

ROMA FINANCIAL CORP  
Form 10-Q  
November 05, 2012

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended

September 30, 2012

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 000-52000

ROMA FINANCIAL CORPORATION  
(Exact name of registrant as specified in its charter)

UNITED STATES  
(State or other jurisdiction of  
Incorporation or organization)

51-0533946  
(I.R.S. Employer  
Identification Number)

2300 Route 33, Robbinsville, New Jersey  
(Address of principal executive offices)

08691  
(Zip Code)

Registrant's telephone  
number, including area  
code:

(609) 223-8300

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

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

Yes [  ] No [  ]

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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 the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one): Large accelerated filer  Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date,  
November 5, 2012:

\$0.10 par value common stock - 30,296,327 shares outstanding

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ROMA FINANCIAL CORPORATION AND SUBSIDIARIES

INDEX

|  | Page<br>Number |
|--|----------------|
| <b>PART I - FINANCIAL INFORMATION</b>  |                |
| Item 1:  |                |
| Financial Statements   |                |
| Consolidated Statements of Financial Condition<br>at September 30, 2012 and December 31, 2011 (Unaudited)                          | 3              |
| Consolidated Statements of Income for the Three and Nine<br>Months Ended<br>September 30, 2012 and 2011 (Unaudited)                | 4              |
| Consolidated Statements of Comprehensive Income for the<br>Three and Nine Months<br>Ended September 30, 2012 and 2011 (Unaudited)  | 5              |
| Consolidated Statements of Changes in Stockholders' Equity<br>for the Nine<br>Months Ended September 30, 2012 and 2011 (Unaudited) | 6              |
| Consolidated Statements of Cash Flows for the Nine<br>Months<br>Ended September 30, 2012 and 2011 (Unaudited)                      | 7              |
| Notes to Consolidated Financial Statements (Unaudited)   | 9              |
| Item 2:  |                |
| Management's Discussion and Analysis of<br>Financial Condition and Results of Operations   | 41             |
| Item 3:  |                |
| Quantitative and Qualitative Disclosure About Market Risk  | 48             |
| Item 4:  |                |
| Controls and Procedures  | 49             |
| <b>PART II - OTHER INFORMATION</b>   |                |
| Item 1:  |                |
| Legal Proceedings  |                |
| Item 1A:   |                |
| Risk Factors   |                |
| Item 2:  |                |
| Unregistered Sales of Equity Securities and Use of Proceeds  |                |
| Item 3:  |                |
| Defaults Upon Senior Securities  |                |

Item 4: Mine Safety Disclosures

Item 5: Other Information

Item 6: Exhibits

SIGNATURES

51

2

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ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION  
(Unaudited)

September 30,  
2012  
(In thousands, except per share data)

December 31,  
2012

| Assets  | September 30,<br>2012 | December 31,<br>2012 |
|---|-----------------------|----------------------|
| Cash and amounts due from depository institutions   | \$ 17,740             | \$ 17,791            |
| Interest-bearing deposits in other banks  | 54,578                | 41,775               |
| Money market funds  | 37,837                | 25,093               |
| Cash and Cash Equivalents   | 110,155               | 84,659               |
| Investment securities available for sale ("AFS") at fair value  | 31,977                | 42,491               |
| Investment securities held to maturity ("HTM") at amortized cost (fair value of \$ 169,746 and \$243,022, respectively) | 167,966               | 241,185              |
| Mortgage-backed securities held to maturity at amortized cost (fair value of \$ 403,724 and \$458,555, respectively)    | 378,644               | 438,523              |
| Loans receivable, net of allowance for loan losses of \$8,122 and \$5,416, respectively                                 | 1,014,864             | 962,389              |
| Real estate and other repossessed assets owned  | 7,905                 | 3,276                |
| Real estate held for sale   | 640                   | 970                  |
| Real estate owned via equity investment   | 3,825                 | 3,905                |
| Premises and equipment, net   | 49,005                | 47,433               |
| Federal Home Loan Bank of New York and ACBB stock   | 8,459                 | 5,798                |
| Accrued interest receivable   | 6,084                 | 6,492                |
| Bank owned life insurance   | 34,292                | 28,852               |
| Goodwill  | 1,826                 | 1,826                |
| Deferred tax asset  | 11,964                | 12,253               |
| Other assets  | 7,487                 | 8,032                |
| <b>Total Assets</b>   | <b>\$ 1,835,093</b>   | <b>\$ 1,888,084</b>  |
| <b>Liabilities and Stockholders' Equity</b>   |                       |                      |
| <b>Liabilities</b>  |                       |                      |
| <b>Deposits:</b>  |                       |                      |
| Non-interest bearing  | \$ 71,966             | \$ 63,766            |
| Interest bearing  | 1,420,519             | 1,511,840            |
| <b>Total deposits</b>   | <b>1,492,485</b>      | <b>1,575,606</b>     |
| Federal Home Loan Bank of New York advances   | 53,287                | 33,316               |
| Securities sold under agreements to repurchase  | 40,000                | 40,000               |
| Subordinated debentures   | -                     | 1,915                |
| Securities purchased and not settled  | 12,000                | -                    |
| Advance payments by borrowers for taxes and insurance   | 3,654                 | 3,064                |
| Accrued interest payable and other liabilities  | 14,888                | 16,188               |
| <b>Total Liabilities</b>  | <b>1,616,314</b>      | <b>1,670,089</b>     |
| <b>Stockholders' Equity</b>   |                       |                      |
| Common stock, \$0.10 par value, 45,000,000 shares authorized, 32,731,875 shares issued;                                 |                       |                      |

