------------------------------------------------------------------------------------------|------------------------------------|-----------|
|                                                                                             | 2009                               | 2008      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                                |                                    |           |
| Net Income                                                                                  | \$18,092                           | \$22,735  |
| Adjustments to reconcile net income to net cash provided<br>by operating activities:        |                                    |           |
| Net loss on sale of other real estate owned                                                 | 92                                 | 129       |
| Net gain on sale of loans originated for sale                                               | (674)                              | (1,021)   |
| Net gain on sale of investment securities available-for-sale                                | (431)                              | -         |
| Net depreciation and amortization                                                           | 1,932                              | 1,348     |
| ESOP compensation expense                                                                   | 590                                | 960       |
| Stock plan compensation (excluding ESOP)                                                    | 1,625                              | 1,165     |
| Provision for loan losses                                                                   | 8,661                              | 966       |
| Provision to increase the liability for loans sold with recourse                            | 1,403                              | 2,027     |
| Recovery of write down of mortgage servicing asset                                          | (60)                               | -         |
| OTTI charge for investment securities recognized in earnings                                | 6,482                              | -         |
| Increase in cash surrender value of Bank Owned Life Insurance                               | (1,506)                            | (1,492)   |
| Deferred income tax credit                                                                  | (6,082)                            | (1,050)   |
| Excess tax cost (benefit) of stock plans                                                    | 130                                | (476)     |
| Changes in assets and liabilities:                                                          |                                    |           |
| Origination of loans held for sale                                                          | (14,743)                           | (46,963)  |
| Proceeds from sale of loans held for sale                                                   | 115,417                            | 48,138    |
| Decrease in other assets                                                                    | 547                                | 537       |
| Increase (Decrease) in other liabilities                                                    | 10,982                             | (5,751)   |
| Net cash provided by operating activities                                                   | 142,457                            | 21,252    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                                |                                    |           |
| Net (increase) decrease in federal funds sold and other short term<br>investments           | (560)                              | 128,014   |
| Proceeds from principal repayments of investment securities<br>held-to-maturity             | 202                                | 80        |
| Proceeds from maturities of investment securities available-for-sale                        | 100                                | 1,000     |
| Proceeds from calls and principal repayments of investment<br>securities available-for-sale | -                                  | 729       |
| Proceeds from sales of investment securities available-for-sale                             | 10,359                             | -         |
| Purchases of investment securities available-for-sale                                       | (22,000)                           | (4,428)   |
| Principal collected on mortgage backed securities available-for-sale                        | 63,846                             | 35,889    |
| Purchases of mortgage backed securities available-for-sale                                  | -                                  | (183,849) |
| Net increase in loans                                                                       | (120,131)                          | (318,038) |
| Purchases of fixed assets, net                                                              | (792)                              | (3,327)   |
| Proceeds from the sale of other real estate owned                                           | 208                                | 767       |
| Redemption (Purchase) of FHLBNY capital stock                                               | 1,602                              | (13,956)  |
| Net cash used in investing activities                                                       | (67,166)                           | (357,119) |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                                |                                    |           |

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

|                                                                                                       |           |          |
|-------------------------------------------------------------------------------------------------------|-----------|----------|
| Net decrease in due to depositors                                                                     | (64,053)  | (82,221) |
| Net (decrease) increase in escrow and other deposits                                                  | (48,806)  | 27,901   |
| Increase in securities sold under agreements to repurchase                                            | -         | 74,920   |
| (Decrease) Increase in FHLBNY advances                                                                | (60,000)  | 303,175  |
| Cash dividends paid                                                                                   | (13,865)  | (13,678) |
| Exercise of stock options                                                                             | 43        | 2,465    |
| Excess tax (cost) benefit of stock plans                                                              | (130)     | 476      |
| Acquisition of common stock by BMP                                                                    | -         | (66)     |
| Purchase of treasury stock                                                                            | -         | (654)    |
| Net cash (used in) provided by financing activities                                                   | (186,811) | 312,318  |
| DECREASE IN CASH AND DUE FROM BANKS                                                                   | (111,520) | (23,549) |
| CASH AND DUE FROM BANKS, BEGINNING OF PERIOD                                                          | 211,020   | 101,708  |
| CASH AND DUE FROM BANKS, END OF PERIOD                                                                | \$99,500  | \$78,159 |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:                                                     |           |          |
| Cash paid for income taxes                                                                            | \$8,189   | \$16,528 |
| Cash paid for interest                                                                                | 76,548    | 80,475   |
| Loans transferred to other real estate owned                                                          | 168       | 895      |
| Portfolio loans transferred to held for sale                                                          | 100,000   | 100,000  |
| Amortization of unrealized loss on securities transferred from available-for-sale to held-to-maturity | 166       | -        |
| Reversal of unrealized loss on securities transferred from available-for-sale to held-to-maturity     | 1,734     | -        |
| Increase in non-credit component of OTTI                                                              | (605)     | -        |
| Decrease (Increase) in accumulated other comprehensive loss                                           | 5,614     | (6,066)  |
| Transfer of securities from available-for-sale to held-to-maturity (at fair value)                    | -         | 11,501   |
| Cumulative effect adjustment for the adoption of transition requirements of ASC 715-20-65             | -         | (64)     |

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. NATURE OF OPERATIONS

Dime Community Bancshares, Inc. (the "Holding Company") is a Delaware corporation and parent company of the Bank, a federally-chartered stock savings bank. The Holding Company's direct subsidiaries are the Bank, Dime Community Capital Trust 1 and 842 Manhattan Avenue Corp. The Bank's direct subsidiaries are Boulevard Funding Corp., Dime Insurance Agency Inc. (f/k/a Havemeyer Investments, Inc.), DSBW Preferred Funding Corporation, DSBW Residential Preferred Funding Corp., Dime Reinvestment Corp. and 195 Havemeyer Corp.

The Bank maintains its headquarters in the Williamsburg section of Brooklyn, New York and operates twenty-three full service retail banking offices located in the New York City boroughs of Brooklyn, Queens, and the Bronx, and in Nassau County, New York. The Bank's principal business has been, and continues to be, gathering deposits from customers within its market area, and investing them primarily in multifamily residential, commercial real estate, one-to four-family residential, construction and land acquisition, and consumer loans, as well as mortgage-backed securities ("MBS"), obligations of the U.S. Government and Government Sponsored Entities ("GSEs"), and corporate debt and equity securities.

2. SUMMARY OF ACCOUNTING POLICIES

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary for a fair presentation of the Company's financial condition as of September 30, 2009, the results of operations and statements of comprehensive income for the three-month and nine month periods ended September 30, 2009 and 2008, and the changes in stockholders' equity and cash flows for the nine-month periods ended September 30, 2009 and 2008. The results of operations for the three-month and nine-month periods ended September 30, 2009 are not necessarily indicative of the results of operations for the remainder of the year ending December 31, 2009. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been omitted pursuant to the rules and regulations of the SEC.

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Areas in the accompanying consolidated financial statements where estimates are significant include the allowance for loan losses, valuation of mortgage servicing rights, asset impairment adjustments related to the valuation of goodwill and OTTI of securities, loan income recognition, the valuation of financial instruments, recognition of deferred tax assets and unrecognized tax benefits and the accounting for defined benefit plans sponsored by the Company.

These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of and for the year ended December 31, 2008 and notes thereto.

3. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2009, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 168, "The FASB Accounting Standards Codification™ and the Hierarchy of Generally Accepted Accounting Principles—a replacement of FASB Statement No. 162," which establishes the FASB Accounting

Standards Codification™ (the "Codification"), which supersedes all existing accounting standard documents and will become the single source of authoritative non-governmental GAAP. All other accounting literature not included in the Codification will be considered non-authoritative. The Codification was implemented on July 1, 2009 and is effective for interim and annual periods ending after September 15, 2009. The Company conformed its financial statements and related Notes to the new Codification in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)" ("SFAS 167"). SFAS 167 amended the manner in which a company determines whether an entity that is either insufficiently capitalized or not controlled through voting (or similar rights) should be consolidated. Under SFAS 167, the determination of whether a company is required to consolidate an entity is based upon, among other factors, the entity's purpose and design and a company's ability to direct the most significant economic activities of the entity. SFAS 167 is effective for fiscal years beginning after November 15, 2009, and interim periods within those fiscal years. Adoption of SFAS 167 is not expected to have a material impact upon the Company's consolidated financial condition or results of operations.

In June 2009, the FASB issued SFAS No. 166, "Accounting for Transfers of Financial Assets" ("SFAS 166"). SFAS 166 eliminates the concept of a "qualifying special-purpose entity," and changes various requirements for

derecognizing transferred financial assets that were previously established under ASC 860. SFAS 166 also requires increased disclosure related to transferred financial assets, including securitization transactions, as well as other transactions where companies possess continuing exposure to the risks related to financial assets transferred or sold. For the Company, SFAS 166 is effective for financial asset transfers occurring after January 1, 2010, and early adoption of SFAS 166 is prohibited. The Company is evaluating the impact of adoption of SFAS 166.

In May 2009, the FASB issued amendments to ASC 855 that established general standards governing accounting for and disclosure of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. These amendments to ASC 855 also provided guidance on the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures that an entity should make about events or transactions occurring after the balance sheet date. The Company adopted these amendments effective June 30, 2009, and adoption had no impact on the Company's condensed consolidated financial statements. The Company evaluated subsequent events through the filing date of this Quarterly Report on Form 10-Q.

On April 9, 2009, the FASB issued ASC 320-10-65. ASC 320-10-65 amended the guidance provided under GAAP related to OTTI of debt securities in order to make it more operational. ASC 320-10-65 modifies the technical criteria related to both the recovery of impairment and collectibility of cash flows that a reporting entity may employ in order to avoid recognizing OTTI. Under ASC 320-10-65, OTTI that has been determined to exist on debt securities is required to be divided between credit and non-credit components, with changes in the credit component recognized in earnings, and changes in the non-credit component recognized in other comprehensive income. In determining the amount of credit-related OTTI to be recognized, ASC 320-10-65 permits the reporting entity to discount the expected cash flows at the effective interest rate implicit in the security at the date of acquisition. ASC 320-10-65 also requires additional disclosures related to all securities owned by the reporting entity. ASC 320-10-65 did not amend existing recognition and measurement guidance related to OTTI of equity securities. ASC 320-10-65 is required to be applied to existing and new investments held by the reporting entity at the beginning of the interim period of adoption. For debt securities held at the beginning of the interim period of adoption for which OTTI was previously recognized, the entity recognizes the cumulative effect of adopting ASC 320-10-65 as an adjustment to the opening balance of retained earnings. ASC 320-10-65 is effective for interim and annual reporting periods ending after June 15, 2009, with early adoption permitted. The Company elected to early adopt ASC 320-10-65 effective January 1, 2009, reclassifying \$1.2 million of previously recognized after-tax OTTI out of retained earnings and into accumulated other comprehensive loss as a cumulative effect adjustment, representing the after-tax non-credit component of the previously recognized OTTI.

On April 9, 2009, the FASB issued ASC 825-10-65-1. ASC 825-10-65-1 amended ASC 825-10-50 to require that disclosures about fair value of financial instruments mandated under ASC 825-10-50 be made for all interim periods. ASC 825-10-65-1 also amended ASC 270-10-50 to require that the disclosures mandated under ASC 270-10-50 be made at each interim period. ASC 825-10-65-1 was effective for interim periods ending after June 15, 2009, with early adoption permitted. The Company adopted ASC 825-10-65-1 effective June 30, 2009, and has included such disclosure in Note 11 to the condensed consolidated financial statements.

On April 9, 2009, the FASB issued ASC 820-10-65-4. ASC 820-10-65-4 provides additional guidance for estimating fair value when the volume and level of activity for the asset or liability have significantly decreased, and provides guidance on identifying circumstances that indicate a transaction is not orderly. ASC 820-10-65-4 is effective for interim and annual reporting periods ending after June 15, 2009, with earlier adoption permitted. ASC 820-10-65-4 was applied to the methodology utilized by the Company to determine the fair value of its pooled trust preferred securities at September 30, 2009.



On January 12, 2009, the FASB issued ASC 325-40-65-1, which amended the impairment guidance in ASC 325-40-65 to achieve more consistent determination of whether an OTTI has occurred. GAAP provides two different models for determining whether the impairment of a debt security is other than temporary. ASC 325-40-65 requires the use of market participant assumptions about future cash flows. This cannot be overcome by management judgment of the probability of collecting all cash flows previously projected. ASC 320-10-35-17 does not require exclusive reliance on market participant assumptions about future cash flows. Rather, ASC 320-10-35-17 permits the use of reasonable management judgment of the probability that the holder will be unable to collect all amounts due. ASC 325-40-65-1 retains and emphasizes the objective of an OTTI assessment and the related disclosure requirements in ASC 320-10-50, and permits impaired assets under the jurisdiction of ASC 325-40-65 to be evaluated in accordance with the OTTI methodology of ASC 325-10-35-17. ASC 325-40-65-1 was effective immediately upon issuance. Adoption of ASC 325-40-65-1 did not have a material impact on the Company's consolidated financial condition or results of operations.

In December 2008, the FASB issued ASC 715-20-65-2, which requires additional disclosure regarding investment allocations, major categories, valuation techniques and concentrations of risk related to plan assets held in an employer's defined benefit pension or postretirement plan. ASC 715-20-65-2 further requires disclosure of any effects of utilizing significant unobservable inputs (as defined in ASC 820-10) upon the overall change in the fair value of plan assets during the reporting period. ASC 715-20-65-2 is effective for years ending after December 31, 2009. The Company is currently evaluating the impact of adoption.

In June 2008, the FASB issued ASC 260-10-65-2, which requires unvested share-based payment awards which receive non-forfeitable dividend rights or dividend equivalents to be considered participating securities and are

required to be included in computing earnings per share ("EPS") under the two-class method outlined in ASC 260-10. ASC 260-10-65-2 was effective for financial statements issued for fiscal years beginning on or after December 15, 2008. Adoption of ASC 260-10-65-2 did not have a material impact upon the Company's consolidated results of operations, as all potential participating securities were already included in the calculation of the Company's periodic basic and diluted shares.

In March 2008, the FASB issued ASC 815-10-65-1, which changed the disclosure requirements for derivative instruments and hedging activities by requiring enhanced disclosures about (i) the manner in which and reason that an entity uses derivative instruments, with particular emphasis upon underlying risk, (ii) the manner in which derivative instruments and related hedged items are accounted for under ASC 815-10 and its related interpretations, and (iii) (in tabular form) the manner in which derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. ASC 815-10-65-1 further requires enhanced disclosures of credit-risk-related contingent features of derivative instruments. ASC 815-10-65-1 was effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. ASC 815-10-65-1 encouraged, but did not require, comparative disclosures for earlier periods at initial adoption. Adoption of ASC 815-10-65-1 did not have a material impact upon the Company's financial disclosures.

In February 2008, the FASB issued various amendments to ASC 860-10 which provided guidance on accounting for a transfer of a financial asset and repurchase financing. These amendments presumed that an initial transfer of a financial asset and a repurchase financing are considered part of the same arrangement (linked transaction) under ASC 860-10, however, if certain criteria are satisfied, the initial transfer and repurchase financing shall not be evaluated as a linked transaction and shall be evaluated separately. Under these amendments, a transferor and transferee shall not separately account for a transfer of a financial asset and a related repurchase financing unless: (i) there is a valid and distinct business or economic purpose for entering into the two transactions separately, and (ii) the repurchase financing does not result in the initial transferor regaining control over the financial asset. These amendments to ASC 860-10 were effective for financial statements issued for fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. Adoption of these amendments did not have a material impact upon the Company's consolidated financial condition or results of operations.

In December 2007, the FASB issued ASC 805-10-65-1, which amended ASC 805-10. ASC 805-10-65-1 established principles and requirements governing the manner in which an acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, liabilities assumed, any non-controlling interest in the acquiree, and goodwill acquired. ASC 805-10-65-1 also established disclosure requirements intended to enable users to evaluate the nature and financial effects of the business combination. ASC 805-10-65-1 is effective for business combinations occurring during a fiscal year beginning after December 15, 2008. Adoption of ASC 805-10-65-1 did not have a material impact on the Company's consolidated financial condition or results of operations.

In December 2007, the FASB issued ASC 810-10-65-1, which required that, for purposes of accounting and reporting, minority interests be re-characterized as non-controlling interests and classified as a component of equity. ASC 810-10-65-1 also required financial reporting disclosures that clearly identify and distinguish between the interests of the parent and the non-controlling owners. ASC 810-10-65-1 applies to all entities that prepare consolidated financial statements other than not-for-profit organizations, however, affects only those entities that have an outstanding non-controlling interest in one or more subsidiaries or that deconsolidate a subsidiary. ASC 810-10-65-1 was effective for fiscal years beginning after December 15, 2008. Adoption of ASC 810-10-65-1 did not have a material impact upon the Company's consolidated financial condition or results of operations.

#### 4. TREASURY STOCK

The Company did not repurchase any shares of treasury stock during the nine months ended September 30, 2009. On April 30, 2009, 207,193 shares of the Company's common stock were released from treasury in order to fulfill benefit obligations under the 2004 Stock Incentive Plan. The closing price of the Company's common stock on that date was \$8.34. The shares were released utilizing the average historical cost method.

On June 25, 2009, 1,031 shares of the Company's common stock were returned to treasury, representing forfeited award shares under the 2004 Stock Incentive Plan that had been previously released from treasury upon the award grant.

#### 5. ACCOUNTING FOR GOODWILL

The Company has designated the last day of its fiscal year as its date for annual impairment testing. The Company performed an impairment test as of December 31, 2008 and concluded that no impairment of goodwill existed. However, subsequent to December 31, 2008, on occasion, the price of the Holding Company's common stock declined to such a level that its total market capitalization fell below its consolidated stockholders' equity. As a result, the Company performed goodwill impairment tests periodically during the nine months ended September 30, 2009 and concluded, in each instance, that no impairment of goodwill existed. The most recent of these tests was performed as of September 30, 2009. No events or circumstances have changed subsequent to September 30, 2009 that would reduce the fair value of the Company's reporting unit below its carrying value. Such events or changes in circumstances would require the immediate performance of an impairment test in accordance with ASC 350.

## 6. EARNINGS PER SHARE

EPS is calculated and reported in accordance with ASC 260. For entities like the Company with complex capital structures, ASC 260 requires disclosure of basic EPS and diluted EPS on the face of the income statement, along with a reconciliation of the numerators and denominators of basic and diluted EPS.

Basic EPS is computed by dividing net income by the weighted-average number of common shares outstanding during the period (weighted-average common shares are adjusted to exclude unallocated ESOP shares). Diluted EPS is computed using the same method as basic EPS, however, the computation reflects the potential dilution that would occur if outstanding in-the-money stock options were exercised and converted into common stock.

The following is a reconciliation of the numerators and denominators of basic EPS and diluted EPS for the periods presented:

|                                                                                                         | Three Months Ended September 30, |            | Nine Months Ended September 30, |            |
|---------------------------------------------------------------------------------------------------------|----------------------------------|------------|---------------------------------|------------|
|                                                                                                         | 2009                             | 2008       | 2009                            | 2008       |
|                                                                                                         | (Dollars in Thousands)           |            |                                 |            |
| Numerator:                                                                                              |                                  |            |                                 |            |
| Net Income per the Consolidated Statements of Operations                                                | \$8,326                          | \$8,353    | \$18,092                        | \$22,735   |
| Denominator:                                                                                            |                                  |            |                                 |            |
| Weighted-average number of shares outstanding utilized in the calculation of basic EPS                  | 33,094,672                       | 32,851,008 | 33,001,416                      | 32,674,991 |
| Common stock equivalents resulting from the dilutive effect of "in-the-money" outstanding stock options | 39,429                           | 314,019    | 4,196                           | 317,891    |
| Anti-dilutive effect of tax benefits associated with "in-the-money" outstanding stock options           | (7,160)                          | (128,090)  | (63)                            | (131,691)  |
| Weighted average number of shares outstanding utilized in the calculation of diluted EPS                | 33,126,941                       | 33,036,937 | 33,005,549                      | 32,861,191 |

Common stock equivalents resulting from the dilutive effect of "in-the-money" outstanding stock options are calculated based upon the excess of the average market value of the Holding Company's common stock over the exercise price of outstanding in-the-money stock options during the period.

There were 2,703,186 and 790,695 weighted-average stock options outstanding for the three-month periods ended September 30, 2009 and 2008, respectively, that were not considered in the calculation of diluted EPS since their exercise prices exceeded the average market price during the period. There were 3,081,287 and 790,410 weighted-average stock options outstanding for the nine-month periods ended September 30, 2009 and 2008, respectively, that were not considered in the calculation of diluted EPS since their exercise prices exceeded the average market price during the period.



## 7. ACCOUNTING FOR STOCK BASED COMPENSATION

During the three-month and nine-month periods ended September 30, 2009 and 2008, the Holding Company and Bank maintained the Dime Community Bancshares, Inc. 1996 Stock Option Plan for Outside Directors, Officers and Employees, the Dime Community Bancshares, Inc. 2001 Stock Option Plan for Outside Directors, Officers and Employees and the 2004 Stock Incentive Plan (collectively the "Stock Plans"), which are discussed more fully in Note 15 to the Company's audited consolidated financial statements for the year ended December 31, 2008, and which are subject to the accounting requirements of ASC 505-50 and ASC 718.