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30,183,127 and 30,320,927 shares outstanding at September 30,  
2012 and

|  |              |   |              |
|--|--------------|---|--------------|
| December 31, 2011, respectively                              | 3,274        |   | 3,274        |
| Paid-in capital  | 100,725      |   | 100,310      |
| Retained earnings  | 158,651      |   | 157,669      |
| Unearned shares held by Employee Stock Ownership Plan        | (4,736       | ) | (5,141       |
| Treasury stock, 2,548,748 and 2,410,948 shares, respectively | (36,512      | ) | (35,335      |
| Accumulated other comprehensive loss                         | (4,613       | ) | (4,637       |
| Total Roma Financial Corporation stockholders' equity        | 216,789      |   | 216,140      |
| Noncontrolling interest                                      | 1,990        |   | 1,855        |
| Total Stockholders' Equity                                   | 218,779      |   | 217,995      |
| Total Liabilities and Stockholders' Equity                   | \$ 1,835,093 |   | \$ 1,888,084 |

See notes to consolidated financial statements.

ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

|  | Three Months Ended<br>September 30,<br>2012 |   | 2011                                     |  | Nine Months Ended<br>September 30,<br>2012 |   | 2011                                     |   |
|--|---|---|--|--|--|---|--|---|
|  | (In thousands, except per<br>share data)    |   | (In thousands, except per<br>share data) |  | (In thousands, except per<br>share data)   |   | (In thousands, except per<br>share data) |   |
| <b>Interest Income</b>                                     |   |   |  |  |  |   |  |   |
| Loans, including fees                                      | \$ 11,522                                   |   | \$ 11,675                                |  | \$ 35,402                                  |   | \$ 35,060                                |   |
| Mortgage-backed securities held to maturity                | 3,391                                       |   | 4,375                                    |  | 11,307                                     |   | 13,087                                   |   |
| Investment securities held to maturity                     | 742   |   | 1,956                                    |  | 2,946                                      |   | 6,395                                    |   |
| Securities available for sale                              | 135   |   | 243                                      |  | 370  |   | 784                                      |   |
| Other interest-earning assets                              | 150   |   | 104                                      |  | 400  |   | 346                                      |   |
| <b>Total Interest Income</b>                               | <b>15,940</b>                               |   | <b>18,353</b>                            |  | <b>50,425</b>                              |   | <b>55,672</b>                            |   |
| <b>Interest Expense</b>                                    |   |   |  |  |  |   |  |   |
| Deposits   | 3,248                                       |   | 4,576                                    |  | 10,144                                     |   | 13,924                                   |   |
| Borrowings   | 353   |   | 703                                      |  | 1,986                                      |   | 2,083                                    |   |
| <b>Total Interest Expense</b>                              | <b>3,601</b>                                |   | <b>5,279</b>                             |  | <b>12,130</b>                              |   | <b>16,007</b>                            |   |
| <b>Net Interest Income</b>                                 | <b>12,339</b>                               |   | <b>13,074</b>                            |  | <b>38,295</b>                              |   | <b>39,665</b>                            |   |
| <b>Provision for loan losses</b>                           | <b>2,756</b>                                |   | <b>771</b>                               |  | <b>5,408</b>                               |   | <b>2,884</b>                             |   |
| <b>Net Interest Income after Provision for Loan Losses</b> | <b>9,583</b>                                |   | <b>12,303</b>                            |  | <b>32,887</b>                              |   | <b>36,781</b>                            |   |
| <b>Non-Interest Income</b>                                 |   |   |  |  |  |   |  |   |
| Commissions on sales of title policies                     | 343   |   | 224                                      |  | 859  |   | 698                                      |   |
| Fees and service charges on deposits and loans             | 387   |   | 402                                      |  | 1,246                                      |   | 1,216                                    |   |
| Income from bank owned life insurance                      | 361   |   | 308                                      |  | 1,070                                      |   | 917                                      |   |
| Net gain from sale of mortgage loans originated for sale   | 754   |   | 178                                      |  | 1,552                                      |   | 345                                      |   |
| Net gain from sale of available for sale securities        | 407   |   | 38                                       |  | 420  |   | 78                                       |   |
| Realized gain (loss) on real estate held for sale          | -   |   | -  |  | (3   | ) | -  |   |
| Realized (loss) on real estate owned                       | (258  | ) | -  |  | (262                                       | ) | (107                                     | ) |
| Other  | 495   |   | 404                                      |  | 1,404                                      |   | 993                                      |   |
| <b>Total Non-Interest Income</b>                           | <b>2,489</b>                                |   | <b>1,554</b>                             |  | <b>6,286</b>                               |   | <b>4,140</b>                             |   |
| <b>Non-Interest Expense</b>                                |   |   |  |  |  |   |  |   |
| Salaries and employee benefits                             | 6,372                                       |   | 6,100                                    |  | 19,112                                     |   | 18,287                                   |   |
| Net occupancy expense of premises                          | 1,087                                       |   | 1,200                                    |  | 3,349                                      |   | 3,583                                    |   |
| Equipment  | 970   |   | 872                                      |  | 2,756                                      |   | 2,655                                    |   |
| Data processing fees                                       | 566   |   | 542                                      |  | 1,688                                      |   | 1,724                                    |   |
| Federal Deposit Insurance Premium                          | 381   |   | 190                                      |  | 1,339                                      |   | 1,406                                    |   |
| Advertising  | 203   |   | 274                                      |  | 614  |   | 840                                      |   |
| Commercial and residential loan expense                    | 663   |   | 333                                      |  | 2,123                                      |   | 1,042                                    |   |

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|  |            |            |            |            |
|--|------------|------------|------------|------------|
| Other  | 1,339      | 1,152      | 4,354      | 3,374      |
| Total Non-Interest Expense   | 11,581     | 10,663     | 35,335     | 32,911     |
| Income Before Income Taxes   | 491        | 3,194      | 3,838      | 8,010      |
| Income Taxes   | 122        | 1,031      | 1,083      | 2,551      |
| Net income   | 369        | 2,163      | 2,755      | 5,459      |
| Plus: net gain attributable to the noncontrolling interest             | (24 )      | (26 )      | (98 )      | (80 )      |
| Net Income attributable to Roma Financial Corporation                  | \$345      | \$2,137    | \$2,657    | \$5,379    |
| Net income attributable to Roma Financial Corporation per common share |            |            |            |            |
| Basic and Diluted  | \$.01      | \$.07      | \$.09      | \$.18      |
| Dividends Declared Per Share   | \$.00      | \$.08      | \$.12      | \$.24      |
| Weighted Average Number of Common Shares Outstanding                   |            |            |            |            |
| Basic and Diluted  | 29,751,979 | 29,784,365 | 29,788,312 | 29,745,328 |

See notes to consolidated financial statements.

ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)

|  | Three Months Ended<br>September 30,<br>2012 |   | 2011    |   | Nine Months Ended<br>September 30,<br>2012 |   | 2011    |   |
|--|---|---|---------|---|--|---|---------|---|
|  | (In thousands)                              |   |         |   | (In thousands)                             |   |         |   |
| Net Income   | \$369                                       |   | \$2,163 |   | \$2,755                                    |   | \$5,459 |   |
| Other comprehensive income:  |   |   |         |   |  |   |         |   |
| Unrealized holding gains on available for sale securities:           |   |   |         |   |  |   |         |   |
| Unrealized holding gains (losses) arising during the period          | 242   |   | 791     |   | 536  |   | 1,537   |   |
| Less: reclassification adjustment for (gains) included in net income | (407  | ) | (38     | ) | (420                                       | ) | (78     | ) |
| Net realized gain (loss) on securities available for sale            | (165  | ) | 753     |   | 116  |   | 1,459   |   |
| Tax effect   | 65  |   | (316    | ) | (55  | ) | (614    | ) |
| Other comprehensive income (loss), net of tax                        | (100  | ) | 437     |   | 61   |   | 845     |   |
| Comprehensive income   | \$269                                       |   | \$2,600 |   | \$2,816                                    |   | \$6,304 |   |
| Comprehensive income attributable to the noncontrolling interest     | (29   | ) | (26     | ) | (135                                       | ) | (80     | ) |
| Comprehensive income attributable to Roma Financial Corporation      | \$240                                       |   | \$2,574 |   | \$2,681                                    |   | \$6,224 |   |

See notes to consolidated financial statements.

ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
(Unaudited)  
(In thousands)

|   | Common Stock |          | Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Unearned Other<br>Share Comprehensive<br>Income |            | Treasury<br>Stock | Noncontrolling<br>Interest | Total      |
|---|--------------|----------|--------------------|----------------------|--|------------|-------------------|----------------------------|------------|
|   | Shares       | Amount   |                    |                      | Held<br>By ESOP  | (Loss)     |                   |                            |            |
| Balance<br>December 31,<br>2010                                     | 30,281       | \$ 3,274 | \$ 99,585          | \$ 152,911           | \$ (5,683)   | \$ (3,463) | \$ (35,880)       | \$ 1,732                   | \$ 212,476 |
| Net income for<br>the nine months<br>ended<br>September 30,<br>2011 | -            | -        | -                  | 5,379                | -  | -          | -                 | 80                         | 5,459      |
| Other<br>comprehensive<br>income,<br>net                            | -            | -        | -                  | -                    | -  | 845        | -                 | -                          | 845        |
| Vesting of<br>restricted stock                                      | 40           | -        | (545 )             | -                    | -  | -          | 545               | -                          | -          |
| Dividends<br>declared and<br>paid                                   | -            | -        | -                  | (1,666 )             | -  | -          | -                 | -                          | (1,666 )   |
| Stock-based<br>compensation   | -            | -        | 967                | -                    | -  | -          | -                 | -                          | 967        |
| ESOP shares<br>earned   | -            | -        | 1                  | -                    | 407  | -          | -                 | -                          | 408        |
| Balance<br>September 30,<br>2011                                    | 30,321       | \$ 3,274 | \$ 100,008         | \$ 156,624           | \$ (5,276)   | \$ (2,618) | \$ (35,335)       | \$ 1,812                   | \$ 218,489 |
| Balance<br>December 31,<br>2011                                     | 30,321       | \$ 3,274 | \$ 100,310         | \$ 157,669           | \$ (5,141)   | \$ (4,637) | \$ (35,335)       | \$ 1,855                   | \$ 217,995 |
| Net income for<br>the nine months<br>ended<br>September 30,<br>2012 | -            | -        | -                  | 2,657                | -  | -          | -                 | 98                         | 2,755      |
| Other<br>comprehensive<br>income,<br>net                            | -            | -        | -                  | -                    | -  | 24         | -                 | 37                         | 61         |