## Stock Option Awards

Combined activity related to stock options granted under the Stock Plans during the periods presented was as follows:

|                                                                                     | At or for the Three<br>Months Ended<br>September 30, |           | At or for the Nine<br>Months Ended<br>September 30, |           |
|-------------------------------------------------------------------------------------|------------------------------------------------------|-----------|-----------------------------------------------------|-----------|
|                                                                                     | 2009                                                 | 2008      | 2009                                                | 2008      |
|                                                                                     | (Dollars in Thousands, Except per Share Amounts)     |           |                                                     |           |
| Options outstanding – beginning of period                                           | 3,319,135                                            | 3,059,498 | 3,116,564                                           | 3,165,997 |
| Options granted                                                                     | -                                                    | 61,066    | 205,633                                             | 185,491   |
| Weighted average exercise price of grants                                           | -                                                    | \$16.73   | \$8.34                                              | \$17.10   |
| Options exercised                                                                   | 9,465                                                | 1,125     | 9,465                                               | 229,799   |
| Weighted average exercise price of exercised options                                | \$4.56                                               | \$10.91   | \$4.56                                              | \$11.91   |
| Options forfeited                                                                   | 22,750                                               | 2,250     | 25,812                                              | 4,500     |
| Weighted average exercise price of forfeited options                                | \$17.67                                              | \$19.90   | \$17.34                                             | \$19.90   |
| Options outstanding – end of period                                                 | 3,286,920                                            | 3,117,189 | 3,286,920                                           | 3,117,189 |
| Weighted average exercise price of outstanding options at the end of period         | \$14.57                                              | \$14.97   | \$14.57                                             | \$14.97   |
| Remaining options available for grant                                               | 747,040                                              | 1,133,027 | 747,040                                             | 1,133,027 |
| Exercisable options at end of period                                                | 2,558,915                                            | 2,251,823 | 2,558,915                                           | 2,251,823 |
| Weighted average exercise price of exercisable options at the end of period         | \$15.17                                              | \$15.17   | \$15.17                                             | \$15.17   |
| Cash received for option exercise cost                                              | 43                                                   | 12        | 43                                                  | 2,465     |
| Income tax benefit recognized                                                       | -                                                    | 3         | -                                                   | 463       |
| Compensation expense recognized                                                     | 233                                                  | 297       | 850                                                 | 771       |
| Remaining unrecognized compensation expense                                         | 1,574                                                | 2,374     | 1,574                                               | 2,374     |
| Weighted average remaining years for which compensation expense is to be recognized | 2.1                                                  | 2.5       | 2.1                                                 | 2.5       |

The range of exercise prices and weighted-average remaining contractual lives of options outstanding (vested and unvested) were as follows:

| Outstanding Options as of September 30, 2009 |        |                                       |                                    |                         |
|----------------------------------------------|--------|---------------------------------------|------------------------------------|-------------------------|
|                                              | Amount | Weighted<br>Average<br>Exercise Price | Weighted<br>Average<br>Contractual | Vested Options<br>as of |
|                                              |        |                                       |                                    |                         |

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

| Range of Exercise<br>Prices |           | Years Remaining September 30,<br>2009 |     |           |
|-----------------------------|-----------|---------------------------------------|-----|-----------|
| \$8.00 - \$8.50             | 205,633   | \$ 8.34                               | 9.6 | -         |
| \$10.50 - \$11.00           | 378,101   | 10.91                                 | 2.1 | 378,101   |
| \$13.00-\$13.50             | 528,028   | 13.16                                 | 3.3 | 528,028   |
| \$13.51-\$14.00             | 953,875   | 13.74                                 | 7.6 | 503,125   |
| \$14.50-\$15.00             | 34,425    | 14.92                                 | 8.4 | 8,606     |
| \$15.01-\$15.50             | 318,492   | 15.10                                 | 5.7 | 318,492   |
| \$16.00-\$16.50             | 76,320    | 16.45                                 | 5.3 | 76,320    |
| \$16.51-\$17.00             | 61,066    | 16.73                                 | 8.8 | 15,263    |
| \$18.00-\$18.50             | 90,000    | 18.18                                 | 8.7 | 90,000    |
| \$19.50-\$20.00             | 640,980   | 19.90                                 | 4.3 | 640,980   |
| Total                       | 3,286,920 | \$14.56                               | 5.6 | 2,558,915 |

The weighted average exercise price and contractual years remaining for vested options were \$15.17 and 4.8 years, respectively, at September 30, 2009. The weighted average fair value per option at the date of grant for stock options granted was estimated as follows:

|                                       | Three Months Ended September 30, |                | Nine Months Ended September 30, |                |
|---------------------------------------|----------------------------------|----------------|---------------------------------|----------------|
|                                       | 2009                             | 2008           | 2009                            | 2008           |
| Total options granted                 | -                                | 61,066         | 205,633                         | 185,491        |
| Estimated fair value on date of grant | -                                | \$3.73         | \$1.73                          | \$4.16         |
| Pricing methodology utilized          | -                                | Black- Scholes | Black- Scholes                  | Black- Scholes |
| Expected life (in years)              | -                                | 5.91           | 5.99                            | 6.36           |
| Interest rate                         | -                                | 3.36%          | 2.39%                           | 3.37%          |
| Volatility                            | -                                | 28.54          | 41.34                           | 30.09          |
| Dividend yield                        | -                                | 3.35           | 6.72                            | 3.29           |

#### Other Stock Awards

Restricted Stock Awards – The Company, from time to time, issues restricted stock awards to outside directors and officers under the 2004 Stock Incentive Plan. Typically, awards to outside directors fully vest on the first anniversary of the grant date, while awards to officers vest in equal annual installments over a four- or five-year period.

The following is a summary of activity related to the restricted stock awards granted under the 2004 Stock Incentive Plan during the periods indicated:

|                                                 | At or for the Three Months Ended September 30, |         | At or for the Nine Months Ended September 30, |         |
|-------------------------------------------------|------------------------------------------------|---------|-----------------------------------------------|---------|
|                                                 | 2009                                           | 2008    | 2009                                          | 2008    |
|                                                 | (Dollars in Thousands)                         |         |                                               |         |
| Unvested allocated shares – beginning of period | 295,066                                        | 48,753  | 141,710                                       | 66,304  |
| Shares granted                                  | -                                              | 92,957  | 207,197                                       | 104,957 |
| Shares vested                                   | -                                              | -       | 52,810                                        | 29,551  |
| Shares forfeited                                | -                                              | -       | 1,031                                         | -       |
| Unvested allocated shares – end of period       | 295,066                                        | 141,710 | 295,066                                       | 141,710 |
| Unallocated shares - end of period              | -                                              | -       | -                                             | -       |
| Compensation recorded to expense                | \$255                                          | \$189   | \$775                                         | \$394   |
| Income tax (expense) benefit recognized         | 25                                             | -       | (131)                                         | 13      |

#### 8. ALLOWANCE FOR LOAN LOSSES

Changes in the allowance for loan losses for loans owned by the Bank were as follows:

|  | Three Months Ended September 30, |      | Nine Months Ended September 30, |      |
|--|----------------------------------|------|---------------------------------|------|
|  | 2009                             | 2008 | 2009                            | 2008 |
|  | (Dollars in Thousands)           |      |                                 |      |



Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

|                                            |          |          |          |          |
|--------------------------------------------|----------|----------|----------|----------|
| Balance at beginning of period             | \$19,991 | \$15,386 | \$17,454 | \$15,387 |
| Provision for loan losses                  | 3,769    | 596      | 8,661    | 966      |
| Charge-offs                                | (3,619)  | (3)      | (6,038)  | (263)    |
| Recoveries                                 | -        | 29       | 15       | 29       |
| Transfer from reserves on loan commitments | 120      | 541      | 169      | 430      |
| Balance at end of period                   | \$20,261 | \$16,549 | \$20,261 | \$16,549 |

Management's quarterly evaluation of the loan loss reserves considers not only performance of the current owned and serviced loan portfolios, but also general credit conditions and volume of new business, in determining the timing and amount of any future credit loss provisions. The increase in the provision for loan losses during the three-month and nine-month periods ended September 30, 2009 compared to the three-month and nine-month periods ended September 30, 2008 reflected both deterioration in the Bank's local real estate market as well as an increase in real estate loans from September 30, 2008 to September 30, 2009.

## 9. FIRST LOSS EXPOSURE ON SERVICED LOANS

From December 2002 through February 2009, the Bank sold multifamily loans to Fannie Mae ("FNMA"). Pursuant to the sale agreement, the Bank retained an obligation (off-balance sheet contingent liability) to absorb a portion of any losses (as defined in the agreement) incurred by FNMA in connection with the loans sold (the "First Loss Position"). The Bank has established a liability account for estimated future losses in connection with the First Loss Position. In determining the estimate of probable future losses, the Bank utilizes a methodology similar to that used in the calculation of its allowance for loan losses. For all performing loans within the FNMA serviced pool, the liability recorded is the present value of the estimated future losses calculated based upon the historical loss experience for comparable multifamily loans owned by the Bank. For problem loans within the pool, the estimated future losses are determined in a manner consistent with impaired or classified loans within the Bank's loan portfolio.

At September 30, 2009, the Bank had a \$3.3 million liability against the \$21.9 million First Loss Position. Since the Bank no longer sells multifamily loans to FNMA, the aggregate First Loss Position should never exceed its level at September 30, 2009. Any future reduction in the First Loss Position shall result from a settlement of incurred losses between the Bank and FNMA on eligible loans within this pool. This settlement cannot commence until a legal disposal of the loan has occurred. The liability related to the First Loss Position may increase or decrease in the future based upon, among other factors, the credit conditions of the remaining loans outstanding within the pool of loans sold previously to FNMA. Any such future increases or decreases to the liability will be recognized as a component of mortgage banking income.

The following is a summary of the aggregate balance of multifamily loans serviced for FNMA, the period-end balance of the total First Loss Position associated with these loans, and activity related to the liability established for the First Loss Position.

|                                                                          | At or for the Three<br>Months |           | At or for the Nine<br>Months |           |
|--------------------------------------------------------------------------|-------------------------------|-----------|------------------------------|-----------|
|                                                                          | Ended September 30,<br>2009   | 2008      | Ended September 30,<br>2009  | 2008      |
|                                                                          | (Dollars in Thousand)         |           |                              |           |
| Outstanding balance of multifamily loans serviced for FNMA at period end | \$450,238                     | \$535,659 | \$450,238                    | \$535,659 |
| Total First Loss Position at end of period                               | 21,865                        | 21,769    | 21,865                       | 21,769    |
| Liability Against the Total First Loss Position                          |                               |           |                              |           |
| Balance at beginning of period                                           | \$3,459                       | \$2,471   | \$5,573                      | \$2,436   |
| Additions for loans sold during the period                               | -                             | 31        | 15                           | 100       |
| Transfer out for serviced loans re-acquired by the Bank                  | (178)                         | -         | (3,545)                      | -         |
| Provision for losses on problem loans(1)                                 | -                             | 1,727     | 1,403                        | 2,027     |
| Charge-offs and other net reductions in balance                          | (22)                          | (193)     | (187)                        | (527)     |
| Balance at period end                                                    | \$3,259                       | \$4,036   | \$3,259                      | \$4,036   |

(1) Amount recognized as a component of mortgage banking income during the period.

The Bank has elected to periodically repurchase problem loans from within the FNMA serviced loan pool in order to expedite their resolution and control losses. During the three months ended September 30, 2009, the Bank re-acquired three problem loans within the pool of loans serviced for FNMA having an aggregate principal balance of \$1.8 million. Upon re-acquisition, aggregate liabilities of \$178,000 that were recorded related to these loans within the liability for the First Loss Position served to reduce the outstanding principal balance of the loans (reflecting a

write-down of their outstanding principal balance to the lower of the current appraised or likely realized value of the underlying collateral). During the nine months ended September 30, 2009, the Bank re-acquired seventeen problem loans within the pool of loans serviced for FNMA having an aggregate principal balance of \$27.1 million. Upon re-acquisition, aggregate liabilities of \$3.6 million that were recorded related to these loans within the liability for the First Loss Position served to reduce the outstanding principal balance of the loans (reflecting a write-down of their outstanding principal balance to the lower of the current appraised or market value of the underlying collateral).

## 10. INVESTMENT AND MORTGAGE-BACKED SECURITIES

The following is a summary of major categories of securities owned by the Company at September 30, 2009:

| Purchase                                                    | Unrealized Gains or Losses<br>Recognized in Accumulated Other<br>Comprehensive Loss |                                                   |                    |                     |                      |                  |                               |                  |
|-------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------|--------------------|---------------------|----------------------|------------------|-------------------------------|------------------|
|                                                             | Amortized/<br>Historical<br>Cost                                                    | Recorded/<br>Amortized/<br>Historical<br>Cost (1) | Non-Credit<br>OTTI | Unrealized<br>Gains | Unrealized<br>Losses | Book<br>Value    | Other<br>Unrealized<br>Losses | Fair<br>Value    |
| (Dollars in Thousands)                                      |                                                                                     |                                                   |                    |                     |                      |                  |                               |                  |
| Held-to-Maturity:                                           |                                                                                     |                                                   |                    |                     |                      |                  |                               |                  |
| Pooled bank trust preferred securities                      | \$19,594                                                                            | \$15,255                                          | \$(2,892)          | -                   | \$(3,801)(2)         | \$8,562          | \$(2,252)                     | \$6,310          |
| Available-for-sale:                                         |                                                                                     |                                                   |                    |                     |                      |                  |                               |                  |
| Mutual fund investments                                     | 8,104                                                                               | 5,041                                             | -                  | 1,086               | -                    | 6,127            | -                             | 6,127            |
| Agency note                                                 | 22,900                                                                              | 22,900                                            | -                  | 32                  | -                    | 22,932           | -                             | 22,932           |
| Pass-through MBS issued by GSEs                             | 164,343                                                                             | 164,344                                           | -                  | 7,023               | -                    | 171,367          | -                             | 171,367          |
| Collateralized mortgage obligations ("CMOs") issued by GSEs | 63,678                                                                              | 63,678                                            | -                  | 2,023               | -                    | 65,701           | -                             | 65,701           |
| Private issuer pass through MBS                             | 3,437                                                                               | 3,437                                             | -                  | -                   | (474)                | 2,963            | -                             | 2,963            |
| Private issuer CMOs                                         | 3,997                                                                               | 3,997                                             | -                  | -                   | (159)                | 3,838            | -                             | 3,838            |
| <b>Total</b>                                                | <b>\$286,053</b>                                                                    | <b>\$278,652</b>                                  | <b>\$(2,892)</b>   | <b>\$10,164</b>     | <b>\$(4,434)</b>     | <b>\$281,490</b> | <b>\$(2,252)</b>              | <b>\$279,238</b> |

(1) Amount represents the purchase amortized / historical cost less any credit-related OTTI charges recognized through earnings.

(2) Amount represents the unamortized portion of the unrealized loss that was recognized in accumulated other comprehensive loss on

September 1, 2008 (the day on which these securities were transferred from available-for-sale to held-to-maturity).

The pooled bank trust preferred securities held-to-maturity had a weighted average term to maturity of 25.3 years at September 30, 2009.

At September 30, 2009 the agency note investments in the above table had contractual maturities as follows:

|                                        | Amortized Cost  | Estimated Fair Value |
|----------------------------------------|-----------------|----------------------|
| (Dollars in Thousands)                 |                 |                      |
| Due in one year or less                | \$10,000        | \$10,000             |
| Due after five years through ten years | 12,900          | 12,932               |
|                                        | <b>\$22,900</b> | <b>\$22,932</b>      |

There were no sales of investment securities held-to-maturity during the nine months ended September 30, 2009 or the nine months ended September 30, 2008. During the nine months ended September 30, 2009, proceeds from the sales of investment securities available for sale totaled \$10.4 million. A gain of \$431,000 was recognized on these sales. There were no sales of investment securities available-for-sale during the nine months ended September 30, 2008.

At September 30, 2009, MBS available-for-sale (which include pass-through MBS issued by GSEs, CMOs issued by GSEs, private issuer pass through MBS and private issuer CMOs) possessed a weighted average contractual maturity of 17.7 years and a weighted average estimated duration of 2.6 years. There were no sales of MBS available-for-sale during either the nine months ended September 30, 2009 or the nine months ended September 30, 2008.

As of September 30, 2009, the Company owned eight securities with an aggregate remaining amortized cost of \$19.6 million (based upon their purchase cost basis) that were secured primarily by the preferred debt obligations of a pool of U.S. banks (with a small portion secured by debt obligations of insurance companies). From the Company's initial investment through September 30, 2009, four of the eight pooled trust preferred securities had paid all contractual cash flows. Two securities are experiencing a deferral of a portion of their respective quarterly interest payment, and another two securities are experiencing a deferral of their entire quarterly interest payment.

At September 30, 2009, in management's judgment, the credit quality of the collateral pool underlying five of the securities deteriorated to the point that full recovery of the Company's initial investment was considered uncertain, thus resulting in recognition of an OTTI charge. The aggregate OTTI charge recognized on these securities was \$7.2 million at September 30, 2009, of which \$4.3 million was determined to be attributable to credit related factors and \$2.9 million was determined to be attributable to non-credit related factors. At September 30, 2009, four of the five securities had credit ratings ranging from "CC" to "Caa1." The fifth of these securities had credit ratings ranging from "Ba3" to "A."

A \$675,000 OTTI charge was recognized on four of the trust preferred securities during the three months ended September 30, 2009, and a \$4.8 million OTTI charge was recognized on five of the trust preferred securities

during the nine months ended September 30, 2009. Of this total, \$556,000 and \$3.4 million were recognized in earnings during the three months ended September 30, 2009 and the nine months ended September 30, 2009, respectively.

As of September 30, 2009, the Company had also recognized an OTTI charge of \$3.1 million on five actively-managed equity mutual fund investments. This OTTI charge, which was fully recognized during the three months ended March 31, 2009, reflected both the significant deterioration in the valuation of the U.S. and international equity markets at that time, as well as the extended duration of the decline.

The Company did not recognize an OTTI charge on any of its securities during the three-month or nine-month periods ended September 30, 2008, and had no cumulative OTTI charges related to its securities as of September 30, 2008.

The Company adopted ASC 320-10-65 effective January 1, 2009. For its pooled bank trust preferred securities that were deemed to meet the OTTI criteria established under ASC 320-10-65, the Company applied the ASC 320-10-65 provisions for determining the credit related component of OTTI by discounting the expected future cash flows applicable to the securities at the effective interest rate implicit in the security at the date of acquisition by the Company. The provisions of ASC 320-10-65 were not applicable to the equity mutual fund investments on which the Company recognized OTTI charges during the nine months ended September 30, 2009.

The following table provides a reconciliation of the pre-tax OTTI charges recognized on the Company's investment securities during the three-month and nine-month periods ended September 30, 2009, as well as a breakdown of the credit-related and non-credited related components of the OTTI activity during the period:

|                                                        | At or for the Three Months Ended<br>September 30, 2009 |                                                                                      |               | At or for the Nine Months Ended<br>September 30, 2009  |                                                                                      |               |
|--------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------------------------------------|---------------|--------------------------------------------------------|--------------------------------------------------------------------------------------|---------------|
|                                                        | Credit<br>Related<br>OTTI<br>Recognized<br>in Earnings | Non-Credit<br>OTTI<br>Recognized in<br>Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>OTTI | Credit<br>Related<br>OTTI<br>Recognized<br>in Earnings | Non-Credit<br>OTTI<br>Recognized in<br>Accumulated<br>Other<br>Comprehensive<br>Loss | Total<br>OTTI |
|                                                        | (Dollars in Thousands)                                 |                                                                                      |               |                                                        |                                                                                      |               |
| Cumulative balance at the beginning of the period      | \$6,848                                                | \$3,253                                                                              | \$10,101      | \$3,209                                                | \$-                                                                                  | \$3,209       |
| Cumulative effect adjustment of adopting ASC 320-10-65 | -                                                      | -                                                                                    | -             | (2,287)                                                | 2,287                                                                                | -             |
| OTTI recognized during the period                      | 556                                                    | 119                                                                                  | 675           | 6,482                                                  | 1,457                                                                                | 7,939         |
| Reductions and transfers to credit-related OTTI        | -                                                      | (478)                                                                                | (478)         | -                                                      | (832)                                                                                | (832)         |
| Amortization of previously recognized OTTI             | -                                                      | (2)                                                                                  | (2)           | -                                                      | (20)                                                                                 | (20)          |
| Cumulative balance at end of the period                | \$7,404                                                | \$2,892                                                                              | \$10,296      | \$7,404                                                | \$2,892                                                                              | \$10,296      |

The remaining aggregate amortized cost of pooled bank trust preferred securities that could be subject to future OTTI charges through earnings was \$15.3 million at September 30, 2009. Of this total, unrealized losses of \$6.7 million have already been recognized as a component of accumulated other comprehensive loss.

The following table summarizes the gross unrealized losses and fair value of investment securities and MBS as of September 30, 2009, aggregated by investment category and the length of time the securities were in a continuous unrealized loss position:

|                                            | Total           |                      | 12 or More<br>Consecutive Months<br>of Unrealized Losses |                      | Less than 12<br>Consecutive Months<br>of Unrealized Losses |                      |
|--------------------------------------------|-----------------|----------------------|----------------------------------------------------------|----------------------|------------------------------------------------------------|----------------------|
|                                            | Fair<br>Value   | Unrealized<br>Losses | Fair<br>Value                                            | Unrealized<br>Losses | Fair<br>Value                                              | Unrealized<br>Losses |
| (Dollars in thousands)                     |                 |                      |                                                          |                      |                                                            |                      |
| Held-to-Maturity Securities:               |                 |                      |                                                          |                      |                                                            |                      |
| Pooled bank trust preferred securities (a) | \$6,310         | \$8,945              | \$6,310                                                  | \$8,945              | \$-                                                        | \$-                  |
| Available-for-Sale Securities:             |                 |                      |                                                          |                      |                                                            |                      |
| Private issuer pass through MBS            | 2,963           | 474                  | 2,963                                                    | 474                  |                                                            |                      |
| Private issuer CMOs                        | 3,838           | 159                  | 3,838                                                    | 159                  | -                                                          | -                    |
| <b>Total</b>                               | <b>\$13,111</b> | <b>\$9,578</b>       | <b>\$13,111</b>                                          | <b>\$9,578</b>       | <b>\$-</b>                                                 | <b>\$-</b>           |

(a) At September 30, 2009, the recorded balance of these securities was \$8.6 million. This balance reflected both the remaining unrealized loss of \$3.8 million that was recognized in accumulated other comprehensive loss on September 1, 2008 (the day on which these securities were transferred from available-for-sale to held-to-maturity) for three trust preferred securities that have not been deemed OTTI, and an unrealized loss of \$2.9 million that has been recognized in accumulated other comprehensive loss that represents the non-credit component of impairment for five trust preferred securities that have been deemed OTTI. In accordance with both ASC 320-10-35-17 and ASC 320-10-65, these unrealized losses are currently being amortized over the remaining estimated life of these securities.

None of the unrealized losses associated with the private label MBS and CMOs shown in the above table were deemed to meet the criteria for OTTI at September 30, 2009. Of the total unrealized loss on pooled bank trust preferred securities shown in the above table, \$6.1 million was deemed not to satisfy the criteria for OTTI at September 30, 2009. The following is a summary of management's determination that the criteria for OTTI was not met for each security classification:

#### Trust Preferred Securities

At September 30, 2009, the Bank owned three pooled bank trust preferred securities with an amortized cost of \$10.5 million that were not deemed other than temporarily impaired. On September 1, 2008, the Company transferred these securities from its available-for-sale portfolio to its held-to-maturity portfolio. Based upon the lack of an orderly market for these securities, management determined that a formal election to hold them to maturity was consistent with its initial investment decision. The cumulative unrealized loss on these three securities was \$6.1 million at September 30, 2009, and reflected both illiquidity in the marketplace and concerns over future bank failures. At September 30, 2009, one of the three securities had an investment grade rating from three independent rating agencies with ratings ranging from "BB" to "A," another of the three had ratings of "B" and "Baa3," and the remaining security had ratings of "Ca" and "CC."

Despite the significant decline in market value, management believes that the unrealized losses on these securities at September 30, 2009 were temporary, and that the full value of the investments would be realized once the market dislocations have been removed, or as the securities continue to make their contractual payments of principal and interest. In making this determination, management considered the following:

- Based upon an internal review of the collateral backing the trust preferred securities portfolio, which accounted for current and prospective deferrals, each of the securities could reasonably be expected to continue making all contractual payments
- The Company has the intent and ability to hold these securities until they fully recover their impairment, evidenced by the election to reclassify them to held-to-maturity in 2008
- There was no cash or working capital requirement nor contractual or regulatory obligation that would compel the Company to sell any of these securities prior to their forecasted recovery or maturity
  - Each security has a pool of underlying issuers comprised primarily of banks
- None of the securities have exposure to real estate investment trust issued debt (which has experienced high default rates)
- Each security features either a mandatory auction or a de-leveraging mechanism that could result in principal repayments to the Bank prior to the stated maturity of the security
  - Each security is characterized by some level of over-collateralization
  - Two of the three securities have maintained an investment grade rating since inception

Two of the three securities have made all contractual payments since inception. The remaining security is currently in deferral on its contractual interest payments. The Company has elected to reverse all interest accruals on this security, and has deemed the security a non-performing asset as of September 30, 2009 (See the chart in Part I – Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations – Asset Quality – OREO). Despite this deferral, a review of the collateral underlying this security at September 30, 2009, which accounted for current and prospective deferrals, indicated that it could reasonably be expected to ultimately make all of its contractual payments. At September 30, 2009, this security had a purchase cost basis of \$2.9 million and a recorded balance of \$1.3 million, with the difference representing the remaining unamortized unrealized loss upon its transfer from available-for-sale to held-to-maturity on September 1, 2008.

#### Private Issuer Pass-Through MBS and CMOs That Have Maintained an Unrealized Holding Loss for 12 or More Consecutive Months



At September 30, 2009, the Company owned two private label CMOs that possessed unrealized losses for 12 or more consecutive months with an amortized cost of \$4.0 million and an unrealized loss of \$159,000. These securities had the highest possible credit quality rating by all independent rating agencies. The unrealized losses on these securities have resulted from reduced marketplace liquidity, as private label MBS underwriting activity has ceased and investors exhibiting a preference for MBS issued by GSEs. These securities were not deemed to be other than temporarily impaired at September 30, 2009 due to the following: (1) their credit quality rating remained superior; (2) the Company's investment was in the most senior tranche (or repayment pool); (3) the Company has received all contractual payments of principal and interest on these securities and anticipates receipt of all future contractual payments; (4) the Company had the intent and ability to hold the securities until the earlier of recovery or full receipt of their contractual payments; and (5) there is no known or forecasted cash or working capital requirement nor contractual or regulatory obligation that would compel the Company to sell these securities prior to their forecasted recovery or maturity.

At September 30, 2009, the Company owned one private label pass-through MBS that possessed unrealized losses for 12 or more consecutive months with an amortized cost of \$3.4 million and an unrealized loss of \$474,000. The Company's investment is in the most senior tranche (or repayment pool) of this security. Despite a challenging real estate marketplace, the private label pass-through MBS has made all contractual principal and interest payments,

and the contractual payments received by the Company have reduced the principal balance of this investment by approximately 25% during the twelve month period ended September 30, 2009. The Company performed an analysis of likely potential defaults of the real estate loans underlying this security in the current economic environment, and determined that this security could reasonably be expected to continue making all contractual payments. The Company has the intent and ability to hold this security until it fully recovers its impairment or makes all contractual payments, and there is no known or forecasted cash or working capital requirement nor contractual or regulatory obligation that would compel the Company to sell this security prior to its forecasted recovery or maturity.

## 11. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company adopted ASC 820-10 on January 1, 2008. The fair value hierarchy established under ASC 820-10 is summarized as follows:

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

Level 2 Inputs – Significant other observable inputs such as any of the following: (1) quoted prices for similar assets or liabilities in active markets, (2) quoted prices for identical or similar assets or liabilities in markets that are not active, (3) inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates and yield curves observable at commonly quoted intervals, volatilities, prepayment speeds, loss severities, credit risks, and default rates), or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means (market-corroborated inputs).

Level 3 Inputs – Unobservable inputs for the asset or liability. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date.

The following tables present the assets that are reported on the condensed consolidated statements of financial condition at fair value as of September 30, 2009 by level within the fair value hierarchy. As required by ASC 820-10, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| Assets Measured at Fair Value on a Recurring Basis |                                   |                               |          |         | Losses for the<br>Nine Months<br>Ended<br>September<br>30, 2009 |
|----------------------------------------------------|-----------------------------------|-------------------------------|----------|---------|-----------------------------------------------------------------|
| Description                                        | Total at<br>September<br>30, 2009 | Fair Value Measurements Using |          |         |                                                                 |
|                                                    |                                   | Level 1                       | Level 2  | Level 3 |                                                                 |
|                                                    |                                   | (Dollars in Thousands)        |          |         |                                                                 |
| Investment securities<br>available-for-sale        | \$29,059                          | \$6,127                       | \$22,932 | \$-     | \$3,063(1)                                                      |
| MBS available-for-sale                             | 243,869                           | -                             | 243,869  | -       | -                                                               |

(1) This loss was fully incurred during the three months ended March 31, 2009.

The Company's available-for-sale investment securities and MBS are reported at fair value, which is determined utilizing prices obtained from independent parties. The valuations obtained are based upon market data, and often

utilize evaluated pricing models that vary by asset and incorporate available trade, bid and other market information. For securities that do not trade on a daily basis, pricing applications apply available information such as benchmarking and matrix pricing. The market inputs normally sought in the evaluation of securities include benchmark yields, reported trades, broker/dealer quotes (obtained only from market makers or broker/dealers recognized as market participants), issuer spreads, two-sided markets, benchmark securities, bid, offers and reference data. For certain securities, additional inputs may be used or some market inputs may not be applicable. Prioritization of inputs may vary on any given day based on market conditions.

The Company's available-for-sale investment securities and MBS at September 30, 2009 were categorized as follows:

| Investment Category                                         | Percentage of Total | Valuation Level Under ASC 820-10 |
|-------------------------------------------------------------|---------------------|----------------------------------|
| Pass Through MBS or CMOs issued by GSEs                     | 86.9%               | Two                              |
| Agency notes                                                | 8.4                 | Two                              |
| Pass Through MBS or CMOs issued by entities other than GSEs | 2.5                 | Two                              |
| Mutual fund investments                                     | 2.2                 | One                              |

The agency notes owned by the Company possessed the highest possible credit rating published by multiple established credit rating agencies as of September 30, 2009. Obtaining a market value as of September 30, 2009 for

these securities utilizing significant observable inputs as defined under ASC 820-10 was not difficult due to its continued marketplace demand. The pass-through MBS and CMOs issued by GSEs, which comprised approximately 86.9% of the Company's total available-for-sale investment securities and MBS at September 30, 2009, all possessed the highest possible credit rating published by multiple established credit rating agencies as of September 30, 2009. Obtaining a market value as of September 30, 2009 for these securities utilizing significant observable inputs as defined under ASC 820-10 was not difficult due to their considerable demand. For the pass through MBS and CMOs issued by entities other than GSEs, obtaining a market value utilizing significant observable inputs as defined under ASC 820-10 was slightly more difficult due to the lack of regular trading activity as of September 30, 2009. For these securities, the Company obtained market values from at least two credible market sources, and verified that these values were prepared utilizing significant observable inputs as defined under ASC 820-10. In accordance with established policies and procedures, the Company utilized a midpoint value obtained as its recorded fair value for securities that were valued with significant observable inputs.

| Assets Measured at Fair Value on a Non-Recurring Basis |                                   |         |         |         |                                                |                                               |
|--------------------------------------------------------|-----------------------------------|---------|---------|---------|------------------------------------------------|-----------------------------------------------|
| Fair Value Measurements                                |                                   |         |         |         |                                                |                                               |
| Using                                                  |                                   |         |         |         |                                                |                                               |
| Description                                            | Total at<br>September 30,<br>2009 | Level 1 | Level 2 | Level 3 | Losses for the                                 | Losses for the                                |
|                                                        |                                   |         |         |         | Three Months<br>Ended<br>September 30,<br>2009 | Nine Months<br>Ended<br>September 30,<br>2009 |
| (Dollars in Thousands)                                 |                                   |         |         |         |                                                |                                               |
| Pooled trust preferred securities(1)                   | \$1,855                           | \$-     | \$-     | \$1,855 | \$675(1)                                       | \$4,876(1)                                    |
| Impaired loans                                         | 9,534                             | -       | -       | 9,534   | 2,747(2)                                       | 3,423(2)                                      |

(1) Amount represents the fair value of five held-to-maturity trust preferred securities that were deemed other-than temporarily impaired at September 30, 2009. Losses represent the total OTTI recognized (credit or non-credit related) during the period.

(2) Amount represents charge-offs recognized on these loans during the three-month and nine-month periods ended September 30, 2009, to write the outstanding principal down to the current appraised or marketed value of the underlying collateral property.

Pooled Trust Preferred Securities, Held to Maturity - At September 30, 2009, the Company owned eight pooled trust preferred securities classified as held-to-maturity. Late in 2008, the market for these securities was deemed to be highly illiquid, and continued to be deemed as such as of September 30, 2009. As a result, at September 30, 2009, their estimated fair value was obtained primarily using a cash flow valuation approach (Level 3 pricing as defined by ASC 820-10). In addition, broker quotations, which were deemed to meet the criteria of "distressed sale" pricing under the guidance of ASC 820-10-65-4 were given a minor 10% weighting in the valuation of the securities at September 30, 2009. A cash flow valuation for the eight securities performed utilizing default, cash flow and discount rate assumptions determined by the Company's management (the "Internal Cash Flow Valuation") was given a 45% weighting. This valuation considered the creditworthiness of each individual issuer underlying the collateral pools of the eight securities. In addition, for five of the eight securities, three independent cash flow model valuations were averaged and given a 45% weighting. For the remaining three securities, two independent cash flow valuations were available and were similarly given a 45% weighting. The 10% weighting of broker quotes represented a change from the methodology applied at December 31, 2008 (at which time these quotes were given no weighting) and reflected the continued emphasis upon considering broker quotes set forth in ASC 820-10-65-4.

The major assumptions utilized (each of which represents significant unobservable inputs as defined in ASC 820-10) in the Internal Cash Flow Valuation were as follows:

Discount rate – The discount rate utilized was derived from the Bloomberg fair market value curve for debt offerings of similar credit rating. In the event that a security had a split investment rating, separate cash flow valuations were made utilizing the appropriate discount rate and were averaged in order to determine the Internal Cash Flow Valuation.

Defaults - All underlying issuers with a Fitch bank rating of 5.0 were assumed to default. Underlying issuers with a Fitch bank rating of 3.5 through 4.5 were assumed to default at levels ranging from 5% to 75% based upon both their rating as well as whether they had been granted approval to receive funding under the U.S. Department of Treasury's Troubled Asset Relief Program ("TARP") Capital Purchase Program.

Cash flows – The actual cash flows for the Company's investment tranche of each security, adjusted to assume that all estimated defaults occurred on October 1, 2009, with an estimated recovery range between 1% and 10% over the cash flow period (the remaining life of the security).

Two of the three independent cash flow model valuations were made utilizing a methodology similar to the Internal Cash Flow Valuation, differing only in the underlying assumptions deriving estimated cash flows, individual bank defaults and discount rate. The third independent cash flow valuation was derived from a different methodology in which the actual cash flow estimate based upon the underlying collateral of the securities (including default estimates) was not considered. Instead, this cash flow valuation was determined utilizing a discount rate determined from the Bloomberg fair market value curve for similar assets that continued to trade actively, with adjustments made for the illiquidity of the pooled trust preferred market. Because of the significant judgment underlying each of the pricing assumptions, management elected to recognize each of the independent valuations and apply a

weighting system to all of the valuations, including the Internal Cash Flow Valuation, as all of these valuations were determined utilizing a valid and objective pricing methodology.

The following is a summary of the average valuation derived on the eight securities from each of the three pricing sources considered in valuing these investments:

| Source                              | Average Price<br>Per \$100 |
|-------------------------------------|----------------------------|
| Broker sale quotation               | \$23.63                    |
| Independent cash flow<br>valuations | 32.23                      |
| Internal Cash Flow<br>Valuation     | 38.83                      |

Impaired Loans - Loans with certain characteristics are evaluated individually for impairment. A loan is considered impaired under ASC 310-10-35 when, based upon existing information and events, it is probable that the Bank will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the loan agreement. The Bank's impaired loans at September 30, 2009 were collateralized by real estate and were thus carried at the lower of the outstanding principal balance or the estimated fair value of the collateral. Fair value is estimated through current appraisals, where practical, or a drive-by inspection and comparison of the collateral with similar properties in the area by either a licensed appraiser or real estate broker and adjusted as deemed necessary by management to reflect existing market conditions. At September 30, 2009, seventeen impaired loans were carried at fair value, with their principal balance reduced to the current appraised or market value of the underlying collateral property. Net charge-offs recognized on these impaired loans were \$3.4 million during the nine months ended September 30, 2009, and were charged against the allowance for loans losses. Total charge-offs on impaired loans, including such loans that are not carried at fair value, were \$6.0 million during the nine months ended September 30, 2009.

Financial Instruments Not Actively Traded - While quoted market prices available in active trading marketplaces are generally recognized under ASC 820-10 as the best evidence of fair value of financial instruments, several of the Company's financial instruments are not bought or sold in active trading marketplaces. Accordingly, their fair values are derived or estimated based on a variety of alternative valuation techniques. All such fair value estimates are based on relevant market information about the financial instrument. These estimates do not reflect any possible tax ramifications, estimated transaction costs, or potential premium or discount that could result from a one time sale of the entire holdings of a particular financial instrument. In addition, the estimates are based on assumptions of future loss experience, current economic conditions, risk characteristics, and other such factors. These assumptions are subjective in nature and involve inherent uncertainty. Changes in these assumptions could significantly affect the estimates.

Methods and assumptions used to estimate fair values for financial instruments that are not valued utilizing formal marketplace quotations (other than those previously discussed) are summarized as follows:

Cash and Due From Banks - The fair value is assumed to be equal to their carrying value as these amounts are due upon demand.

Federal Funds Sold and Other Short Term Investments – As a result of their short duration to maturity, the fair value of these assets, principally overnight deposits, is assumed to be equal to their carrying value due.

FHLBNY Capital Stock – It is not practicable to determine the fair value of FHLBNY capital stock due to restrictions placed on transferability.

Loans, Net - The fair value of loans receivable is determined by discounting anticipated future cash flows of the loans, net of anticipated prepayments, using a discount rate reflecting current market rates for loans with similar terms. This methodology is applied to all loans, inclusive of non-accrual loans, as well as impaired loans for which a write-down to the current fair market value of the underlying collateral is not determined to be warranted. In addition, the valuation of loans reflects the consideration of secondary market prices for loan types that have traditionally facilitated marketplace sales (over 80% of the outstanding loan portfolio). Due to significant market dislocation, the secondary market prices were given little weighting in deriving the loan valuation at September 30, 2009.

Mortgage Servicing Rights ("MSR")- The estimated fair value of MSR is obtained through independent third party valuation, and is derived from estimates of future cash flows that incorporate estimates of assumptions utilized by market participants in determining fair value, including, but not limited to, market discount rates, prepayment speeds, servicing income, servicing costs, default rates and other market driven data, such as perception of future interest rate movements.

Deposits - The fair value of savings, money market, and checking accounts is assumed to be their carrying amount. The fair value of certificates of deposit ("CDs") is based upon the present value of contractual cash flows using current interest rates for instruments of the same remaining maturity.

Escrow and Other Deposits - The estimated fair value of escrow and other deposits is assumed to be their carrying amount payable.

Securities Sold Under Agreements to Repurchase and FHLBNY Advances - The fair value is measured by the discounted anticipated cash flows through contractual maturity or next interest repricing date, or an earlier call date if, as of the valuation date, the borrowing is expected to be called. The carrying amount of accrued interest payable is its fair value.

Commitments to Extend Credit - The fair value of commitments to extend credit is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current interest rates and the committed rates.

Based upon the aforementioned valuation methodologies, the estimated carrying amount and estimated fair values of all of the Company's financial instruments were as follows:

| At September 30, 2009                                                      | Carrying Amount | Fair Value |
|----------------------------------------------------------------------------|-----------------|------------|
| (Dollars in Thousands)                                                     |                 |            |
| Assets:                                                                    |                 |            |
| Cash and due from banks                                                    | \$99,500        | \$99,500   |
| Investment securities held to maturity (pooled trust preferred securities) | 8,562           | 6,310      |
| Investment securities available-for-sale                                   | 29,059          | 29,059     |
| MBS available-for-sale                                                     | 243,869         | 243,869    |
| Loans, net                                                                 | 3,285,353       | 3,368,893  |
| Loans held for sale <sup>1</sup>                                           | -               | -          |
| MSR                                                                        | 2,977           | 3,243      |
| FHLBNY capital stock                                                       | 51,833          | N/A        |
| Liabilities:                                                               |                 |            |
| Savings, money market and checking accounts                                | 1,243,140       | 1,243,140  |
| CDs                                                                        | 952,858         | 959,602    |
| Escrow and other deposits                                                  | 81,315          | 81,315     |
| Securities sold under agreements to repurchase                             | 230,000         | 251,539    |
| FHLBNY advances                                                            | 959,675         | 1,005,388  |
| Subordinated notes payable <sup>2</sup>                                    | 25,000          | 25,000     |
| Trust Preferred securities payable <sup>2</sup>                            | 72,165          | 50,988     |
| Commitments to extend credit                                               | 443             | 443        |

<sup>1</sup> The fair value of the loans held for sale represented the actual market quote offered by the purchasing institution that was subsequently paid for the loan shortly after it was funded by the Company.

<sup>2</sup> The fair value of these liabilities is measured by independent market quotations obtained based upon transactions occurring in the market as of the disclosure date.



## 12. RETIREMENT AND POSTRETIREMENT PLANS

The Holding Company or the Bank maintains the Retirement Plan of The Dime Savings Bank of Williamsburgh (the "Employee Retirement Plan"), the Retirement Plan for Board Members of Dime Community Bancshares, Inc. (the "Outside Director Retirement Plan"), the BMP, and the Postretirement Welfare Plan of The Dime Savings Bank of Williamsburgh ("Postretirement Plan"). Net expenses associated with these plans were comprised of the following components:

|                                     | Three Months Ended September 30,<br>2009                        |                        | Three Months Ended September 30,<br>2008                        |                        |
|-------------------------------------|-----------------------------------------------------------------|------------------------|-----------------------------------------------------------------|------------------------|
|                                     | BMP,<br>Employee and<br>Outside Director<br>Retirement<br>Plans | Postretirement<br>Plan | BMP,<br>Employee and<br>Outside Director<br>Retirement<br>Plans | Postretirement<br>Plan |
|                                     | (Dollars in thousands)                                          |                        |                                                                 |                        |
| Service cost                        | \$-                                                             | \$29                   | \$-                                                             | \$21                   |
| Interest cost                       | 340                                                             | 76                     | 358                                                             | 65                     |
| Expected return on assets           | (297)                                                           | -                      | (485)                                                           | -                      |
| Unrecognized past service liability | -                                                               | 14                     | -                                                               | (7)                    |
| Amortization of unrealized loss     | 291                                                             | -                      | 67                                                              | 4                      |
| Net periodic (credit) cost          | \$334                                                           | \$119                  | \$(60)                                                          | \$83                   |

|                                     | Nine Months Ended September<br>30, 2009                            |                        | Nine Months Ended September<br>30, 2008                            |                        |
|-------------------------------------|--------------------------------------------------------------------|------------------------|--------------------------------------------------------------------|------------------------|
|                                     | BMP,<br>Employee and<br>Outside<br>Director<br>Retirement<br>Plans | Postretirement<br>Plan | BMP,<br>Employee and<br>Outside<br>Director<br>Retirement<br>Plans | Postretirement<br>Plan |
|                                     | (Dollars in thousands)                                             |                        |                                                                    |                        |
| Service cost                        | \$-                                                                | \$87                   | \$-                                                                | \$63                   |
| Interest cost                       | 1,020                                                              | 226                    | 1,074                                                              | 195                    |
| Expected return on assets           | (890)                                                              | -                      | (1,455)                                                            | -                      |
| Unrecognized past service liability | -                                                                  | 42                     | -                                                                  | (21)                   |
| Amortization of unrealized loss     | 872                                                                | -                      | 201                                                                | 12                     |
| Net periodic (credit) cost          | \$1,002                                                            | \$355                  | \$(180)                                                            | \$249                  |

The Company disclosed in its consolidated financial statements for the year ended December 31, 2008 that it expected to make contributions or benefit payments totaling \$198,000 to the BMP, \$131,000 to the Outside Director Retirement Plan, and \$161,000 to the Postretirement Plan during the year ending December 31, 2009. The Company made benefit payments of \$96,000 to the Outside Director Retirement Plan during the nine months ended September 30, 2009, and expects to make an additional \$32,000 of contributions or benefit payments during the remainder of 2009. The Company made net contributions totaling \$116,000 to the Postretirement Plan during the nine months ended September 30, 2009, and expects to make an additional estimated \$35,000 of contributions or benefit payments

during the remainder of 2009. The Company made no contributions to the BMP during the nine months ended September 30, 2009. The Company does not expect to make any benefit payments or contributions to the BMP during the remainder of 2009, since anticipated retirements that formed the basis for the expected benefit payments in 2009 are presently not expected to occur.

The Company disclosed in its consolidated financial statements for the year ended December 31, 2008 that, due to changes in pension funding law that occurred in 2008 and sharp declines in asset values, the Company was unable to provide an estimate of expected contributions to the Employee Retirement Plan in 2009. Based upon the most recent actuarial valuation of the Employee Retirement Plan, the Company does not anticipate making any contributions to the Employee Retirement Plan during 2009.

Effective December 31, 2008, the Company changed the financial statement disclosure measurement date for its defined benefit plans from October 1st to December 31st. On January 1, 2008, the Company recorded reductions of \$23,000 to retained earnings and \$64,000 to accumulated other comprehensive loss related to this transition.

### 13. INCOME TAXES

During the nine months ended September 30, 2009, the Company's consolidated effective tax rate, which normally approximates 37%, was reduced to 35.6% as a result of \$6.5 million of recorded OTTI expense, which was partially offset by additions to income tax expense that resulted from the reconciliation to the finalization of the 2008 consolidated income tax return. The effective tax rate was increased to 39% during the three months ended September 30, 2009 as a result of the reconciliation to the finalization of the 2008 consolidated income tax returns. Excluding the OTTI charges and reconciliation to the 2008 income tax returns, the Company's effective tax rate approximated 37.0% during both the three-month and nine-month periods ended September 30, 2009.

During the nine-months ended September 30, 2008, the Company recorded a decline of \$662,000 in income tax expense related to a reduction in its reserve for unrecognized tax benefits, as events occurring during the period resulted in the probable recognition of these benefits. Income tax expense was further reduced in the nine months ended September 30, 2008 by adjustments of \$275,000 associated with the completion of the June 30, 2007 tax returns. Excluding these items, the Company's effective tax rate approximated 37.0% during the three-month and nine-month periods ended September 30, 2008.