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|                             |        |         |           |           |           |           |            |         |           |
|-----------------------------|--------|---------|-----------|-----------|-----------|-----------|------------|---------|-----------|
| Vesting of restricted stock | 49     | -       | (521 )    | -         | -         | -         | 521        | -       | -         |
| Dividends declared and paid | -      | -       | -         | (1,675 )  | -         | -         | -          | -       | (1,675 )  |
| Treasury shares repurchased | (187 ) | -       | -         | -         | -         | -         | (1,698 )   | -       | (1,698 )  |
| Stock-based compensation    | -      | -       | 960       | -         | -         | -         | -          | -       | 960       |
| ESOP shares earned          | -      | -       | (24 )     | -         | 405       | -         | -          | -       | 381       |
| Balance September 30, 2012  | 30,183 | \$3,274 | \$100,725 | \$158,651 | \$(4,736) | \$(4,613) | \$(36,512) | \$1,990 | \$218,779 |

See notes to consolidated financial statements

ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

|  | Nine Months Ended<br>September 30, |           |
|--|------------------------------------|-----------|
|  | 2012                               | 2011      |
| Cash Flows from Operating Activities   |                                    |           |
| Net income   | \$2,755                            | \$5,459   |
| Adjustments to reconcile net income to net cash provided by operating activities:                  |                                    |           |
| Depreciation and amortization  | 1,876                              | 1,820     |
| Amortization of premiums and accretion of discounts on securities                                  | 709                                | 19        |
| Accretion of deferred loan fees and discounts  | (309)                              | (101)     |
| Amortization of net premiums on loans  | 515                                | 609       |
| Amortization of premiums on deposits   | (15)                               | (209)     |
| Amortization of premiums on subordinated debt  | 271                                | -         |
| Gain on sale of securities available for sale  | (420)                              | (78)      |
| Net gain on sale of mortgage loans originated for sale   | (1,552)                            | (345)     |
| Mortgage loans originated for sale   | (41,122)                           | (12,156)  |
| Proceeds from sales of mortgage loans originated for sale  | 42,674                             | 12,501    |
| Net realized loss from sales of real estate owned  | 262                                | 107       |
| Proceeds from sale of real estate held for sale  | 327                                | -         |
| Realized loss on sale of real estate held for sale   | 3                                  | -         |
| Provision for loan losses  | 5,408                              | 2,884     |
| Stock-based compensation, including warrants   | 960                                | 967       |
| ESOP shares earned   | 381                                | 408       |
| Decrease in accrued interest receivable  | 408                                | 1,359     |
| Increase in cash surrender value of bank owned life insurance                                      | (890)                              | (761)     |
| (Increase) decrease in other assets  | 553                                | (529)     |
| Decrease in accrued interest payable   | (133)                              | (148)     |
| Decrease in deferred income taxes  | 236                                | 270       |
| (Decrease) increase in other liabilities   | (547)                              | 950       |
| Net Cash Provided by Operating Activities  | 12,350                             | 13,026    |
| Cash Flows from Investing Activities   |                                    |           |
| Proceeds from maturities, calls and principal repayments of securities available for sale          | 9,997                              | 8,858     |
| Proceeds from sale of securities available for sale  | 8,813                              | 3,233     |
| Purchases of securities available for sale   | (8,161)                            | (2,767)   |
| Proceeds from maturities, calls and principal repayments of investment securities held to maturity | 188,247                            | 152,368   |
| Purchases of investment securities held to maturity  | (102,904)                          | (106,277) |
| Principal repayments on mortgage-backed securities held to maturity                                | 98,004                             | 57,459    |
| Purchases of mortgage-backed securities held to maturity   | (38,559)                           | (104,549) |
| Net increase in loans receivable   | (63,855)                           | (44,582)  |
| Purchase of bank owned life insurance  | (4,550)                            | -         |
| Proceeds from life insurance redemption  | -                                  | 236       |
| Additions to premises and equipment and real estate owned via equity investment                    | (3,368)                            | (2,116)   |
| Proceeds from sale of real estate owned  | 866                                | 2,344     |
| Purchases of Federal Home Loan Bank of New York stock  | (2,661)                            | (789)     |