#### 14. NET MORTGAGE BANKING INCOME

Net mortgage banking income presented in the condensed consolidated statements of operations was comprised of the following items:

|                                                    | Three Months Ended<br>September 30, |         | Nine Months Ended<br>September 30, |         |
|----------------------------------------------------|-------------------------------------|---------|------------------------------------|---------|
|                                                    | 2009                                | 2008    | 2009                               | 2008    |
|                                                    | (Dollars in thousands)              |         |                                    |         |
| Gain on the sale of loans originated for sale      | \$38                                | \$802   | \$674                              | \$1,021 |
| Provision to the liability for First Loss Position | -                                   | (1,727) | (1,403)                            | (2,027) |
| Recovery of write down of mortgage servicing asset | -                                   | -       | 60                                 | -       |
| Mortgage banking fees                              | 208                                 | 201     | 603                                | 598     |
| Net mortgage banking income(loss)                  | \$246                               | \$(724) | \$(66)                             | \$(408) |

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

##### General

The Holding Company is a Delaware corporation and parent company of the Bank, a federally-chartered stock savings bank. The Bank maintains its headquarters in the Williamsburg section of Brooklyn, New York and operates twenty-three full service retail banking offices located in the New York City ("NYC") boroughs of Brooklyn, Queens, and the Bronx, and in Nassau County, New York. The Bank's principal business has been, and continues to be, gathering deposits from customers within its market area, and investing them primarily in multifamily residential, commercial real estate, one- to four-family residential, construction and land acquisition loans, consumer loans, MBS, obligations of the U.S. government and GSEs, and corporate debt and equity securities.

##### Executive Summary

The Holding Company's primary business is the ownership of the Bank. The Company's consolidated results of operations are dependent primarily on net interest income, which is the difference between the interest income earned on interest-earning assets, such as loans and securities, and the interest expense paid on interest-bearing liabilities, such as deposits and borrowings. The Bank additionally generates non-interest income such as service charges and other fees, as well as income associated with Bank Owned Life Insurance. Non-interest expense primarily consists of employee compensation and benefits, federal deposit insurance premiums, data processing costs, and occupancy and equipment, marketing and other operating expenses. The Company's consolidated results of operations are also significantly affected by general economic and competitive conditions (particularly fluctuations in market interest rates), government policies, changes in accounting standards and actions of regulatory agencies.

The Bank's primary strategy is generally to seek to increase its product and service utilization for each individual depositor, and to increase its household and deposit market shares in the communities that it serves. The Bank's primary strategy additionally includes the origination of, and investment in, mortgage loans, with an emphasis on multifamily residential and mixed use real estate loans. During 2008, the Company grew assets due to continued loan

demand and favorable marketplace conditions surrounding the origination of multifamily residential real estate loans. In late 2008 and during the three-month and nine-month periods ended September 30, 2009, the Company restricted asset growth due to concerns over the health of the commercial real estate markets, and the desire to preserve capital levels to accommodate these concerns.

The Company believes that multifamily residential and mixed use loans provide advantages as investment assets. Initially, they offer a higher yield than investment securities of comparable maturities or terms to repricing. In addition, origination and processing costs for the Bank's multifamily residential and mixed use loans are lower per thousand dollars of originations than comparable one-to four-family loan costs. Further, the Bank's market area has generally provided a stable flow of new and refinanced multifamily residential and mixed use loan originations. In order to address the credit risk associated with multifamily residential and mixed use lending, the Bank has developed underwriting standards that it believes are reliable in order to maintain consistently high credit quality for its loans.

The Bank also strives to provide a stable source of liquidity and earnings through the purchase of investment grade securities; seeks to maintain the asset quality of its loans and other investments; and uses appropriate portfolio and asset/liability management techniques in an effort to manage the effects of interest rate volatility on its profitability and capital.

The year ended December 31, 2008 and the three-month and nine-month periods ended September 30, 2009 were dominated by a global real estate and economic recession fueled by significant weakness in and/or failures of many of the world's largest financial institutions. As a result, the Bank recognized higher credit costs on portfolio loans and OTTI on investment securities during the three-month and nine-month periods ended September 30, 2009 than the corresponding periods of 2008. However, historically high dislocations in credit markets caused origination spreads from the benchmark origination interest rate to increase significantly during the year ended December 31, 2008 and the three-month and nine-month periods ended September 30, 2009. This increase, coupled with a reduction in benchmark short-term interest rates by the Federal Open Market Committee ("FOMC") (which significantly impact the pricing of the Bank's retail deposits), favorably impacted the Company's net interest spread and net interest margin during the three-month and nine-month periods ended September 30, 2009 compared to the corresponding periods of 2008.

#### Recent Market Developments

##### Emergency Economic Stabilization Act of 2008 ("EESA")

The U.S. and global economies are experiencing significantly reduced activity as a result of, among other factors, disruptions in the financial system during the past year as well as various other recessionary conditions. Reflecting concern about the stability of the financial markets, many lenders and institutional investors have reduced, and in some cases ceased to provide, funding to borrowers, including other financial institutions. These factors resulted in limited availability of credit, reduced confidence in the financial sector, and an increased level of volatility in the financial markets.

In response to the financial crises affecting the banking system and financial markets, the EESA was enacted on October 3, 2008. The EESA grants the U.S. Department of Treasury ("Treasury") the authority, among others, to establish the TARP to purchase up to \$700 billion of certain troubled assets, including mortgages, MBS and certain other financial instruments, from financial institutions for the purpose of stabilizing and providing liquidity to the U.S. financial markets.

If a publicly-traded financial institution sells troubled assets into the TARP, Treasury will receive a warrant giving it the right to receive nonvoting common stock or preferred stock in such financial institution, or voting stock with respect to which Treasury agrees not to exercise voting power, subject to certain de minimis exceptions. Further, all financial institutions that sell troubled assets to the TARP and satisfy certain conditions will also be subject to certain executive compensation restrictions.

In addition to establishing the TARP, the EESA urges the Secretary of the Treasury to establish a program that will guarantee the principal of, and interest on, troubled assets originated or issued prior to March 14, 2008. The Secretary of the Treasury will establish premiums for financial institutions that participate in this program and may provide for variations in such rates in accordance with the credit risk associated with the particular troubled asset being guaranteed.

##### TARP Capital Purchase Program

Under the TARP, on October 14, 2008, the Treasury announced the TARP Capital Purchase Program to strengthen the capital and liquidity positions of viable institutions and encourage banks and thrifts to increase lending to creditworthy borrowers. Under the TARP Capital Purchase Program, qualifying financial institutions were able to sell senior preferred shares to the Treasury, which qualify as Tier 1 capital for regulatory capital purposes. In conjunction with its senior preferred investment, Treasury also receives warrants to purchase common stock of the participating institution with an aggregate market price equal to 15% of the senior preferred investment. The minimum amount of preferred stock that would be issued was equal to 1% of the institution's risk-weighted assets, and the maximum was the lesser

of \$25 billion or 3% of the institution's risk-weighted assets. Participating financial institutions are required to adopt Treasury's standards for executive compensation and corporate governance for the period during which the Treasury holds equity issued under the program.

On January 5, 2009, after receiving approval of its application from Treasury, the Company announced that it decided to forego participation in the TARP Capital Purchase Program. The Company conducted extensive financial analysis and concluded that the benefits of the TARP Capital Purchase Program to the Company and its shareholders were mitigated by several factors, including the Company's strong capital levels and historically prudent investment and underwriting practices, and the potential dilution to both earnings and book value that participation in the TARP Capital Purchase Program would have created over the next three to five years.

#### Temporary Liquidity Guarantee Program

On November 21, 2008, the Federal Deposit Insurance Corporation ("FDIC") adopted the Temporary Liquidity Guarantee Program ("TLGP") pursuant to its authority to prevent "systematic risk" in the U.S banking system. It was adopted as an initiative to counter the system-wide crisis in the nation's financial sector. Under the TLGP, the FDIC guaranteed certain senior unsecured debt issued by participating institutions before October 31, 2009 and maturing on or before December 31, 2012. On October 20, 2009, the FDIC established a limited, six-month emergency guarantee facility upon expiration of the TLGP. Under this emergency guarantee facility, certain participating entities can apply to the FDIC for permission to issue FDIC-guaranteed debt during the period October 31, 2009 through April 30, 2010. In addition, the FDIC will fully insure non-interest bearing transaction deposit accounts held at participating

FDIC-insured institutions through June 30, 2010. The Company elected not to participate in the TLGP.

It is unclear what impact the current existence and phase out of the EESA, TARP Capital Purchase Program, TLGP, other previously announced liquidity and funding initiatives of the Federal Reserve and other agencies, and any additional programs that may be initiated in the future will have on the financial markets and the other difficulties described above, including the current levels of volatility and limited credit availability, or on the U.S. banking and financial industries and the broader U.S. and global economies. Further negative effects could have an adverse impact on the Company and its business.

#### Proposed Financial Regulatory Reforms

On June 17, 2009, President Obama and the Treasury announced a financial regulatory reform white paper in which they proposed several reforms to the existing financial services regulatory structure. Among other matters, the plan would create a new consumer protection agency and authorize greater powers for the Federal Reserve Board. The House and Senate are expected to consider competing proposals over the coming years. On October 22, 2009, the House Financial Services Committee approved legislation to create a Consumer Financial Protection Agency which would have the power to write new consumer protection rules. It is currently unclear how new legislation could limit the Company's operations.

In addition, there can be no assurance that the financial stability plan proposed by Treasury, the other proposals under consideration or any other legislation or regulatory initiatives will be effective at dealing with the ongoing economic crisis and improving economic conditions globally, nationally or in the Company's markets, or that the measures adopted will not have adverse consequences.

#### Insurance of Deposit Accounts

On February 27, 2009, the FDIC adopted a final rule modifying the risk-based assessment system and set the initial base assessment rates beginning April 1, 2009 at 12 to 45 basis points depending on an institution's risk category, with adjustments resulting in increased assessment rates generally for institutions with a significant reliance on secured liabilities and brokered deposits.

On February 27, 2009, the FDIC also adopted an interim rule imposing a 20 basis point emergency special assessment on the industry on June 30, 2009, to be collected on September 30, 2009. The interim rule also permits the FDIC to impose an emergency special assessment of up to 10 basis points after June 30, 2009, if necessary to maintain public confidence in federal deposit insurance. On May 22, 2009, the FDIC adopted a final rule implementing a 0.05% special assessment of each insured depository institution's assets minus Tier 1 capital as of June 30, 2009, but no more than 0.10% times the institution's assessment base for the second quarter of 2009, to be collected by the FDIC on September 30, 2009. Additional special assessments may be imposed by the FDIC for future periods.

Based upon the Bank's insured deposit balances at September 30, 2009, the Bank estimated that its total assessments will range between 15 and 17 basis points (not including special assessments and the proposed prepayment described below) during the year ending December 31, 2009. The adopted increases in assessments will result in total pre-tax assessment expense of approximately \$3.5 million to \$4.0 million during 2009. In addition, the Bank recognized a special assessment of \$1.8 million during the quarter ended June 30, 2009, representing 0.05% of the Bank's total assets (net of Tier 1 capital) at June 30, 2009. On September 29, 2009, the FDIC amended its plan for returning the Deposit Insurance Fund ("DIF") to its statutorily mandated minimum reserve ratio within eight years. Under the amended plan, the FDIC increased assessment rates by a uniform three basis points effective January 1, 2011 and will not impose additional special assessments in 2009. In conjunction with the amended plan, the FDIC proposed a rule that would require insured institutions to prepay their estimated quarterly assessments through December 31, 2012 to

strengthen the cash position of the DIF. The proposed rule would require the cash prepayment on December 30, 2009. The Bank estimates that its prepayment would be approximately \$14.1 million.



Selected Financial Highlights and Other Data  
(Dollars in Thousands Except Per Share Amounts)

|                                                                         | At or For the Three Months<br>Ended September 30, |           | At or For the Nine<br>Months Ended<br>September 30, |           |
|-------------------------------------------------------------------------|---------------------------------------------------|-----------|-----------------------------------------------------|-----------|
|                                                                         | 2009                                              | 2008      | 2009                                                | 2008      |
| <b>Performance and Other Selected Ratios:</b>                           |                                                   |           |                                                     |           |
| Return on Average Assets                                                | 0.85%                                             | 0.88%     | 0.60%                                               | 0.83%     |
| Return on Average Stockholders' Equity                                  | 11.66                                             | 12.20     | 8.55                                                | 11.18     |
| Stockholders' Equity to Total Assets                                    | 7.41                                              | 7.21      | 7.41                                                | 7.21      |
| Tangible Equity to Total Tangible Assets (1)                            | 6.23                                              | 6.08      | 6.23                                                | 6.08      |
| Loans to Deposits at End of Period                                      | 150.53                                            | 152.27    | 150.53                                              | 152.27    |
| Loans to Earning Assets at End of Period                                | 90.83                                             | 89.13     | 90.76                                               | 89.13     |
| Net Interest Spread                                                     | 2.91                                              | 2.52      | 2.55                                                | 2.31      |
| Net Interest Margin                                                     | 3.11                                              | 2.77      | 2.80                                                | 2.59      |
| Average Interest Earning Assets to Average Interest Bearing Liabilities |                                                   |           |                                                     |           |
|                                                                         | 108.95                                            | 108.80    | 108.72                                              | 108.78    |
| Non-Interest Expense to Average Assets                                  | 1.39                                              | 1.36      | 1.42                                                | 1.37      |
| Efficiency Ratio                                                        | 43.13                                             | 48.08     | 49.82                                               | 51.05     |
| Effective Tax Rate                                                      | 39.06                                             | 37.43     | 35.57                                               | 34.69     |
| Dividend Payout Ratio                                                   | 56.00                                             | 56.00     | 76.36                                               | 60.87     |
| Average Tangible Equity (1)                                             | \$236,680                                         | \$227,454 | \$234,538                                           | \$221,614 |
| <b>Per Share Data:</b>                                                  |                                                   |           |                                                     |           |
| Reported EPS (Diluted)                                                  | \$0.25                                            | \$0.25    | \$0.55                                              | \$0.69    |
| Cash Dividends Paid Per Share                                           | 0.14                                              | 0.14      | 0.42                                                | 0.42      |
| Stated Book Value                                                       | 8.42                                              | 8.08      | 8.42                                                | 8.08      |
| Tangible Book Value (1)                                                 | 6.97                                              | 6.75      | 6.97                                                | 6.75      |
| <b>Asset Quality Summary:</b>                                           |                                                   |           |                                                     |           |
| Net Charge-offs                                                         | \$3,619                                           | \$(26)    | \$6,023                                             | 234       |
| Non-performing Loans                                                    | 14,162                                            | 6,440     | 14,162                                              | 6,440     |
| Non-performing Loans/Total Loans                                        | 0.43%                                             | 0.20%     | 0.43%                                               | 0.20%     |
| Non-performing Assets                                                   | \$16,090                                          | 6,440     | \$16,090                                            | 6,440     |
| Non-performing Assets/Total Assets                                      | 0.41%                                             | 0.17      | 0.41%                                               | 0.17      |
| Allowance for Loan Loss/Total Loans                                     | 0.61                                              | 0.52      | 0.61                                                | 0.52      |
| Allowance for Loan Loss/Non-performing Loans                            | 143.07                                            | 256.97    | 143.07                                              | 256.97    |
| <b>Regulatory Capital Ratios (Bank Only):</b>                           |                                                   |           |                                                     |           |
| Tangible Capital                                                        | 8.03%                                             | 7.87%     | 8.03%                                               | 7.87%     |
| Leverage Capital                                                        | 8.03                                              | 7.87      | 8.03                                                | 7.87      |
| Tier 1 Risk-based Capital                                               | 10.97                                             | 10.94     | 10.97                                               | 10.94     |
| Total Risk-based Capital                                                | 11.73                                             | 11.43     | 11.73                                               | 11.43     |
| <b>Earnings to Fixed Charges Ratios (2)</b>                             |                                                   |           |                                                     |           |
| Including Interest on Deposits                                          | 1.57x                                             | 1.48x     | 1.36x                                               | 1.42x     |
| Excluding Interest on Deposits                                          | 1.93                                              | 1.89      | 1.66                                                | 1.92      |

(1) Tangible Equity is a non-GAAP measure. Please refer to Note 19 of the Company's financial statements contained within in its Annual Report on Form 10-K for the year ended December 31, 2008 for a reconciliation of GAAP Stockholders' Equity and Tangible Equity.

(2) Please refer to Exhibit 12.1 for further detail on the calculation of these ratios.

### Critical Accounting Policies

Various elements of the Company's accounting policies are inherently subject to estimation techniques, valuation assumptions and other subjective assessments. The Company's policies with respect to the methodologies it uses to determine the allowance for loan losses, reserves for loan commitments, the liability for the First Loss Position, the valuation of MSR, asset impairments (including the valuation of goodwill and other than temporary declines in the valuation of securities), the recognition of deferred tax assets and unrecognized tax positions, the recognition of loan income, the valuation of financial instruments and accounting for defined benefit plans are its most critical accounting policies because they are important to the presentation of the Company's consolidated financial condition and results of operations, involve a significant degree of complexity and require management to make difficult and

subjective judgments which often necessitate assumptions or estimates about highly uncertain matters. The use of different judgments, assumptions and estimates could result in material variations in the Company's consolidated results of operations or financial condition.

The following are descriptions of the Company's critical accounting policies and explanations of the methods and assumptions underlying their application.

**Allowance for Loan Losses.** GAAP requires the Bank to maintain an appropriate allowance for loan losses. Management uses available information to estimate losses on loans and believes that the Bank maintains its allowance for loan losses at appropriate levels. Adjustments may be necessary, however, if future economic, market or other conditions differ from the current operating environment.

Although the Bank believes it utilizes the most reliable information available, the level of the allowance for loan losses remains an estimate subject to significant judgment. These evaluations are inherently subjective because, although based upon objective data, it is management's interpretation of the data that determines the amount of the appropriate allowance. The Company, therefore, periodically reviews the actual performance and charge-offs of its portfolio and compares them to the previously determined allowance coverage percentages. In doing so, the Company evaluates the impact that the variables discussed below may have on the portfolio to determine whether or not changes should be made to the assumptions and analyses.

The Bank's loan loss reserve methodology consists of several components, including a review of the two elements of its loan portfolio: problem loans (i.e., classified loans and impaired loans under ASC 310-10-35), and performing loans. The Bank applied the process of determining the allowance for loan losses consistently throughout the three-month and nine-month periods ended September 30, 2009 and 2008.

#### Performing Loans

At September 30, 2009, the majority of the allowance for loan losses was allocated to performing loans, which represented the overwhelming majority of the Bank's loan portfolio. Performing loans are reviewed at least quarterly based upon the premise that there are losses inherent within the loan portfolio that have not been identified as of the review date. The Bank thus calculates an allowance for loan losses related to its performing loans by deriving an expected loan loss percentage and applying it to its performing loans. In deriving the expected loan loss percentage, the Bank generally considers, among others, the following criteria: the Bank's historical loss experience; the age and payment history of the loans (commonly referred to as their "seasoned quality"); the type of loan (i.e., one- to four-family, multifamily residential, commercial real estate, cooperative apartment, construction and land acquisition or consumer); both the current condition and recent history of the overall local real estate market (in order to determine the accuracy of utilizing recent historical charge-off data to derive the expected loan loss percentages); the level of, and trend in, non-performing loans; the level and composition of new loan activity; and the existence of geographic loan concentrations (as the overwhelming majority of the Bank's loans are secured by real estate located in the NYC metropolitan area), or specific industry conditions within the portfolio segments. Since these criteria affect the expected loan loss percentages that are applied to performing loans, changes in any of them may affect the amounts of the allowance and the provision for loan losses. During the nine months ended September 30, 2009, the Bank increased the impact of the current condition of the overall local real estate marketplace and reduced the impact of the level and composition of new loan activity (the competitive lending landscape) in deriving the expected loss percentages applied to performing loans. Otherwise, the remaining factors utilized in deriving the expected loss percentages applied to performing loans remained unchanged from both September 30, 2008 and December 31, 2008.

#### Problem Loans

(i) Classified Loans. OTS regulations and Bank policy require that loans possessing certain weaknesses be classified as Substandard, Doubtful or Loss assets. Assets that do not expose the Bank to risk sufficient to justify classification in one of these categories, however, which possess potential weaknesses that deserve management's attention, are designated Special Mention. Loans classified as Special Mention, Substandard or Doubtful are reviewed individually on a quarterly basis by the Bank's Loan Loss Reserve Committee to determine the level of possible loss, if any, that should be provided for within the Bank's allowance for loan losses.

The Bank's policy is to charge-off immediately all balances classified as Loss and record a reduction of the allowance for loan losses for the full amount of the loss. The Bank applied this process consistently throughout the three-month and nine-month periods ended September 30, 2009 and 2008.

(ii) Impaired Loans. Under the guidance established by ASC 310-10-35, loans determined to be impaired (i.e., loans where it is probable that all contractual amounts due will not be collected in accordance with the terms of the loan; generally, non-accrual one- to four-family loans in excess of \$625,500 and non-accrual and troubled-debt restructured multifamily residential and commercial real estate loans) are evaluated at least quarterly in order to establish impairment. For each loan that the Bank determines to be impaired, impairment is measured by the amount that the carrying balance of the loan, including all accrued interest, exceeds the estimated fair value of the collateral. A specific reserve is established on all impaired loans to the extent of impairment and comprises a portion of the allowance for loan losses. (See "Item 2. Management's Discussion and Analysis of Financial Condition and

Results of Operations – Asset Quality – Impaired Loans" for a discussion of impaired loans).

Non-accrual one- to four-family loans of \$625,500 or less are not required to be evaluated individually for impairment, and are classified as Substandard, Doubtful or Loss, and reviewed and reserved for or recorded in the manner discussed above for loans of such classification.

Reserve for Loan Commitments. The Bank maintains a separate reserve within other liabilities associated with commitments to fund future loans that have been accepted by the borrower. This reserve is determined based upon the historical loss experience of similar loans owned by the Bank at each period end. Any increases in this reserve amount are obtained via a transfer of reserves from the Bank's allowance for loan losses, with any resulting shortfall in the Bank's allowance for loan losses being satisfied through the quarterly provision for loan losses. Any decreases in this reserve amount are recognized as a transfer of reserve balances back to the allowance for loans losses at each period end.

Liability for the First Loss Position on Multifamily Loans Sold to FNMA. A liability is also recorded related to the First Loss Position on multifamily residential real estate loans sold with recourse under an agreement with FNMA. This liability reserve, which is included in other liabilities in the Company's consolidated statements of financial condition, is determined in a manner similar to the Company's allowance for loan losses related to loans held in portfolio.

Valuation of MSR. The cost of mortgage loans sold with servicing rights retained by the Bank is allocated between the loans and the servicing rights based on their estimated fair values at the time of the loan sale. In accordance with GAAP, MSR are carried at the lower of cost or fair value and are amortized in proportion to, and over the period of, anticipated net servicing income. In accordance with ASC 860-50-35, all separately recognized MSR are required to be initially measured at fair value, if practicable. The estimated fair value of MSR is determined by calculating the present value of estimated future net servicing cash flows, using estimated prepayment, default, servicing cost and discount rate assumptions. All estimates and assumptions utilized in the valuation of MSR are derived based upon actual historical results for the Bank, or, in the absence of such data, from historical results for the Bank's peers.

The fair value of MSR is sensitive to changes in assumptions. Fluctuations in prepayment speed assumptions have the most significant impact on the estimated fair value of MSR. In the event that actual loan prepayments exceed the assumed amount (generally due to increased loan refinancing), the fair value of MSR would likely decline. In the event that actual loan prepayments fall below the assumed amount (generally due to a decline in loan refinancing), the fair value of MSR would likely increase. Any measurement of the value of MSR is limited by the existing conditions and assumptions utilized at a particular point in time, and would not necessarily be appropriate if applied at a different point in time.

Assumptions utilized in measuring the fair value of MSR for the purpose of evaluating impairment additionally include the stratification based on predominant risk characteristics of the underlying loans. Increases in the risk characteristics of the underlying loans from the assumptions would result in a decline in the fair value of the MSR. A valuation allowance is established in the event the recorded value of an individual stratum exceeds its fair value for the full amount of the difference.

Asset Impairment Adjustments. Certain assets are carried in the Company's consolidated statements of financial condition at fair value or at the lower of cost or fair value.

Goodwill Impairment Analysis. As of September 30, 2009, the Company had goodwill totaling \$55.6 million, which is accounted for in accordance with ASC 805-10. ASC 805-10 requires performance of an annual impairment test at the reporting unit level. Management annually performs analyses to test for impairment of goodwill. In the event that an impairment of goodwill is determined to exist, it is recognized as a charge to earnings.

The Company identified a single reporting unit for purposes of its goodwill impairment testing, and thus performs its impairment test on a consolidated basis. The impairment test has two potential stages. In the initial stage, the Holding Company's market capitalization (reporting unit fair value) is compared to its outstanding equity (reporting unit carrying value). The Company utilizes closing price data for the Holding Company's common stock as reported on the Nasdaq National Market in order to compute market capitalization. The Company has designated the last day of its fiscal year as the annual date for impairment testing. The Company performed its annual impairment test as of December 31, 2008 and concluded that no potential impairment of goodwill existed since the fair value of the Company's reporting unit exceeded its carrying value. However, subsequent to December 31, 2008, the price of the Holding Company's common stock, on occasion, declined to such a level that its total market capitalization fell below its consolidated stockholders' equity. As a result, the Company performed goodwill impairment tests periodically during the nine months ended September 30, 2009 and concluded, in each instance, that no impairment of goodwill existed. The most recent of these tests was performed as of September 30, 2009. No events or circumstances have changed subsequent to September 30, 2009 that would reduce the fair value of the Company's reporting unit below its carrying value. Such events or changes in circumstances would require the immediate performance of an impairment test in accordance with ASC 805-10.

Valuation of Financial Instruments and Analysis of OTTI Related to Investment Securities and MBS. Debt securities are classified as held-to-maturity, and carried at amortized cost, only if the Company has a positive intent and ability to hold them to maturity.

At September 30, 2009, the Company owned eight pooled trust preferred securities classified as held-to-maturity. Late in 2008, the market for these securities was deemed to be highly illiquid, and continued to be deemed as such as of September 30, 2009. As a result, at September 30, 2009, their estimated fair value was obtained primarily using a cash flow valuation approach (Level 3 pricing as defined by ASC 820-10). In addition, broker quotations, which were deemed to meet the criteria of "distressed sale" pricing under the guidance of ASC 820-10-65-4, were given a minor 10% weighting in the valuation of the securities at September 30, 2009. The "Internal Cash Flow Valuation was given a 45% weighting. In addition, for five of the eight securities, three independent cash flow model valuations were averaged and given a 45% weighting. For the remaining three securities, two independent cash flow valuations were available and were similarly given a 45% weighting. The 10% weighting of broker quotes represented a change from the methodology applied at December 31, 2008 (at which time these quotes were given no weighting) and reflected the continued emphasis upon considering broker quotes set forth in ASC 820-10-65-4. See Note 11 to the condensed consolidated financial statements for a detailed discussion of the Internal Cash Flow Valuation and the independent cash flow model valuations.

Debt securities that are not classified as held-to-maturity, along with all equity securities, are classified as available-for-sale. The Company owned no securities classified as trading securities during the three-month and nine-month periods ended September 30, 2009 and 2008. Available-for-sale debt and equity securities that have readily determinable fair values are carried at fair value. All of the Company's available-for-sale securities at September 30, 2009 had readily determinable fair values, which were based on published or securities dealers' market values.

The Company conducts a periodic review and evaluation of its securities portfolio, taking into account the severity and duration of each unrealized loss, as well as management's intent and ability to hold the security until the unrealized loss is substantially eliminated, in order to determine if a decline in market value of any security below its carrying value is either temporary or other than temporary. Unrealized losses on held-to-maturity securities that are deemed temporary are disclosed but not recognized. Unrealized losses on debt or equity securities available-for-sale that are deemed temporary are excluded from net income and reported net of deferred taxes as other comprehensive income or loss. All unrealized losses that are deemed other than temporary on either available-for-sale or held-to-maturity securities are recognized immediately as a reduction of the carrying amount of the security, with a corresponding decline in either net income or accumulated other comprehensive income or loss in accordance with ASC 320-10-65. During the three months ended September 30, 2009, unrealized losses of \$675,000 were deemed other than temporary associated with four held-to-maturity pooled trust preferred securities. During the nine months ended September 30, 2009, unrealized losses of \$7.9 million were deemed other than temporary associated with five held-to-maturity pooled trust preferred securities and five available-for-sale equity mutual fund investments. No OTTI was recognized in the Company's securities portfolio during the three-month or nine-month periods ended September 30, 2008. Net unrealized holding gains on securities were \$7.3 million at September 30, 2009, net of \$2.3 million of unamortized unrealized holding losses on securities that were transferred from available-for-sale to held-to-maturity on September 1, 2008. Unrealized holding losses totaled \$13.2 million at September 30, 2008.

Recognition of Deferred Tax Assets. Management reviews all deferred tax assets periodically. Upon such review, in the event that there is a greater than 50% likelihood that the deferred tax asset will not be fully realized, a valuation allowance is recognized against the deferred tax asset in the amount for which realization is determined to be more unlikely than likely to occur.

Unrecognized Tax Positions. The Company performs two levels of evaluation for all uncertain tax positions. Initially, a determination is made as to whether it is more likely than not that a tax position will be sustained upon examination,

including resolution of any related appeals or litigation, based on the technical merits of the position. In conducting this evaluation, management is required to presume that the position will be examined by the appropriate taxing authority possessing full knowledge of all relevant information. The second level of evaluation is the measurement of a tax position that satisfies the more-likely-than-not recognition threshold. This measurement is performed in order to determine the amount of benefit to recognize in the financial statements. The tax position is measured at the largest amount of benefit that is greater than 50 percent likely to be realized upon ultimate settlement. In making its evaluation, management reviews applicable tax rulings and other advice provided by reputable tax professionals.

**Loan Income Recognition.** Interest income on loans is recorded using the level yield method. Loan origination fees and certain direct loan origination costs are deferred and amortized as yield adjustments over the contractual loan terms.

Accrual of interest is generally discontinued on loans that have missed three consecutive monthly payments, at which time the Bank reverses all previously accrued interest. Payments on non-accrual loans are generally applied initially to principal. Management may elect to continue the accrual of interest when a loan is in the process of collection and the estimated fair value of the collateral is sufficient to satisfy the outstanding principal balance (including any outstanding advances related to the loan) and accrued interest. Loans are returned to accrual status once the doubt concerning collectibility has been removed and the borrower has demonstrated performance in accordance with the loan terms and conditions for a period of at least 6 months.

**Accounting for Defined Benefit Plans.** Defined benefit plans are accounted for in accordance with ASC 715. ASC 715 requires an employer sponsoring a single employer defined benefit plan to recognize the funded status of a benefit plan in its statements of financial condition, measured as the difference between plan assets at fair value (with limited exceptions) and the benefit obligation. The Company utilizes the services of trained actuaries employed



at an independent benefits plan administration entity in order to assist in measuring the funded status of its defined benefit plans.

#### Liquidity and Capital Resources

The Board of Directors of the Bank has approved a liquidity policy that it reviews and updates at least annually. Senior management is responsible for implementing the policy. The Bank's Asset-Liability Committee ("ALCO") is responsible for general oversight and strategic implementation of the policy, and management of the appropriate departments are designated responsibility for implementing any strategies established by ALCO. On a daily basis, senior management receives a current cash position report and one-week forecast to ensure that all short-term obligations are timely satisfied and that adequate liquidity exists to fund future activities. On a monthly basis, reports detailing the Bank's liquidity reserves and forecasted cash flows are presented to both senior management and the Board of Directors. In addition, on a monthly basis, a twelve-month liquidity forecast is presented to ALCO in order to assess potential future liquidity concerns. A forecast of cash flow data for the upcoming 12 months is presented to the Board of Directors on an annual basis.

The Bank's primary sources of funding for its lending and investment activities include deposits, loan and MBS payments, investment security maturities, advances from the FHLBNY, and securities sold under agreement to repurchase ("REPOS") entered into with various financial institutions, including the FHLBNY. The Bank also sells selected multifamily residential, mixed use and one- to four-family residential real estate loans to private sector secondary market purchasers and has in the past sold such loans to FNMA. The Company may additionally issue debt under appropriate circumstances. Although maturities and scheduled amortization of loans and investments are predictable sources of funds, deposit flows and prepayments on mortgage loans and MBS are influenced by interest rates, economic conditions and competition.

The Bank gathers deposits in direct competition with commercial banks, savings banks and brokerage firms, many among the largest in the nation. It must additionally compete for deposit monies against the stock and bond markets, especially during periods of strong performance in those arenas. The Bank's deposit flows are affected primarily by the pricing and marketing of its deposit products compared to its competitors, as well as the market performance of depositor investment alternatives such as the U.S. bond or equity markets. To the extent that the Bank is responsive to general market increases or declines in interest rates, its deposit flows should not be materially impacted. However, favorable performance of the equity or bond markets could adversely impact the Bank's deposit flows.

Retail branch and internet banking deposits decreased \$64.1 million during the nine months ended September 30, 2009, compared to a decline of \$82.2 million during the nine months ended September 30, 2008. During the nine months ended September 30, 2009, CDs declined \$200.3 million and were partially offset by an increase of \$136.3 million in core deposits (i.e., non-CDs). During this period, the Bank did not replace maturing promotional CDs gathered in late 2008 in an effort to both improve its overall funding costs and limit undesired balance sheet growth. The aforementioned increase in core deposits during the nine months ended September 30, 2009 occurred as deposit pricing pressure diminished in the Bank's marketplace and the Bank experienced an unusually large inflow of money market and checking deposits from commercial customers during the period. During the nine months ended September 30, 2008, money market deposits declined \$83.2 million and CDs declined \$37.0 million, as beneficial rates on FHLBNY advances prompted management to utilize them as the primary funding source for balance sheet growth, and limit aggressive efforts to retain both money markets and maturing CDs. Partially offsetting the decline in money markets and CDs was an increase of \$39.7 million in total interest bearing checking accounts during the period, resulting primarily from the continued success of the interest bearing "Prime Dime" checking account launched during the second half of 2007.

During the nine months ended September 30, 2009, principal repayments totaled \$249.7 million on real estate loans and \$63.8 million on MBS. During the nine months ended September 30, 2008, principal repayments totaled \$392.6

million on real estate loans and \$35.9 million on MBS. The decline in principal repayments on loans related to decreased borrower refinance activities, reflecting declining local real estate prices and more difficult refinancing conditions. The increase in principal paydowns on MBS resulted from lower marketplace interest rates during 2009 that helped stimulate additional payment activity on the real estate loans underlying these securities (one- to four-family residential real estate loans located throughout America). The Company does not presently believe that its future levels of principal repayments will be materially impacted by problems currently experienced in the residential mortgage market. See "Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations - Asset Quality" for a further discussion of the Bank's asset quality.

From December 2002 through February 2009, the Bank originated and sold multifamily residential and mixed use mortgage loans in the secondary market to FNMA while retaining servicing and generating fee income while it services the loans. The Bank underwrote these loans using its customary underwriting standards, funded the loans, and sold them to FNMA at agreed upon pricing. Typically, the Bank sought to sell loans with terms to maturity or repricing in excess of seven years from the origination date since it did not desire to retain such loans in portfolio as a result of their heightened interest rate risk. Under the terms of the sales program, the Bank retains the First Loss Position on these sold loans. Once established, such amount continued to increase as long as the Bank sold loans to FNMA under the program. The Bank retains this exposure until the portfolio of loans sold to FNMA is satisfied in

its entirety or the Bank funds claims by FNMA for the maximum loss exposure. During the nine months ended September 30, 2008, the Bank sold FNMA \$27.0 million of loans pursuant to this program.

In addition, the Bank sold 80% participations in portfolio multifamily loans totaling \$100.0 million and \$113.3 million to a third-party financial institution during the nine months ended September 30, 2009 and 2008, respectively. All of these loans remain fully serviced by the Bank, and were sold at par and without recourse, with a gain recognized for the value of the net servicing rights associated with the loans. Loan sales to third-party financial institutions may be utilized in the future by the Bank.

During the nine months ended September 30, 2009, the Company reduced its FHLB NY advances by \$60.0 million, as it elected to utilize liquidity from deposit inflows to reduce its overall borrowing level during the period. During the nine months ended September 30, 2008, the Company increased its REPO borrowings by \$74.9 million and FHLB NY advances by \$303.2 million, respectively. These borrowings were added in order to fund purchases of investment securities and MBS during the period. Contained within the added REPO borrowings and FHLB NY advances were interest rate caps that provide a significant benefit to their average cost in the event of an increase in short-term interest rates.

In the event that the Bank should require funds beyond its ability to generate them internally, an additional source of funds is available through use of its borrowing line at the FHLB NY. At September 30, 2009, the Bank had an additional potential borrowing capacity of \$403.5 million available provided it owned the minimum required level of FHLB NY common stock (i.e., 4.5% of its outstanding FHLB NY borrowings).

The Bank is subject to minimum regulatory capital requirements imposed by its primary regulator, The Office of Thrift Supervision (the "OTS"), which, as a general matter, are based on the amount and composition of an institution's assets. At September 30, 2009, the Bank was in compliance with all applicable regulatory capital requirements and was considered "well-capitalized" for all regulatory purposes.

The Company generally utilizes its liquidity and capital resources primarily to fund the origination of real estate loans, the purchase of mortgage-backed and other securities, the repurchase of Holding Company common stock into treasury and the payment of quarterly cash dividends to shareholders of the Holding Company's common stock. During the nine months ended September 30, 2009 and 2008, real estate loan originations totaled \$342.1 million and \$856.7 million, respectively. Purchases of investment securities (excluding short-term investments and federal funds sold) were \$22.0 million during the nine months ended September 30, 2009. Purchases of MBS totaled \$188.3 million during the nine months ended September 30, 2008, and there were no purchases of investment securities during the nine months ended September 30, 2008. The decrease in real estate loan originations and the aggregate level of investment security and MBS purchases resulted from management's election to curb asset growth during the nine months ended September 30, 2009, and thus: (i) focus lending activities primarily upon retaining existing loans that were nearing contractual repricing; and (ii) retain an unusually high level of liquidity in order to maintain balance sheet flexibility during the remainder of 2009, especially in the event deposit balances decline as a result of their historically low offering rates.

The Holding Company did not repurchase any shares of its common stock during the nine months ended September 30, 2009. As of September 30, 2009, up to 1,124,549 shares remained available for purchase under authorized share purchase programs. Based upon the \$11.43 per share closing price of its common stock as of September 30, 2009, the Holding Company would utilize \$12.9 million in order to purchase all of the remaining authorized shares. For the Holding Company to complete these share purchases, it would likely require dividend distributions from the Bank.

During the nine months ended September 30, 2009, the Company paid \$13.9 million in cash dividends on its common stock, up from \$13.7 million during the nine months ended September 30, 2008, reflecting an increase of 216,256 in issued and outstanding shares from September 30, 2008 to September 30, 2009.

### Contractual Obligations

The Bank is obligated for rental payments under leases on certain of its branches and equipment and for minimum monthly payments under its data systems contract. The Bank generally has outstanding at any time significant borrowings in the form of FHLB NY advances and/or REPOS, and the Holding Company has an outstanding \$25.0 million non-callable subordinated note payable due to mature in 2010, and \$72.2 million of trust preferred borrowings from third parties due to mature in April 2034, which are callable at any time after April 2009. The Holding Company does not currently intend to call this debt. None of these contractual obligations have changed materially since December 31, 2008. The Company additionally had a reserve recorded related to unrecognized income tax benefits totaling \$1.1 million at September 30, 2009. The facts and circumstances surrounding this obligation have not changed materially since December 31, 2008. Please refer to Note 14 to the Company's consolidated audited financial statements for the year ended December 31, 2008 for a further discussion of the unrecognized income tax benefits.

## Off-Balance Sheet Arrangements

From December 2002 through February 2009, the Bank originated and sold multifamily residential mortgage loans in the secondary market to FNMA while retaining servicing. The Bank is required to retain the First Loss Position related to all loans sold under this program, which will remain in effect until either the entire portfolio of loans sold to FNMA is satisfied or the Bank indemnifies FNMA for losses (as defined in the agreement) in the aggregate amount of the First Loss Position.

In addition, as part of its loan origination business, the Bank generally has outstanding commitments to extend credit to third parties, which are granted pursuant to its regular underwriting standards. Since many of these loan commitments expire prior to funding, in whole or in part, the contract amounts are not estimates of future cash flows. The following table presents off-balance sheet arrangements as of September 30, 2009:

|                                               | One Year           |             |                                | Over Five Years | Total            |
|-----------------------------------------------|--------------------|-------------|--------------------------------|-----------------|------------------|
|                                               | Less than One Year | Three Years | Over Three Years to Five Years |                 |                  |
| (Dollars in thousands)                        |                    |             |                                |                 |                  |
| <b>Credit Commitments:</b>                    |                    |             |                                |                 |                  |
| Available lines of credit                     | \$57,268           | \$-         | \$-                            | \$-             | \$57,268         |
| Other loan commitments (1)                    | 52,540             | -           | -                              | -               | 52,540           |
| <b>Other Commitments:</b>                     |                    |             |                                |                 |                  |
| First Loss Position on loans sold to FNMA (1) | 21,865             | -           | -                              | -               | 21,865           |
| <b>Total Commitments</b>                      | <b>\$131,673</b>   | <b>\$-</b>  | <b>\$-</b>                     | <b>\$-</b>      | <b>\$131,673</b> |

(1) In accordance with the requirements of both ASC 450-20-25 and ASC 460-10-25, as of September 30, 2009, reserves on loan commitments and the liability for the First Loss Position on loans sold to FNMA were \$403,000 and \$3.3 million, respectively, and were recorded in other liabilities in the Company's condensed consolidated statements of financial condition.

## Asset Quality

## General

At both September 30, 2009 and December 31, 2008, the Company had neither whole loans nor loans underlying MBS that would be considered subprime loans, i.e., mortgage loans advanced to borrowers who did not qualify for market interest rates because of problems with their income or credit history. See Note 10 to the condensed consolidated financial statements for a discussion of impaired investment securities and MBS.

## Monitoring and Collection of Delinquent Loans

Management of the Bank reviews delinquent loans on a monthly basis and reports to its Board of Directors regarding the status of all non-performing and otherwise delinquent loans in the Bank's portfolio.

The Bank's loan servicing policies and procedures require that an automated late notice be sent to a delinquent borrower as soon as possible after a payment is ten days late in the case of multifamily residential or commercial real

estate loans, or fifteen days late in connection with one- to four-family or consumer loans. A second letter is sent to the borrower if payment has not been received within 30 days of the due date. Thereafter, periodic letters are mailed and phone calls are placed to the borrower until payment is received. When contact is made with the borrower at any time prior to foreclosure, the Bank will attempt to obtain the full payment due or negotiate a repayment schedule with the borrower to avoid foreclosure.

Accrual of interest is generally discontinued on loans that have missed three consecutive monthly payments, at which time the Bank reverses all previously accrued interest. Payments on non-accrual loans are generally applied initially to principal. Management may elect to continue the accrual of interest when a loan is in the process of collection and the estimated fair value of the collateral is sufficient to satisfy the outstanding principal balance (including any outstanding advances related to the loan) and accrued interest. Loans are returned to accrual status once the doubt concerning collectibility has been removed and the borrower has demonstrated performance in accordance with the loan terms and conditions for a period of at least 6 months.

Generally, the Bank initiates foreclosure proceedings when a loan enters non-accrual status. At some point during foreclosure proceedings, the Bank procures current appraisal information in order to prepare an estimate of the fair value of the underlying collateral. If a foreclosure action is instituted and the loan is not brought current, paid in full, or refinanced before the foreclosure action is completed, the property securing the loan is generally sold. It is the Bank's general policy to dispose of non-accrual loans and OREO properties as quickly and prudently as possible in consideration of market conditions, the physical condition of the property and any other mitigating circumstances.

### Non-accrual Loans

Within the Bank's portfolio, non-accrual loans totaled \$14.2 million and \$7.4 million at September 30, 2009 and December 31, 2008, respectively. During the nine months ended September 30, 2009, twenty-one loans totaling \$11.4 million were added to non-accrual status. Partially offsetting this increase were seven loans totaling \$3.6 million that were removed from non-accrual status as they were satisfied during the period, and two non-accrual loans totaling \$851,000 that were transferred to OREO. The difficulties experienced in both the national real estate and financial services marketplaces combined to adversely impact the metropolitan NYC area multifamily and commercial real estate markets during the three-month and nine-month periods ended September 30, 2009.

Included in the increase in both the number and aggregate balance of non-accrual loans during the nine months ended September 30, 2009 was the addition of one significant problem borrower relationship. The majority of outstanding problem loans with this borrower are held in the pool of loans serviced for FNMA. See "Problem Loans Serviced for Other Financial Institutions That are Subject to the First Loss Position" commencing on page 33 for a further discussion of this relationship. Otherwise, both the increase in non-performing loans during the nine months ended September 30, 2009 as well as the aggregate balance of non-performing loans at September 30, 2009 related primarily to several small credit relationships.

### Impaired Loans

A loan is considered impaired when it is probable that all contractual amounts due will not be collected in accordance with the terms of the loan. A loan is not deemed impaired, even during a period of delayed payment by the borrower, if the Bank ultimately expects to collect all amounts due, including interest accrued at the contractual rate. Generally, the Bank considers non-accrual and troubled-debt restructured multifamily residential and commercial real estate loans, along with non-accrual one- to four-family loans exceeding \$625,500, to be impaired. Non-accrual one-to four-family loans of \$625,500 or less, as well as all consumer loans, are considered homogeneous loan pools and are not required to be evaluated individually for impairment. Impairment is measured by the amount that the carrying balance of the loan, including all accrued interest, exceeds the estimated fair value of the collateral. A reserve is established on all impaired loans to the extent of impairment and comprises a portion of the allowance for loan losses. The recorded investment in loans deemed impaired was approximately \$16.1 million, consisting of twenty-six loans, at September 30, 2009, compared to \$8.9 million, consisting of fifteen loans, at December 31, 2008. During the nine months ended September 30, 2009, twenty-one loans totaling \$12.1 million were added to impaired status, while ten loans totaling \$4.8 million were removed from impaired status. Of the \$4.8 million removed from impaired status, \$1.9 million represented a satisfaction that occurred during the period, and the remainder represented loans that were no longer deemed impaired due primarily to their continued performance in accordance with their contractual terms. During the nine months ended September 30, 2008, six loans totaling \$4.5 million were added to impaired status, which were partially offset by the transfer of two impaired loans totaling \$1.0 million from loans to OREO, and the satisfaction of two impaired loans totaling \$876,000 during the same period. At September 30, 2009, total impaired loans exceeded total non-accrual loans by \$1.9 million due to one troubled-debt restructured loan with a balance of \$1.0 million that was deemed impaired at September 30, 2009, and two additional loans totaling \$1.9 million that were near 90 days delinquent at September 30, 2009 and were deemed impaired despite being on accrual status. The impaired loans that remained on accrual status were partially offset by six non-accrual loans totaling \$928,000 which, while on non-accrual status, were not deemed impaired since they were either one- to four-family loans with individual outstanding balances of \$625,500 or less or consumer loans.

### Troubled-Debt Restructurings

Under GAAP, the Bank is required to account for certain loan modifications or restructurings as "troubled-debt restructurings." In general, the modification or restructuring of a loan constitutes a troubled-debt restructuring if the

Bank, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower that it would not otherwise consider. Current OTS regulations require that troubled-debt restructurings remain classified as such until the loan is either repaid or returns to its original terms. The Bank had one loan with an outstanding principal balance of \$1.0 million classified as a troubled-debt restructuring at September 30, 2009. This previously non-accrual loan was restructured in December 2008, has fully complied with the provisions of the restructuring since inception, and was therefore reclassified from a non-accrual loan to an accrual status troubled debt restructured loan during the nine months ended September 30, 2009. The Bank had no loans classified as troubled debt restructurings at December 31, 2008.

#### OREO

Property acquired by the Bank as a result of foreclosure on a mortgage loan or a deed in lieu of foreclosure is classified as OREO and recorded at the lower of the recorded investment in the related loan or the fair value of the property on the date of acquisition, with any resulting write down charged to the allowance for loan losses and any disposition expenses charged to expense. The Bank obtains a current appraisal on OREO as soon as practicable after it takes possession and generally reassesses the value at least annually thereafter. The Bank owned two OREO properties with an aggregate recorded balance of \$168,000 at September 30, 2009. At December 31, 2008, the Bank owned one OREO property with a recorded balance of \$300,000. This property was sold in April 2009, and the Bank recognized a loss of \$92,000 on the sale.



The following table sets forth information regarding non-accrual loans, OREO, and non-performing investment securities at the dates indicated:

|                                             | At September 30,<br>2009 | At December 31,<br>2008 |
|---------------------------------------------|--------------------------|-------------------------|
| (Dollars in Thousands)                      |                          |                         |
| Non-accrual loans                           |                          |                         |
| One- to four-family                         | \$371                    | \$566                   |
| Multifamily residential                     | 8,495                    | 776                     |
| Commercial real estate                      | 2,739                    | 3,439                   |
| Mixed Use                                   | 2,525                    | 2,590                   |
| Cooperative apartment                       | 26                       | 26                      |
| Other                                       | 6                        | 5                       |
| Total non-accrual loans                     | 14,162                   | 7,402                   |
| OREO                                        | 168                      | 300                     |
| Non-performing investment securities        |                          |                         |
|                                             | 1,760                    | -                       |
| Total non-performing assets                 | 16,090                   | 7,702                   |
| Ratios:                                     |                          |                         |
| Total non-accrual loans to total loans      | 0.43%                    | 0.22%                   |
| Total non-performing assets to total assets | 0.41                     | 0.19                    |

#### Other Potential Problem Loans

The Bank had a total of 22 real estate loans, totaling \$11.3 million, delinquent between 30 and 89 days at September 30, 2009, compared to 8 such loans, totaling \$5.2 million, at December 31, 2008. The growth in the dollar amount delinquent 30 to 89 days from resulted primarily from a net increase of \$6.2 million of 30 to 89 day delinquent real estate loans during the period. The 30 to 89 day delinquent levels fluctuate monthly, and are generally considered a less accurate indicator of credit quality trends than non-accrual loans. However, given the challenges facing the NYC area real estate market at September 30, 2009, it is anticipated that these delinquencies will remain above their December 31, 2008 level for the foreseeable future.

#### Problem Loans Serviced for FNMA That are Subject to the First Loss Position

The Bank services a pool of multifamily loans sold to FNMA with an outstanding principal balance of \$450.2 million at September 30, 2009. This pool was subject to the First Loss Position totaling \$21.9 million at September 30, 2009. Within this pool of loans, five loans totaling \$14.2 million were 90 days or more delinquent in payments at September 30, 2009. The Bank has further identified an additional \$2.0 million of delinquent potential problem loans within the pool. The five 90 day or more delinquent loans are held by one borrower. On all of the problem loans serviced for FNMA, the Bank is seeking various potential remedies including restructuring and loan sale. Under the terms of the servicing agreement with FNMA, the Bank is obligated to fund FNMA all monthly principal and interest payments under the original terms of the loans until the earlier of the following events: (i) the Bank re-acquires the loan from FNMA; or (ii) the loans have either been fully satisfied or enter OREO status. The Bank is additionally required to indemnify FNMA for any further losses (as defined in the sale agreement) in connection with the FNMA-serviced portfolio until the earlier of either (i) or (ii). (See Note 9 to the condensed consolidated financial statements). Under the terms of the contractual agreement with FNMA, the aggregate loss of principal and/or interest

incurred by the Bank on this pool of serviced loans cannot exceed the total First Loss Position. The Bank has previously repurchased, and may continue to repurchase, loans sold to FNMA with recourse exposure that become over 90 days delinquent subsequent to the sale. Such repurchases are typically performed in order to terminate monthly interest payments to FNMA and/or to expedite resolution of the loan.

The borrower owning the properties securing the five 90 or more day delinquent loans totaling \$14.2 million at September 30, 2009 additionally has 90 or more day delinquent second mortgages on the each of the five properties underlying the first mortgages. These second mortgages are fully owned by the Bank and are included in the Bank's non-accrual loan balance at September 30, 2009. The collateral underlying these first and second mortgages are five multifamily residential properties located in East Orange, New Jersey.

#### Commercial Real Estate Loans

As of September 30, 2009, of its \$3.3 billion total loan portfolio, the Bank had 265 loans, totaling \$483.7 million, fully secured by commercial real estate ("CRE") properties, with an average loan size of \$1.8 million. The largest ten of these loans totaled \$108.8 million, of which \$54.1million of loan balances were secured by office buildings and \$54.7 million of loan balances were secured by retail stores. At September 30, 2009, the two largest CRE loans were a \$15.0 million loan originated in May 2005 secured by a three-story retail building located in Manhattan, and a \$13.7 million loan originated in June 2009 secured by a multi-tenanted shopping center in Queens, New York. Of the 10 largest CRE loans at September 30, 2009, \$45.7 million were located in Manhattan, New York, \$17.9 million were located in New Jersey, \$13.7 million were located in Queens, New York, and the remainder were located within the NYC metropolitan area. Excluding the 10 largest loans, the remaining CRE portfolio of 255 loans consisted primarily of office and retail space, and had an average loan size approximating \$1.5 million at September 30, 2009.

### Largest Individual Borrowers

The Bank's largest aggregate amount of loans to one borrower was \$40.9 million at September 30, 2009. The loans to this borrower were secured by several mixed use buildings located in Manhattan, New York, containing, in aggregate, 505 residential and 12 commercial units. The Bank's second largest individual borrower had outstanding loans totaling \$37.0 million at September 30, 2009. These loans were secured by three mixed use buildings located in Queens, New York, containing, in aggregate, 204 residential and 6 commercial units. All loans to these borrowers were fully performing in accordance with their contractual terms at September 30, 2009.

### Allowance for Loan Losses and Reserve Liability on Loan Origination Commitments

Management's quarterly evaluation of the loan loss reserves takes into account not only performance of the current loan portfolio, but also general credit conditions and volume of new business, in determining the timing and amount of any future loan loss provisions.

The allowance for loan losses was \$20.3 million at September 30, 2009, up from \$17.5 million at December 31, 2008. In addition, the Bank had a reserve liability related to loan origination commitments (recorded in other liabilities) that totaled \$403,000 at September 30, 2009 and \$572,000 at December 31, 2008. During the nine months ended September 30, 2009, the Bank recorded a provision of \$8.7 million to its allowance for loan losses in order to provide for additional inherent losses in the portfolio and loans committed for funding at period end. During the same period, the Bank also recorded net charge-offs of approximately \$6.0 million against its allowance for loan losses (See "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies – Allowance for Loan Losses" for a further discussion).

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

Assets. Assets totaled \$3.91 billion at September 30, 2009, a decline of \$147.9 million from total assets of \$4.06 billion at December 31, 2008.

Cash and due from banks declined \$111.5 million during the period. During the first six months of 2009, the Company elected to hold cash inflows from deposits gathered in late 2008 highly liquid in order to provide greater balance sheet flexibility. During the three months ended September 30, 2009, the Company utilized a substantial portion of these liquid funds in order to fund CD outflows during the period, resulting in a significant decline in their period-end balance from December 31, 2008 to September 30, 2009. In addition, MBS available-for-sale declined \$57.5 million during the period as principal repayments of \$63.8 million on these securities were partially offset by an increase of \$6.8 million in their market valuation during the nine months ended September 30, 2009.

Portfolio real estate loans increased \$13.7 million during the period, as a result of \$342.1 million of originations and the purchase of \$40.7 million of real estate loans, which were partially offset by amortization and satisfactions of \$249.7 million and sales of \$115.4 million during the same period. Investment securities available-for-sale increased \$12.5 million, primarily as a result of purchases of \$22.0 million in agency obligations that were partially offset by the sale of \$10.0 million of municipal agency securities during the period. The Company reduced its outstanding FHLB NY borrowings by \$60.0 million during the nine months ended September 30, 2009 as it elected to utilize liquidity provided by deposit inflows to reduce its overall borrowing level during the period. The Company's investment in FHLB NY capital stock declined \$1.6 million as a result of the decrease in FHLB NY borrowings, reflecting an election to limit this investment to the minimum level required to maintain its aggregate outstanding FHLB NY borrowings.

Liabilities. Total liabilities decreased \$160.5 million during the nine months ended September 30, 2009, reflecting declines of \$64.1 million in retail branch and Internet banking deposits, \$60.0 million in FHLBNY advances, and \$48.8 million in escrow and other deposits during the period. The decline in escrow and other deposits resulted from both the payment of semi-annual real estate tax payments for mortgage loan customers in June 2009, as well as a postponement in funding the last semi-annual real estate payment of 2008 to early January 2009. See "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" for a discussion of the decreases in retail branch and Internet banking deposits and FHLBNY advances during the period.

Stockholders' Equity. Stockholders' equity increased \$12.7 million during the nine months ended September 30, 2009, due primarily to net income of \$18.1 million, a reduction of \$6.3 million in the after-tax balance of accumulated other comprehensive loss (which increases stockholders' equity), and amortization of stock plan benefit expense of \$2.2 million, which were partially offset by \$13.8 million in cash dividends paid during the period. The decline in the balance of accumulated other comprehensive loss reflected an increase in valuation of a great majority of the Company's available-for-sale investments and MBS during the period as a result of greater marketplace demand for securities possessing high credit quality during the nine months ended September 30, 2009.

## Comparison of Operating Results for the Three Months Ended September 30, 2009 and 2008

General. Net income was \$8.3 million during the three months ended September 30, 2009, a reduction of \$27,000 from net income of \$8.4 million during the three months ended September 30, 2008. During the comparative period, net interest income increased \$3.8 million and non-interest income increased \$427,000, while the provision for loan losses increased \$3.2 million and non-interest expense increased \$728,000, resulting in an increase in pre-tax income of \$313,000. Income tax expense increased \$340,000 during the comparative period due to both the increase in pre-tax earnings as well as the impact of reconciliations to the filing of the Company's consolidated 2008 income tax returns.

Net Interest Income. The discussion of net interest income for the three months ended September 30, 2009 and 2008 presented below should be read in conjunction with the following tables, which set forth certain information related to the condensed consolidated statements of operations for those periods, and which also present the average yield on assets and average cost of liabilities for the periods indicated. The average yields and costs were derived by dividing income or expense by the average balance of their related assets or liabilities during the periods represented. Average balances were derived from average daily balances. The yields include fees that are considered adjustments to yields.

## Analysis of Net Interest Income

|                                                     | Three Months Ended September 30, |          |                |             |          |                |
|-----------------------------------------------------|----------------------------------|----------|----------------|-------------|----------|----------------|
|                                                     | 2009                             |          |                | 2008        |          |                |
|                                                     | Average                          |          | Average        | Average     |          | Average        |
|                                                     | Balance                          | Interest | Yield/<br>Cost | Balance     | Interest | Yield/<br>Cost |
| (Dollars In Thousands)                              |                                  |          |                |             |          |                |
| <b>Assets:</b>                                      |                                  |          |                |             |          |                |
| <b>Interest-earning assets:</b>                     |                                  |          |                |             |          |                |
| Real estate loans                                   | \$3,266,416                      | \$48,422 | 5.93%          | \$3,218,192 | \$47,734 | 5.93%          |
| Other loans                                         | 1,568                            | 35       | 8.93           | 1,722       | 41       | 9.52           |
| MBS                                                 | 246,354                          | 2,748    | 4.46           | 318,224     | 3,610    | 4.54           |
| Investment securities                               | 26,039                           | 76       | 1.17           | 31,271      | 340      | 4.35           |
| Federal funds sold and other short-term investments | 181,303                          | 809      | 1.78           | 70,555      | 783      | 4.44           |
| Total interest-earning assets                       | 3,721,680                        | \$52,090 | 5.60%          | 3,639,964   | \$52,508 | 5.77%          |
| Non-interest earning assets                         | 190,633                          |          |                | 154,531     |          |                |
| Total assets                                        | \$3,912,313                      |          |                | \$3,794,495 |          |                |
| <b>Liabilities and Stockholders' Equity:</b>        |                                  |          |                |             |          |                |
| <b>Interest-bearing liabilities:</b>                |                                  |          |                |             |          |                |
| Interest bearing checking accounts                  | \$105,938                        | \$179    | 0.67%          | \$103,718   | \$607    | 2.33%          |
| Money Market accounts                               | 730,634                          | 1,738    | 0.94           | 633,946     | 4,075    | 2.56           |
| Savings accounts                                    | 297,450                          | 201      | 0.27           | 275,104     | 387      | 0.56           |
| CDs                                                 | 1,016,246                        | 7,038    | 2.75           | 944,367     | 7,858    | 3.31           |
| Borrowed Funds                                      | 1,265,644                        | 13,965   | 4.38           | 1,388,337   | 14,399   | 4.13           |
| Total interest-bearing liabilities                  | 3,415,912                        | \$23,121 | 2.69%          | 3,345,472   | 27,326   | 3.25%          |
| Non-interest bearing checking accounts              | 105,211                          |          |                | 92,648      |          |                |
| Other non-interest-bearing liabilities              | 105,502                          |          |                | 82,559      |          |                |
| Total liabilities                                   | 3,626,625                        |          |                | 3,520,679   |          |                |

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

|                                                                  |             |             |
|------------------------------------------------------------------|-------------|-------------|
| Stockholders' equity                                             | 285,688     | 273,816     |
| Total liabilities and stockholders' equity                       | \$3,912,313 | \$3,794,495 |
| Net interest income                                              | \$28,969    | \$25,182    |
| Net interest spread                                              | 2.91%       | 2.52%       |
| Net interest-earning assets                                      | \$305,768   | \$294,492   |
| Net interest margin                                              | 3.11%       | 2.77%       |
| Ratio of interest-earning assets to interest-bearing liabilities | 108.95%     | 108.80%     |

-35-

---

## Rate/Volume Analysis

|                                                        | Three Months Ended September 30,<br>2009 Compared to Three Months<br>Ended September 30, 2008 Increase/<br>(Decrease) Due to: |                  |                  |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
|                                                        | Volume                                                                                                                        | Rate             | Total            |
|                                                        | (Dollars In thousands)                                                                                                        |                  |                  |
| <b>Interest-earning assets:</b>                        |                                                                                                                               |                  |                  |
| Real Estate Loans                                      | \$702                                                                                                                         | \$(14)           | \$688            |
| Other loans                                            | (4)                                                                                                                           | (3)              | (7)              |
| MBS                                                    | (806)                                                                                                                         | (56)             | (862)            |
| Investment securities                                  | (36)                                                                                                                          | (227)            | (263)            |
| Federal funds sold and other short-term<br>investments | 862                                                                                                                           | (836)            | 26               |
| <b>Total</b>                                           | <b>\$718</b>                                                                                                                  | <b>\$(1,136)</b> | <b>\$(418)</b>   |
| <b>Interest-bearing liabilities:</b>                   |                                                                                                                               |                  |                  |
| Interest bearing checking accounts                     | \$7                                                                                                                           | (\$435)          | (\$428)          |
| Money market accounts                                  | 420                                                                                                                           | (2,757)          | (2,337)          |
| Savings accounts                                       | 22                                                                                                                            | (208)            | (186)            |
| CDs                                                    | 546                                                                                                                           | (1,366)          | (820)            |
| Borrowed funds                                         | (1,281)                                                                                                                       | 847              | (434)            |
| <b>Total</b>                                           | <b>\$(286)</b>                                                                                                                | <b>\$(3,919)</b> | <b>\$(4,205)</b> |
| <b>Net change in net interest income</b>               | <b>\$1,004</b>                                                                                                                | <b>\$2,783</b>   | <b>\$3,787</b>   |

During the nine months ended September 30, 2009, FOMC monetary policies resulted in the maintenance of the overnight federal funds rate in a range of 0.0% to 0.25%. In addition, dislocations in the securitization marketplace for loans secured by multifamily and commercial real estate reduced the overall competition for the Bank's primary loan product, thus permitting origination rates on these loans to remain unaffected by general reductions in interest rates. The combination of these events favorably impacted the Company's net interest income and net interest margin during the three months ended September 30, 2009 compared to the three months ended September 30, 2008.

**Interest Income.** Interest income was \$52.1 million during the three months ended September 30, 2009, a decrease of \$418,000 from \$52.5 million during the three months ended September 30, 2008. This resulted primarily from reductions interest income of \$862,000 on MBS and \$263,000 on investment securities, which were partially offset by an increase of \$688,000 in interest income on real estate loans.

The decrease in interest income on MBS resulted from a reduction of \$71.9 million in their average balance during the three months ended September 30, 2009 compared to the three months ended September 30, 2008. The decrease in average balance resulted from \$76.1 million in principal repayments during the period October 2008 through September 2009. The Company has not purchased any MBS since September 30, 2008.

The decrease in interest income on investment securities resulted from a decline of 317 basis points in their average yield as well as a decline of \$5.2 million in their average balance during the comparative period. The decline in average yield reflected reductions in interest received on the pooled bank trust preferred securities. The decline in average balance reflected minimal purchases of these securities from October 2008 through September 2009, which were exceeded by maturities and sales of these securities during the same period.

The increase in interest income on real estate loans resulted from growth in their average balance of \$48.2 million during the three months ended September 30, 2009 compared to the three months ended September 30, 2008, reflecting originations of \$572.1 million during the period October 1 2008 through September 30, 2009, which were partially offset by principal repayments of \$379.5 million and loan sales of \$118.3 million during the same period.

Interest Expense. Interest expense decreased \$4.2 million, to \$23.1 million, during the three months ended September 30, 2009, from \$27.3 million during the three months ended September 30, 2008. The decline resulted from reductions in interest expense of \$2.3 million on money market accounts, \$820,000 on CDs, \$428,000 on interest bearing checking accounts, and \$434,000 on borrowed funds.

The decrease in interest expense on money market accounts resulted from a decline of 162 basis points in their average cost, as the Bank lowered offering rates on money market accounts during the period October 2008 through September 2009 in response to the significant reduction in benchmark short-term interest rates that occurred throughout 2008 and remained in effect during the first nine months of 2009. Similarly, the decline in interest expense on CDs resulted primarily from a decrease of 56 basis points in their average cost during the three months ended September 30, 2009 compared to the three months ended September 30, 2008, and the decline in interest expense on interest bearing checking accounts reflected a decline of 166 basis points in their average cost during the comparative period. The decline in these average costs reflected lower offering rates during the three months ended



September 30, 2009 compared to the three months ended September 30, 2008, as short-term market interest rates, which influence the pricing of both CDs and interest bearing checking accounts, declined significantly throughout 2008, and remained near zero during the first nine months of 2009. The decline in interest expense on borrowed funds reflected a decline of \$122.7 million in their average balance during the comparative period. The Company added REPOS and FHLB NY advances throughout most of 2008 in order to fund operational requirements and help maintain pricing discipline on deposits. As competitive pricing on deposits eased significantly during the first nine months of 2009, a portion of these borrowings were not renewed upon maturity.

**Provision for Loan Losses.** The provision for loan losses was \$3.8 million during the three months ended September 30, 2009, an increase of \$3.2 million over the provision of \$596,000 recorded during the three months ended September 30, 2008. This increase reflected the increase in non-accrual and other problem loans from September 30, 2008 to September 30, 2009, deteriorating conditions in the Bank's local real estate marketplace that resulted in higher estimated loan loss reserves on these non-accrual and other problem loans, and, to a lesser extent, growth in the real estate loan portfolio from September 2008 through September 2009.

**Non-Interest Income.** Total non-interest income increased \$427,000 from the three months ended September 30, 2008 to the three months ended September 30, 2009. Within non-interest income, an increase of \$970,000 in mortgage banking income was partially offset by the recognition of \$556,000 of credit-related OTTI charges on trust preferred investment securities during the three months ended September 30, 2009. (See Note 10 to the Condensed Consolidated Financial Statements for a further discussion of the OTTI charge). The increase in mortgage banking income resulted primarily from the absence of charges to increase the liability for the First Loss Position on loans sold with recourse to FNMA during the three months ended September 30, 2009, as the Bank recorded a charge to mortgage banking income of \$1.7 million during the three months ended September 30, 2008 for an increase to this liability.

**Non-Interest Expense.** Non-interest expense was \$13.6 million during the three months ended September 30, 2009, an increase of \$728,000 from \$12.9 million during the three months ended September 30, 2008.

Salaries and employee benefits increased \$561,000 during the comparative period as a result of higher expenses associated with the Employee Retirement Plan (caused by a reduction in the projected future earnings of the plan assets due to a decline in their value during the recent economic downturn), as well as a \$113,000 reduction in the offset to salaries for capitalized loan origination salary costs during the three months ended September 30, 2009 compared to the three months ended September 30, 2008 (reflecting lower loan origination levels during the comparative period). Occupancy and equipment expense increased by \$111,000 during the comparative period, reflecting the opening of the Brooklyn Heights branch in late 2008 and the acquisition of a building in late 2008 intended for future operational use. Federal deposit insurance costs increased \$599,000 during the comparative period as a result of ongoing increases in such costs resulting from recent FDIC DIF re-capitalization plans. Other operating expenses declined \$359,000, primarily as a result of reduced professional fees.

Non-interest expense was 1.39% of average assets during the three months ended September 30, 2009, compared to 1.36% during the three months ended September 30, 2008, reflecting the \$728,000 increase in non-interest expense.

**Income Tax Expense.** Income tax expense increased \$340,000 during the three months ended September 30, 2009 compared to the three months ended September 30, 2008. The impact of reconciling the tax returns for December 31, 2008 increased the book income tax rate for the quarter ended September 30, 2009 to 39.1%, compared to its customary rate of 37%, which was the approximate actual rate during the three months ended September 30, 2008.

Comparison of Operating Results for the Nine Months Ended September 30, 2009 and 2008

General. Net income was \$18.1 million during the nine months ended September 30, 2009, a decline of \$4.6 million from net income of \$22.7 million during the nine months ended September 30, 2008. During the comparative period, the provision for loan losses increased \$7.7 million, non-interest income declined \$5.8 million and non-interest expense increased \$5.1 million, while net interest income increased \$11.9 million, resulting in a reduction in pre-tax income of \$6.7 million. Income tax expense decreased \$2.1 million during the comparative period due to the decline in pre-tax earnings.

Net Interest Income. The discussion of net interest income for the nine months ended September 30, 2009 and 2008 presented below should be read in conjunction with the following tables, which set forth certain information related to the condensed consolidated statements of operations for those periods, and which also present the average yield on assets and average cost of liabilities for the periods indicated. The average yields and costs were derived by dividing income or expense by the average balance of their related assets or liabilities during the periods represented. Average balances were derived from average daily balances. The yields include fees that are considered adjustments to yields.

## Analysis of Net Interest Income

|                                                                     | Nine Months Ended September 30, |           |                           |                    |           |                           |
|---------------------------------------------------------------------|---------------------------------|-----------|---------------------------|--------------------|-----------|---------------------------|
|                                                                     | 2009                            |           |                           | 2008               |           |                           |
|                                                                     | Average<br>Balance              | Interest  | Average<br>Yield/<br>Cost | Average<br>Balance | Interest  | Average<br>Yield/<br>Cost |
| (Dollars In Thousands)                                              |                                 |           |                           |                    |           |                           |
| <b>Assets:</b>                                                      |                                 |           |                           |                    |           |                           |
| <b>Interest-earning assets:</b>                                     |                                 |           |                           |                    |           |                           |
| Real estate loans                                                   | \$3,270,839                     | \$144,412 | 5.89%                     | \$3,039,071        | \$134,947 | 5.92%                     |
| Other loans                                                         | 1,633                           | 110       | 8.98                      | 1,785              | 126       | 9.41                      |
| MBS                                                                 | 269,911                         | 8,997     | 4.44                      | 271,525            | 9,196     | 4.52                      |
| Investment securities                                               | 21,521                          | 515       | 3.19                      | 33,822             | 1,412     | 5.57                      |
| Federal funds sold and other<br>short-term investments              | 223,412                         | 2,170     | 1.30                      | 127,650            | 4,325     | 4.52                      |
| Total interest-earning assets                                       | 3,787,316                       | \$156,204 | 5.50%                     | 3,473,853          | \$150,006 | 5.76%                     |
| Non-interest earning assets                                         | 200,533                         |           |                           | 181,581            |           |                           |
| Total assets                                                        | \$3,987,849                     |           |                           | \$3,655,434        |           |                           |
| <b>Liabilities and Stockholders' Equity:</b>                        |                                 |           |                           |                    |           |                           |
| <b>Interest-bearing liabilities:</b>                                |                                 |           |                           |                    |           |                           |
| Interest bearing checking accounts                                  | \$109,479                       | \$843     | 1.03%                     | \$87,909           | \$1,596   | 2.43%                     |
| Money Market accounts                                               | 722,013                         | 7,885     | 1.46                      | 672,256            | 14,476    | 2.88                      |
| Savings accounts                                                    | 286,429                         | 861       | 0.40                      | 275,242            | 1,153     | 0.56                      |
| CDs                                                                 | 1,074,231                       | 25,497    | 3.17                      | 993,715            | 28,122    | 3.78                      |
| Borrowed Funds                                                      | 1,291,274                       | 41,720    | 4.32                      | 1,164,385          | 37,136    | 4.26                      |
| Total interest-bearing liabilities                                  | 3,483,426                       | \$76,806  | 2.95%                     | 3,193,507          | \$82,483  | 3.45%                     |
| Non-interest bearing checking<br>accounts                           | 99,868                          |           |                           | 91,309             |           |                           |
| Other non-interest-bearing liabilities                              | 122,568                         |           |                           | 99,518             |           |                           |
| Total liabilities                                                   | 3,705,862                       |           |                           | 3,384,334          |           |                           |
| Stockholders' equity                                                | 281,987                         |           |                           | 271,100            |           |                           |
| Total liabilities and stockholders'<br>equity                       | \$3,987,849                     |           |                           | \$3,655,434        |           |                           |
| Net interest income                                                 |                                 | \$79,398  |                           |                    | \$67,523  |                           |
| Net interest spread                                                 |                                 |           | 2.55%                     |                    |           | 2.31%                     |
| Net interest-earning assets                                         | \$303,890                       |           |                           | \$280,346          |           |                           |
| Net interest margin                                                 |                                 |           | 2.80%                     |                    |           | 2.59%                     |
| Ratio of interest-earning assets to<br>interest-bearing liabilities |                                 |           | 108.72%                   |                    |           | 108.78%                   |

## Rate/Volume Analysis

Nine Months Ended September 30, 2009  
Compared to Nine Months  
Ended September 30, 2008  
Increase/ (Decrease) Due  
to:

| Volume | Rate | Total |
|--------|------|-------|
|--------|------|-------|

| (Dollars In thousands)                              |                 |                   |                  |
|-----------------------------------------------------|-----------------|-------------------|------------------|
| <b>Interest-earning assets:</b>                     |                 |                   |                  |
| Real Estate Loans                                   | \$10,220        | (\$755)           | \$9,465          |
| Other loans                                         | (11)            | (5)               | (16)             |
| MBS                                                 | (46)            | (153)             | (199)            |
| Investment securities                               | (404)           | (493)             | (897)            |
| Federal funds sold and other short-term investments | 2,087           | (4,242)           | (2,155)          |
| <b>Total</b>                                        | <b>\$11,846</b> | <b>(\$5,648)</b>  | <b>\$6,198</b>   |
| <b>Interest-bearing liabilities:</b>                |                 |                   |                  |
| Interest bearing checking accounts                  | \$280           | (\$1,033)         | (\$753)          |
| Money market accounts                               | 810             | (7,401)           | (6,591)          |
| Savings accounts                                    | 42              | (334)             | (292)            |
| CDs                                                 | 2,093           | (4,718)           | (2,625)          |
| Borrowed funds                                      | 4,052           | 532               | 4,584            |
| <b>Total</b>                                        | <b>\$7,277</b>  | <b>(\$12,954)</b> | <b>(\$5,677)</b> |
| <b>Net change in net interest income</b>            | <b>\$4,569</b>  | <b>\$7,306</b>    | <b>\$11,875</b>  |

During the nine months ended September 30, 2009, FOMC monetary policies resulted in the maintenance of the overnight federal funds rate in a range of 0.0% to 0.25%. In addition, dislocations in the securitization marketplace for loans secured by multifamily and commercial real estate reduced the overall competition for the Bank's primary loan product, thus permitting origination rates on these loans to remain unaffected by general reductions in interest rates. The combination of these events favorably impacted the Company's net interest income and net interest margin during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008.

**Interest Income.** Interest income was \$156.2 million during the nine months ended September 30, 2009, an increase of \$6.2 million from \$150.0 million during the nine months ended September 30, 2008. This resulted primarily from increases in interest income of \$9.5 million on real estate loans, that was partially offset by declines of \$2.2 million on federal funds sold and other short-term investments and \$897,000 on investment securities

The increase in interest income on real estate loans resulted from growth in their average balance of \$231.8 million during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008, reflecting originations of \$572.1 million during the period October 1, 2008 through September 30, 2009, which was partially offset by principal repayments of \$379.5 million and loan sales of \$118.3 million during the same period.

The decrease in interest income on federal funds sold and other short-term investments resulted from a decline of 322 basis points in their average yield (reflecting lower federal funds and benchmark short-term interest rates during the nine months ended September 30, 2009 as a result of FOMC monetary policy actions), which was partially offset by an increase of \$95.8 million in their average balance during the comparative period. The increase in average balance reflected management's preference to retain funds in highly liquid short-term investments during the nine months ended September 30, 2009. The decline in interest income on investment securities reflected reductions of both \$12.3 million in their average balance and 238 basis points in their average yield. The decline in average yield reflected lower interest rates that resulted from FOMC monetary policy actions as well as reductions in interest income received in the Bank's pooled bank trust preferred investments. The decline in their average balance reflected management's preference to curtail purchases of these assets throughout much of the nine months ended September 30, 2009.

**Interest Expense.** Interest expense decreased \$5.7 million, to \$76.8 million, during the nine months ended September 30, 2009, from \$82.5 million during the nine months ended September 30, 2008. The decline resulted from reductions in interest expense of \$6.6 million on money market accounts, \$2.6 million on CDs, and \$753,000 on interest bearing checking accounts, which were partially offset by increased interest expense of \$4.6 million on borrowed funds.

The decrease in interest expense on money market accounts resulted from a decline of 142 basis points in their average cost, as the Bank lowered offering rates on money market accounts during the period October 2008 through September 2009 in response to the significant reduction in benchmark short-term interest rates that occurred throughout 2008 and remained in effect during the first nine months of 2009. Similarly, the decline in interest expense on CDs resulted primarily from a decrease of 61 basis points in their average cost during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008, and the decline in interest expense on interest bearing checking accounts reflected a decline of 140 basis points in their average cost during the comparative period. The decline in these average costs reflected lower offering rates during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008, as short-term market interest rates, which influence the pricing of both CDs and interest bearing checking accounts, declined significantly throughout 2008, and remained near zero during the first nine months of 2009.

The increase in interest expense on borrowed funds resulted from \$126.9 million of growth in their average balance during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008, as the Company added REPOS and FHLB NY advances throughout 2008 in order to fund operational requirements and help maintain pricing discipline on deposits.

Provision for Loan Losses. The provision for loan losses was \$8.7 million during the nine months ended September 30, 2009, an increase of \$7.7 million over the provision of \$966,000 recorded during the nine months ended September 30, 2008. This increase reflected the increase in non-accrual and other problem loans from September 30, 2008 to September 30, 2009, along with deteriorating conditions in the Bank's local real estate marketplace that resulted in higher estimated loan loss reserves on these non-accrual and other problem loans.

Non-Interest Income. Total non-interest income declined \$5.8 million from the nine months ended September 30, 2008 to the nine months ended September 30, 2009. During the nine months ended September 30, 2009, the Company recognized \$6.5 million of credit-related OTTI charges on trust preferred and equity mutual fund investment securities. The Company did not recognize any OTTI charges during the nine months ended September 30, 2008. (See Note 10 to the Condensed Consolidated Financial Statements for a further discussion of the OTTI charges). Partially offsetting this was an increase in net mortgage banking income of \$342,000 during the comparative period, and a \$468,000 increase in net gain on the sale of investment securities and OREO. The increase in mortgage banking income resulted primarily from a reduction of \$625,000 in the required charges to increase the liability for the First Loss Position on loans sold with recourse to FNMA (reflecting a more favorable condition of problem loans within the pool), that was partially offset by a decline of \$349,000 in gains on loans sold (reflecting lower sales volume).

The increase in the net gain on the sale of investment securities and OREO reflected a gain of \$431,000 recognized in the first quarter of 2009 on the sale of the Bank's portfolio of municipal securities (which was partially offset by a loss of \$92,000 on the sale of OREO recognized in the second quarter), compared to a loss of \$129,000 recognized during the second quarter of 2008 on the sale of OREO.

**Non-Interest Expense.** Non-interest expense was \$42.6 million during the nine months ended September 30, 2009, an increase of \$5.1 million from \$37.5 million during the nine months ended September 30, 2008.

Salaries and employee benefits increased \$1.7 million during the comparative period as a result of \$1.2 million of higher expenses associated with the reduction in the funded status of the Employee Retirement Plan, as well as a \$725,000 reduction in the offset to salaries for capitalized loan origination salary costs during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008 (reflecting lower loan origination levels during the comparative period). Occupancy and equipment expense increased by \$744,000 during the comparative period, reflecting the opening of the Brooklyn Heights branch in late 2008 and the acquisition of a building in late 2008 intended for future operational use. Federal deposit insurance costs increased \$3.9 million during the comparative period as a result of a special insurance assessment of \$1.8 million incurred as of September 30, 2009, as well as ongoing increases in such costs resulting from recent FDIC Bank Insurance Fund re-capitalization plans. Other operating expenses declined \$1.2 million, primarily as a result of reduced marketing and professional fees.

Non-interest expense was 1.42% of average assets during the nine months ended September 30, 2009, compared to 1.37% during the nine months ended September 30, 2008. This increase reflected the substantial increase in FDIC insurance expense during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008.

**Income Tax Expense.** Income tax expense declined \$2.1 million during the nine months ended September 30, 2009 compared to the nine months ended September 30, 2008, due primarily to a reduction of \$6.7 million in pre-tax income during the period. The Company's customary consolidated effective tax rate approximates 37%. The impact of the previously discussed OTTI charges on investment securities reduced the actual effective tax rate for the nine months ended September 30, 2009 to 36%, while the combination of a non-recurring reduction of \$662,000 in the reserve for unrecognized tax benefits and a reduction of \$275,000 in recorded income tax expense related to the completion of the September 30, 2007 tax returns lowered the effective tax rate to 35% during the nine months ended September 30, 2008.

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

Quantitative and qualitative disclosures about market risk were presented at December 31, 2008 in Item 7A of the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2009. The following is an update of the discussion provided therein.

**General.** Virtually all of the Company's market risk continues to reside at the Bank level. The Bank's largest component of market risk remains interest rate risk. The Company is not subject to foreign currency exchange or commodity price risk. At September 30, 2009, the Company owned no trading assets, nor did it conduct transactions involving derivative instruments requiring bifurcation in order to hedge interest rate or market risk.

**Assets, Deposit Liabilities and Wholesale Funds.** There was no material change in the composition of assets, deposit liabilities or wholesale funds from December 31, 2008 to September 30, 2009.

Interest Sensitivity Gap. There was no material change in the computed one-year interest sensitivity gap from December 31, 2008 to September 30, 2009.

Interest Rate Risk Exposure (Net Portfolio Value) Compliance. At September 30, 2009, the Bank continued to monitor the impact of interest rate volatility upon net interest income and net portfolio value ("NPV") in the same manner as at December 31, 2008. There were no changes in the Board-approved limits of acceptable variance in the effect of interest rate fluctuations upon net interest income and NPV at September 30, 2009 compared to December 31, 2008.

The analysis that follows presents the estimated NPV resulting from market interest rates prevailing at a given quarter-end ("Pre-Shock Scenario"), and under four other interest rate scenarios (each a "Rate Shock Scenario") represented by immediate, permanent, parallel shifts in interest rates from those observed at September 30, 2009 and December 31, 2008. The analysis additionally presents a measurement of the interest rate sensitivity at September 30, 2009 and December 31, 2008. Interest rate sensitivity is measured by the basis point changes in the various NPV ratios ("NPV Ratios") from the Pre-Shock Scenario to the Rate Shock Scenarios. NPV Ratios represent the NPV as a percentage of the total value of assets determined under each respective Pre- and Rate Shock Scenario. An increase in the NPV Ratio is considered favorable, while a decline is considered unfavorable.



|                     | At September 30, 2009  |               |                   |           |                                 | At December 31, 2008 |           |                                 |                                |  |
|---------------------|------------------------|---------------|-------------------|-----------|---------------------------------|----------------------|-----------|---------------------------------|--------------------------------|--|
|                     | Net Portfolio Value    |               |                   | NPV Ratio | Basis Point Change in NPV Ratio | NPV                  |           | Basis Point Change in NPV Ratio | Board Approved NPV Ratio Limit |  |
|                     | Dollar Amount          | Dollar Change | Percentage Change |           |                                 | Dollar Amount        | NPV Ratio |                                 |                                |  |
|                     | (Dollars in thousands) |               |                   |           |                                 |                      |           |                                 |                                |  |
| Rate Shock Scenario |                        |               |                   |           |                                 |                      |           |                                 |                                |  |
| + 200 Basis Points  | \$357,395              | \$(37,707)    | -9.57%            | 9.21%     | (68)                            | \$236,751            | 6.02%     | (126)                           | 5.0%                           |  |
| + 100 Basis Points  | 383,863                | (11,302)      | -2.87             | 9.73      | (15)                            | 270,905              | 6.77      | (51)                            | 6.0                            |  |
| Pre-Shock Scenario  | 395,206                | -             | -                 | 9.89      | -                               | 296,834              | 7.28      | -                               | 7.0                            |  |
| - 100 Basis Points  | 382,984                | (12,255)      | -3.09             | 9.50      | (39)                            | 312,334              | 7.54      | 26                              | 7.0                            |  |
| - 200 Basis Points  | N/A                    | N/A           | N/A               | N/A       | N/A                             | N/A                  | N/A       | N/A                             | 7.0                            |  |

The NPVs presented above incorporate some asset and liability values derived from the Bank's valuation model, such as those for mortgage loans and time deposits, and some asset and liability values that are provided by reputable independent sources, such as values for the Bank's MBS and CMO portfolios, as well as its putable borrowings. The Bank's valuation model makes various estimates regarding cash flows from principal repayments on loans and passbook deposit decay rates at each level of interest rate change. The Bank's estimates for loan repayment levels are influenced by the recent history of prepayment activity in its loan portfolio as well as the interest rate composition of the existing portfolio, especially vis-à-vis the existing interest rate environment. In addition, the Bank considers the amount of fee protection inherent in the loan portfolio when estimating future repayment cash flows. Regarding passbook deposit decay rates, the Bank tracks and analyzes the decay rate of its passbook deposits over time and over various interest rate scenarios and then makes estimates of its passbook deposit decay rate for use in the valuation model. No matter the care and precision with which the estimates are derived, however, actual cash flows for passbooks, as well as loans, could differ significantly from the Bank's estimates, resulting in significantly different NPV calculations.

The Bank also generates a series of spot discount rates that are integral to the valuation of the projected monthly cash flows of its assets and liabilities. The Bank's valuation model employs discount rates that are representative of prevailing market rates of interest, with appropriate adjustments it believes are suited to the heterogeneous characteristics of the Bank's various asset and liability portfolios.

The Pre-Shock Scenario NPV increased from \$296.8 million at December 31, 2008 to \$395.2 million at September 30, 2009. The NPV Ratio at September 30, 2009 was 9.89% in the Pre-Shock Scenario, an increase from the NPV Ratio of 7.28% in that Scenario at December 31, 2008. The increase in the Pre-Shock Scenario NPV was due primarily to both an increase in the valuation of multifamily loans (reflecting lower marketplace offering rates on such loans at September 30, 2009 compared to December 31, 2008), and a decline in the valuation of borrowings (which positively impacts NPV) that resulted from higher quoted interest rates from the FHLBNY for comparable borrowings at September 30, 2009 compared to December 31, 2008. The increase in the Pre-Shock Scenario NPV Ratio reflected the \$98.4 million increase in the Pre-Shock Scenario NPV from December 31, 2008 to September 30, 2009.

The Bank's +200 basis point Rate Shock Scenario NPV increased from \$236.8 million at December 31, 2008 to \$357.4 million at September 30, 2009. The increase resulted primarily from a more favorable valuation of multifamily loans at September 30, 2009 compared to December 31, 2008, reflecting a decline in their estimated term to next interest rate repricing at September 30, 2009 compared to December 31, 2008. Assets with a reduced term to next interest rate repricing generate a more favorable NPV in a rising rate interest rate environment. As a result, the decline in the NPV of total assets from the Pre-Shock Scenario to the +200 basis point Rate Shock Scenario was lower at September 30, 2009 than December 31, 2008. In addition, the average term to maturity of the Bank's CDs increased from December 31, 2008 to September 30, 2009 as a result of both runoff of shorter-term promotional CDs gathered in late 2008 as well as successful efforts to gather CDs with maturities of 3 to 5 years during the nine months ended September 30, 2009. The increase in the average term to maturity or repricing of interest bearing liabilities (such as CDs) has a positive impact upon the +200 basis point Rate Shock Scenario NPV.

The NPV Ratio was 9.21% in the +200 basis point Rate Shock Scenario at September 30, 2009, an increase from the NPV Ratio of 6.02% in the +200 basis point Rate Shock Scenario at December 31, 2008. The increase reflected the aforementioned increase in the +200 basis point Rate Shock Scenario NPV during the comparative period.

At September 30, 2009, the interest rate sensitivity in the +200 basis point Rate Shock Scenario was negative 68 basis points, compared to interest rate sensitivity of negative 126 basis points in the +200 basis point Rate Shock Scenario at December 31, 2008. The reduction in sensitivity was due primarily to a combination of less sensitivity in the valuation of both multifamily loans and CDs, as well as a larger increase in the deposit intangible value in the +200 basis point Rate Shock Scenario at September 30, 2009 compared to December 31, 2008 (reflecting lower market deposit offering rates at September 30, 2009 compared to December 31, 2008).

#### Item 4. Controls and Procedures

Management of the Company, with the participation of its Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness as of September 30, 2009, of the Company's disclosure controls and

procedures, as defined in Rules 13a-15(e) and 15(d)-15(e) under the Exchange Act. Based upon this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2009 in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Security and Exchange Commission's rules and forms.

#### Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting that occurred during the Company's last fiscal quarter 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

In the ordinary course of business, the Company is routinely named as a defendant in or party to various pending or threatened legal actions or proceedings. Certain of these matters may seek substantial monetary damages. In the opinion of management, the Company is involved in no actions or proceedings that will have a material adverse impact on its financial condition and results of operations.

### Item 1A. Risk Factors

The Company's business may be adversely affected by conditions in the financial markets and economic conditions generally.

The United States continues to be in a recession. Business activity across a wide range of industries and regions is greatly reduced and individuals, local governments and many businesses are experiencing serious financial difficulty.

The Company has been materially and adversely affected by significant declines in the values of nearly all asset classes. Declining asset values, defaults on mortgages and consumer loans, and the lack of market and investor confidence, as well as other factors, have all combined to decrease the availability of liquidity. Some banks and other lenders have suffered significant losses. The foregoing has significantly weakened the strength and liquidity of many financial institutions worldwide.

The Company's financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, is highly dependent upon the business environment in the markets where the Company operates, in the New York metropolitan area and in the United States as a whole. The business environment continues to deteriorate for many of the Bank's borrowers. It is expected that the business environment in the New York metropolitan area, the United States and worldwide will continue to deteriorate for the foreseeable future. There can be no assurance that these conditions will improve in the near term. Such conditions adversely affected and may continue to adversely affect the credit quality of the Bank's loans, results of operations and financial condition.

The Bank's focus on multifamily and commercial real estate lending may subject it to greater risk of an adverse impact on operations from a decline in the economy.

The credit quality of the Bank's portfolio can have a significant impact on the Company's earnings, results of operations and financial condition. The majority of loans in the Bank's portfolio are secured by multifamily residential

property. Multifamily loans have traditionally been viewed as exposing lenders to a greater risk of loss than one- to four-family residential loans, due to the following concerns: 1) They typically involve higher loan principal amounts and thus expose the Bank to a greater potential impact of losses from any one loan or concentration of loans to one borrower relative to the size of the Bank's capital position; and 2) their borrowers often own several properties, and often a borrower experiencing financial difficulties in connection with one income producing property may default on all of his or her outstanding loans, even if the properties securing the other loans are generating positive cash flow. See "Part I. Item 3. Quantitative and Qualitative Disclosures About Market Risk" for a further discussion.

As part of the Company's strategic plan, it increased its emphasis on commercial real estate loans from 2002 through 2007. Loans secured by commercial real estate are generally larger and involve a greater degree of risk than one- to four-family and multifamily residential mortgage loans. Because payments on loans secured by commercial real estate are often dependent upon successful operation or management of the collateral properties, repayment of such loans is generally subject to a greater extent to prevailing conditions in the real estate market or the economy. Further, the collateral securing such loans may depreciate over time, may be difficult to appraise and may fluctuate in value based upon the success of the business.

Multifamily and commercial real estate loans additionally involve a greater risk than one- to four- family residential mortgage loans because economic and real estate conditions, and government regulations such as rent control and rent stabilization laws, which are outside the control of the borrower or the Bank, could impair the value of the security for the loan or the future cash flow of such properties. As a result, rental income might not rise

sufficiently over time to satisfy increases in the loan rate at repricing or increases in overhead expenses (i.e., utilities, taxes, etc.). Impaired loans are thus difficult to identify before they become problematic. In addition, if the cash flow from a collateral property is reduced (e.g., if leases are not obtained or renewed), the borrower's ability to repay the loan and the value of the security for the loan may be impaired.

In addition, in deciding whether to extend credit or enter into other transactions, the Bank may rely on information furnished by or on behalf of a customer and counterparties, including financial statements, credit reports and other financial information. Reliance on inaccurate or misleading financial information could have a material adverse impact on the Company's business and, in turn, its financial condition and results of operations.

The Company is dependent on economic and real estate conditions and geographic concentration in its market area.

The Bank gathers deposits primarily from the communities and neighborhoods in close proximity to its branches. The Bank lends primarily in the NYC metropolitan area, although its overall lending area is much larger, and extends approximately 150 miles in each direction from its corporate headquarters in Brooklyn. The majority of the Bank's mortgage loans are secured by properties located in its primary lending area, approximately 75% of which are located in the NYC boroughs of Brooklyn, Queens and Manhattan. As a result of this geographic concentration, the Bank's results of operations depend largely upon economic conditions in this area. A deterioration in economic conditions or increase in unemployment in the NYC metropolitan area could have a material adverse impact upon the quality of the Bank's loan portfolio and the demand for its products and services, and, accordingly, on the Company's results of operations, cash flows, business, financial condition and prospects.

Conditions in the real estate markets in which the collateral for the Bank's mortgage loans are located strongly influence the level of the Bank's non-performing loans and the value of its collateral. Real estate values are affected by, among other items, fluctuations in general or local economic conditions, supply and demand, changes in governmental rules or policies, the availability of loans to potential purchasers and acts of nature. Declines in real estate markets have in the past, and may in the future, negatively impact the Company's results of operations, cash flows, business, financial condition and prospects.

The Bank's allowance for loan losses may be insufficient.

The Bank's allowance for loan losses is maintained at a level considered adequate by management to absorb losses inherent in its loan portfolio. The amount of inherent loan losses which could be ultimately realized is susceptible to changes in economic, operating and other conditions, including changes in interest rates, that could be beyond the Bank's control. Such losses could exceed current estimates. Although management believes that the Bank's allowance for loan losses is adequate, there can be no assurance that the allowance will be sufficient to satisfy actual loan losses should such losses be realized. Any increases in the allowance for loan losses will result in a decrease in net income and, possibly, capital, and may have a material adverse effect on the Bank's financial condition and results of operations.

Increases in interest rates may reduce the Company's profitability.

The Bank's primary source of income is its net interest income, which is the difference between the interest income earned on its interest earning assets and the interest expense incurred on its interest bearing liabilities. The one-year interest rate sensitivity gap is the difference between interest rate sensitive assets maturing or repricing within one year and interest rate sensitive liabilities maturing or repricing within one year, expressed as a percentage of total assets. In a rising interest rate environment, an institution with a negative gap would generally be expected, absent the effects of other factors, to experience a greater increase in its cost of liabilities relative to its yield on assets, and thus decrease its net interest income.

Based upon historical experience, if interest rates were to rise, the Bank would expect the demand for multifamily loans to decline. Decreased loan origination volume would likely negatively impact the Bank's interest income. In addition, if interest rates were to rise rapidly and result in an economic decline, the Bank would expect its level of non-performing loans to increase. Such an increase in non-performing loans may result in an increase to the allowance for loan losses and possible increased charge-offs, which would negatively impact the Company's net income.

Further, the actual amount of time before mortgage loans and MBS are repaid can be significantly impacted by changes in mortgage redemption rates and market interest rates. Mortgage prepayment, satisfaction and refinancing rates will vary due to several factors, including the regional economy in the area where the underlying mortgages were originated, seasonal factors, and other demographic variables. However, the most significant factors affecting prepayment, satisfaction and refinancing rates are prevailing interest rates, related mortgage refinancing opportunities and competition. The level of mortgage and MBS prepayment, satisfaction and refinancing activity impacts the Company's earnings due to its effect on fee income earned on prepayment and refinancing activities, along with liquidity levels the Company will experience to fund new investments or ongoing operations.

As a federally-chartered savings bank, the Bank is required to monitor changes in its NPV, which is the difference between the estimated market value of its assets and liabilities. In addition, the Bank monitors its NPV ratio, which is the NPV divided by the estimated market value of total assets. The NPV ratio can be viewed as a corollary to the Bank's capital ratios. To monitor its overall sensitivity to changes in interest rates, the Bank simulates the effect

of instantaneous changes in interest rates of up to 200 basis points on its assets and liabilities. Interest rates do and will continue to fluctuate, and the Bank cannot predict future FOMC actions or other factors that will cause interest rates to vary.

The Company is subject to uncertain risks related to changes in laws, government regulation and monetary policy.

The Holding Company and the Bank are subject to extensive supervision, regulation and examination by the OTS, as the Bank's chartering agency, and the FDIC, as its deposit insurer. Such regulation limits the manner in which the Holding Company and Bank conduct business, undertake new investments and activities and obtain financing. This regulation is designed primarily for the protection of the deposit insurance funds and the Bank's depositors, and not to benefit the Bank or its creditors. The regulatory structure also provides the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to capital levels, the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Failure to comply with applicable laws and regulations could subject the Holding Company and Bank to regulatory enforcement action that could result in the assessment of significant civil money penalties against the Holding Company and Bank. For further information regarding the laws and regulations that affect the Holding Company and the Bank, see "Item 1. Business - Regulation - Regulation of Federal Savings Associations," and "Item 1. Business - Regulation - Regulation of Holding Company" in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed on March 16, 2009.

The fiscal and monetary policies of the federal government and its agencies could have a material adverse effect on the Company's results of operations. The Board of Governors of the Federal Reserve System regulates the supply of money and credit in the United States. Its policies determine in significant part the cost of funds for lending and investing and the return earned on those loans and investments, both of which affect the net interest margin. Government action can materially decrease the value of the Company's financial assets, such as debt securities, mortgages and MSR. Governmental policies can also adversely affect borrowers, potentially increasing the risk that they may fail to repay their loans. Changes in Federal Reserve Board or governmental policies are beyond the Company's control and difficult to predict; consequently, the impact of these changes on the Company's activities and results of operations is difficult to predict.

Financial institution regulation has been the subject of significant legislation in recent years, and may be the subject of further significant legislation in the future, none of which is within the control of the Holding Company or the Bank. Significant new laws or changes in, or repeals of, existing laws may cause the Company's results of operations to differ materially. Further, federal monetary policy, particularly as implemented through the OTS, significantly affects credit conditions for the Company, primarily through open market operations in United States government securities, the discount rate for bank borrowings and reserve requirements for liquid assets. A material change in any of these conditions would have a material impact on the Bank, and therefore, on the Company's results of operations. Increased regulation and oversight will increase the Company's compliance costs and may hinder the Company's ability to introduce new products. Current and potential future increases in FDIC assessments will decrease the Company's earnings.

Competition from other financial institutions in originating loans and attracting deposits may adversely affect profitability.

The Bank operates in a highly competitive industry that could become even more competitive as a result of legislative, regulatory and technological changes, and continued consolidation.

The Bank's retail banking and a significant portion of its lending business are concentrated in the NYC metropolitan area. The NYC banking environment is extremely competitive. The Bank's competition for loans exists principally

from savings banks, commercial banks, mortgage banks and insurance companies. The Bank has faced sustained competition for the origination of multifamily residential and commercial real estate loans. Management anticipates that the current level of competition for multifamily residential and commercial real estate loans will continue for the foreseeable future, and this competition may inhibit the Bank's ability to maintain its current level and pricing of such loans.

Other financial institutions that participate in the TARP Capital Purchase Program and the TLGP may have a source of funding that costs less than market-rate funding available to the Company. The Company has declined to participate in both the TARP Capital Purchase Program and the TLGP. The Bank's cost of borrowing may be higher than competitors with weaker balance sheets but with government backing. The Bank's cost of funding may make it difficult for it to compete with its government-backed competitors.

Clients could pursue alternatives to the Bank's deposits, causing the Bank to lose a relatively inexpensive source of funding. The Bank gathers deposits in direct competition with commercial banks, savings banks and brokerage firms, many among the largest in the nation. In addition, it must also compete for deposit monies against the stock markets, mutual funds, and other securities. Over the previous decade, consolidation in the financial services industry, coupled with the emergence of Internet banking, has altered the deposit gathering landscape and may increase competitive pressures on the Bank.

The Bank may not be able to meet the cash flow requirements of its depositors and borrowers or meet its operating cash needs.



Liquidity is the ability to meet cash flow needs on a timely basis at a reasonable cost. The liquidity of the Bank is used to make loans and repay deposit liabilities as they become due or are demanded by customers. Liquidity policies and limits are established by the board of directors. The Holding Company's overall liquidity position and the liquidity position of the Bank are regularly monitored to ensure that various alternative strategies exist to cover unanticipated events that could affect liquidity. Funding sources include deposits, repayments of loans and MBS, investment security maturities and redemptions, advances from the FHLBNY and REPOS. The Bank maintains a portfolio of securities that can be used as a secondary source of liquidity. The Bank also can borrow through the Federal Reserve Bank's discount window. If the Bank was unable to access any of these funding sources when needed, it might be unable to meet customers' needs, which could adversely impact the Company's financial condition, results of operations, cash flows, and level of regulatory-qualifying capital.

The soundness of other financial institutions could adversely affect the Company.

The Company's ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. The Company has exposure to many different industries and counterparties. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by the Company or by other institutions. There is no assurance that any such losses would not materially and adversely affect the Company's results of operations.

Negative public opinion could damage the Company's reputation and adversely impact its business and revenues.

As a financial institution, the Bank's earnings and capital are subject to risks associated with negative public opinion. Negative public opinion could result from the Company's actual or alleged conduct in any number of activities, including lending practices, the failure of any product or service sold by the Bank to meet customers' expectations or applicable regulatory requirements, corporate governance and acquisitions, or from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect the Company's ability to attract and/or retain clients and can expose the Company to litigation and regulatory action. Actual or alleged conduct by one of the Company's businesses can result in negative public opinion about its other businesses. Negative public opinion could also affect the Company's credit ratings, which are important to its access to unsecured wholesale borrowings. Significant changes in these ratings could change the cost and availability of these sources of funding.

The impact of recently enacted and proposed legislation and government programs to stabilize the financial markets cannot be predicted at this time.

On October 3, 2008, former President Bush signed the EESA into law in response to the problems affecting the banking system and financial markets. Pursuant to the EESA, Treasury was granted the authority to, among other things, purchase up to \$700 billion of troubled assets (including mortgages, MBS and certain other financial instruments) from financial institutions for the purpose of stabilizing and providing liquidity to the U.S. financial markets. On October 14, 2008, Treasury, the Federal Reserve Bank ("FRB") and the FDIC issued a joint statement announcing additional steps aimed at stabilizing the financial markets. Initially, Treasury announced the TARP Capital Purchase Program, a \$250 billion voluntary capital purchase program available to qualifying financial institutions that sell preferred shares to Treasury. In addition, the FDIC announced that its Board of Directors, under the authority to prevent "systemic risk" in the U.S. banking system, approved the TLGP, intended to strengthen confidence and encourage liquidity in the banking system by permitting the FDIC to (i) guarantee certain newly issued senior unsecured debt issued by participating institutions under the DGP, and (ii) fully insure non-interest bearing transaction deposit accounts held at participating FDIC-insured institutions, regardless of dollar amount under the TAGP. Third, to further increase access to funding for businesses in all sectors of the economy, the FRB announced further details of its Commercial Paper Funding Facility program ("CPFF"), which provides a broad backstop for the

commercial paper market. The Company does not currently participate in the TAGP, CPP, DGP or CPFF.

On February 10, 2009, in a statement to the Senate Banking Committee Hearing, Treasury Secretary Timothy Geithner outlined a Financial Stability Plan to restore stability to the U.S. financial system. The Financial Stability Plan includes a variety of measures aimed at the broader credit markets and includes the creation of a comprehensive housing program to forestall foreclosures and stabilize the residential mortgage market. In addition, on February 11, 2009, the OTS urged OTS-regulated institutions to suspend foreclosures on owner-occupied homes until the Financial Stability Plan's "home loan modification program" is finalized in the next few weeks. On February 18, 2009, President Obama announced the Administration's Homeowner Affordability and Stability Plan, (the "HASP"). The HASP aims to accomplish the following three key objectives: (i) refinance mortgages of up to 4 to 5 million "responsible homeowners" to prevent additional foreclosures; (ii) provide a \$75 billion initiative to help up to 3 to 4 million "at-risk homeowners" primarily through the use of uniform loan modifications; and (iii) help maintain low mortgage rates by strengthening confidence in FNMA and Freddie Mac. Mortgage lenders may participate in the program on a voluntary basis.

On January 27, 2009, the House Judiciary Committee approved H.R. 200, the "Helping Families Save Their Homes in Bankruptcy Act of 2009" ("Bankruptcy Legislation"). The Bankruptcy Legislation would grant a judge the ability to modify the terms of a mortgage for a homeowner in Chapter 13 bankruptcy. Under the proposed Bankruptcy Legislation, borrowers would be eligible to have a bankruptcy judge reduce the principal balance on their home

loan. If any such borrower resells his or her home within five years, the borrower will be required to share the proceeds with the lender. On April 30, 2009, the Senate rejected a proposed amendment containing language similar to that of the Bankruptcy Legislation by a vote of 45 to 51. However, at a July 23, 2009 Senate Judiciary Committee hearing, discussions were held regarding the proposals in the failed Bankruptcy Legislation.

The Company cannot predict the actual impact that the foregoing or any other governmental program will have on the financial markets. The failure of the financial markets to stabilize and a continuation or worsening of current financial market conditions could materially and adversely affect the Company's business, financial condition, results of operations, access to credit or the trading price of the Holding Company's common stock. In addition, the initiatives of President Obama's administration, and the possible enactment of the Bankruptcy Legislation as proposed, could materially and adversely affect the Company's financial condition and results of operations.

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

(c) The Holding Company did not repurchase any shares of its common stock into treasury during the three months ended September 30, 2009. No existing repurchase programs expired during the three months ended September 30, 2009, nor did the Company terminate any repurchase programs prior to expiration during the quarter. As of September 30, 2009, the Company had an additional 1,124,549 shares remaining eligible for repurchase under its twelfth stock repurchase program, which was publicly announced in June 2007.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit  
Number

|       |                                                                                                                                                                                                            |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3(i)  | Amended and Restated Certificate of Incorporation of Dime Community Bancshares, Inc. (1)                                                                                                                   |
| 3(ii) | Amended and Restated Bylaws of Dime Community Bancshares, Inc. (16)                                                                                                                                        |
| 4.1   | Amended and Restated Certificate of Incorporation of Dime Community Bancshares, Inc. [See Exhibit 3(i) hereto]                                                                                             |
| 4.2   | Amended and Restated Bylaws of Dime Community Bancshares, Inc. (16)                                                                                                                                        |
| 4.3   | Draft Stock Certificate of Dime Community Bancshares, Inc. (2)                                                                                                                                             |
| 4.4   | Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock (3)                                                                                                   |
| 4.7   | Second Amended and Restated Declaration of Trust, dated as of July 29, 2004, by and among Wilmington Trust Company, as Delaware Trustee, Wilmington Trust Company as Institutional Trustee, Dime Community |

- Bancshares, Inc., as Sponsor, the Administrators of Dime Community Capital Trust I and the holders from time to time of undivided beneficial interests in the assets of Dime Community Capital Trust I (8)
- 4.8 Indenture, dated as of March 19, 2004, between Dime Community Bancshares, Inc. and Wilmington Trust Company, as trustee (8)
- 4.9 Series B Guarantee Agreement, dated as of July 29, 2004, executed and delivered by Dime Community Bancshares, Inc., as Guarantor and Wilmington Trust Company, as Guarantee Trustee, for the benefit of the holders from time to time of the Series B Capital Securities of Dime Community Capital Trust I (8)
- 10.1 Amended and Restated Employment Agreement between The Dime Savings Bank of Williamsburgh and Vincent F. Palagiano (15)
- 10.2 Amended and Restated Employment Agreement between The Dime Savings Bank of Williamsburgh and Michael P. Devine (15)
- 10.3 Amended and Restated Employment Agreement between The Dime Savings Bank of Williamsburgh and Kenneth J. Mahon (15)
- 10.4 Employment Agreement between Dime Community Bancorp, Inc. and Vincent F. Palagiano (15)
- 10.5 Employment Agreement between Dime Community Bancorp, Inc. and Michael P. Devine (15)
- 10.6 Employment Agreement between Dime Community Bancorp, Inc. and Kenneth J. Mahon (15)
- 10.7 Form of Employee Retention Agreement by and among The Dime Savings Bank of Williamsburgh, Dime Community Bancorp, Inc. and certain officers (4)
- 10.7(i) Amendment to Form of Employee Retention Agreement by and among The Dime Savings Bank of Williamsburgh, Dime Community Bancorp, Inc. and certain officers (15)

- 10.8 The Benefit Maintenance Plan of Dime Community Bancorp, Inc. (15)
  - 10.9 Severance Pay Plan of The Dime Savings Bank of Williamsburgh (15)
  - 10.10 Retirement Plan for Board Members of Dime Community Bancorp, Inc. (15)
  - 10.11 Dime Community Bancorp, Inc. 1996 Stock Option Plan for Outside Directors, Officers and Employees, as amended by amendments number 1 and 2 (5)
  - 10.12 Recognition and Retention Plan for Outside Directors, Officers and Employees of Dime Community Bancorp, Inc., as amended by amendments number 1 and 2 (5)
  - 10.13 Form of stock option agreement for Outside Directors under Dime Community Bancshares, Inc. 1996 and 2001 Stock Option Plans for Outside Directors, Officers and Employees and the 2004 Stock Incentive Plan. (5)
  - 10.14 Form of stock option agreement for officers and employees under Dime Community Bancshares, Inc. 1996 and 2001 Stock Option Plans for Outside Directors, Officers and Employees and the 2004 Stock Incentive Plan (5)
  - 10.15 Form of award notice for outside directors under the Recognition and Retention Plan for Outside Directors, Officers and Employees of Dime Community Bancorp, Inc. (5)
  - 10.16 Form of award notice for officers and employees under the Recognition and Retention Plan for Outside Directors, Officers and Employees of Dime Community Bancorp, Inc. (5)
  - 10.17 Financial Federal Savings Bank Incentive Savings Plan in RSI Retirement Trust (6)
  - 10.18 Financial Federal Savings Bank Employee Stock Ownership Plan (6)
  - 10.20 Dime Community Bancshares, Inc. 2001 Stock Option Plan for Outside Directors, Officers and Employees (7)
  - 10.21 Dime Community Bancshares, Inc. 2004 Stock Incentive Plan for Outside Directors, Officers and Employees (14)
  - 10.22 Waiver executed by Vincent F. Palagiano (11)
  - 10.23 Waiver executed by Michael P. Devine (11)
  - 10.24 Waiver executed by Kenneth J. Mahon (11)
  - 10.25 Form of restricted stock award notice for officers and employees under the 2004 Stock Incentive Plan (10)
  - 10.26 Employee Retention Agreement between The Dime Savings Bank of Williamsburgh, Dime Community Bancshares, Inc. and Christopher D. Maher (15)
  - 10.27 Form of restricted stock award notice for outside directors under the 2004 Stock Incentive Plan (10)
  - 10.28 Employee Retention Agreement between The Dime Savings Bank of Williamsburgh, Dime Community Bancshares, Inc. and Daniel Harris (15)
  - 10.29 Dime Community Bancshares, Inc. Annual Incentive Plan (15)
  - 10.30 Amendment to the Dime Savings Bank of Williamsburgh 401(K) Plan (15)
  - 10.31 Employee Stock Ownership Plan of Dime Community Bancshares, Inc. and Certain Affiliates (15)
  - 12.1 Computation of ratios of earnings to fixed charges.
  - 31(i).1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)
  - 31(i).2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)
  - 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350
  - 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350
- (1) Incorporated by reference to the registrant's Transition Report on Form 10-K for the transition period ended December 31, 2002 filed on March 28, 2003.
- (2) Incorporated by reference to the registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1998 filed on September 28, 1998.

Edgar Filing: DIME COMMUNITY BANCSHARES INC - Form 10-Q

- (3) Incorporated by reference to the registrant's Current Report on Form 8-K dated April 9, 1998 and filed on April 16, 1998.
- (4) Incorporated by reference to Exhibits to the registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1997 filed on September 26, 1997.
- (5) Incorporated by reference to the registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 1997 filed on September 26, 1997, and the Current Reports on Form 8-K filed on March 22, 2004 and March 29, 2005.
- (6) Incorporated by reference to the registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2000 filed on September 28, 2000.
- (7) Incorporated by reference to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 filed on November 14, 2003.
- (8) Incorporated by reference to Exhibits to the registrant's Registration Statement No. 333-117743 on Form S-4 filed on July 29, 2004.
- (9) Incorporated by reference to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 filed on March 15, 2004.
- (10) Incorporated by reference to the registrant's Current Report on Form 8-K filed on March 22, 2005.
- (11) Incorporated by reference to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 filed on May 10, 2005.

- (12) Incorporated by reference to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed on November 9, 2006.
- (13) Incorporated by reference to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 filed on May 12, 2008.
- (14) Incorporated by reference to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 filed on August 8, 2008.
- (15) Incorporated by reference to the registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed on March 16, 2009.
- (16) Incorporated by reference to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed on May 11, 2009

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.

Dime Community Bancshares, Inc.

Dated: November 9,  
2009

By: /s/ VINCENT F. PALAGIANO

Vincent F. Palagiano  
Chairman of the Board and Chief Executive Officer

Dated: November 9,  
2009

By: /s/ KENNETH J. MAHON

Kenneth J. Mahon  
First Executive Vice President and Chief Financial Officer (Principal  
Accounting Officer)