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|   |           |           |
|---|-----------|-----------|
| Net Cash Provided by (Used in) Provided by Investing Activities   | 81,869    | (36,582 ) |
| Cash Flows from Financing Activities                              |           |           |
| Net (decrease) increase in deposits                               | (83,106 ) | 95,902    |
| Increase in advance payments by borrowers for taxes and insurance | 590       | 468       |
| Purchase of treasury stock  | (1,698 )  | -         |
| Dividends paid to minority stockholders of Roma Financial Corp.   | (2,294 )  | (1,662 )  |
| Repayment of Federal Home Loan Bank of New York advances          | (6,240 )  | (5,119 )  |
| Proceeds from Federal Home Loan Bank of New York advances         | 26,211    | 3,500     |
| Repayment of subordinated debentures                              | (2,186 )  | -         |
| Net Cash (Used in) Provided by Financing Activities               | (68,723 ) | 93,089    |
| Net Increase in Cash and Cash Equivalents                         | 25,496    | 69,533    |
| Cash and Cash Equivalents – Beginning                             | 84,659    | 89,587    |
| Cash and Cash Equivalents – Ending                                | \$110,155 | \$159,120 |

ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont'd)  
(Unaudited)

|   | Nine Months Ended     |          |
|---|-----------------------|----------|
|   | September 30,<br>2012 | 2011     |
| Supplementary Cash Flows Information              |                       |          |
| Income taxes paid, net                            | \$ 150                | \$4,037  |
| Interest paid                                     | \$12,263              | \$16,155 |
| Securities purchased and not settled              | \$12,000              | \$17,000 |
| Loans receivable transferred to real estate owned | \$5,757               | \$3,060  |

See notes to consolidated financial statements.

ROMA FINANCIAL CORPORATION AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

NOTE A – ORGANIZATION

Roma Financial Corporation (the “Company”) is a federally-chartered corporation organized in January 2005 for the purpose of acquiring all of the capital stock that Roma Bank issued in its mutual holding company reorganization. Roma Financial Corporation’s principal executive offices are located at 2300 Route 33, Robbinsville, New Jersey 08691 and its telephone number at that address is (609) 223-8300.

Roma Financial Corporation, MHC is a federally-chartered mutual holding company that was formed in January 2005 in connection with the mutual holding company reorganization. Roma Financial Corporation, MHC has not engaged in any significant business since its formation. So long as Roma Financial Corporation MHC is in existence, it will at all times own a majority of the outstanding stock of Roma Financial Corporation. Roma Financial Corporation, MHC, whose activity is not included in these consolidated financial statements, held 22,584,995 shares or 74.5% of the Company’s outstanding common stock at September 30, 2012.

Roma Bank is a federally-chartered stock savings bank. It was originally founded in 1920 and received its federal charter in 1991. Roma Bank’s deposits are federally insured by the Deposit Insurance Fund as administered by the Federal Deposit Insurance Corporation.

RomAsia Bank is a federally-chartered stock savings bank. RomAsia Bank received all regulatory approvals on June 23, 2008 to be a federal savings bank and began operations on that date. The Company originally invested \$13.4 million in RomAsia Bank and in 2011 invested an additional \$2.5 million. The Company currently holds a 91.12% ownership interest.

Roma Bank and RomAsia Bank are collectively referred to as (the “Banks”). Pursuant to the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), as of July 21, 2011, Roma Financial Corporation, MHC and the Company are regulated by the Federal Reserve Bank of Philadelphia and Roma Bank and RomAsia Bank by the Office of the Comptroller of the Currency.

The Banks offer traditional retail banking services, one-to four-family residential mortgage loans, multi-family and commercial mortgage loans, construction loans, commercial business loans and consumer loans, including home equity loans and lines of credit. Roma Bank operates from its main office in Robbinsville, New Jersey, and twenty-three branch offices located in Mercer, Burlington, Camden and Ocean Counties, New Jersey. RomAsia Bank operates from two locations in Monmouth Junction, New Jersey. As of September 30, 2012, the Banks had 317 full-time employees and 27 part-time employees. Roma Bank maintains a website at [www.romabank.com](http://www.romabank.com). RomAsia Bank maintains a website at [www.Romasiabank.com](http://www.Romasiabank.com).

Throughout this document, references to “we,” “us,” or “our” refer to the Banks or the Company, or both, as the context indicates.

NOTE B - BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company, its wholly-owned subsidiary, Roma Bank and Roma Bank’s wholly-owned subsidiaries, Roma Capital Investment Corp. (the “Investment Co.”) and General Abstract and Title Agency (the “Title Co.”), and the Company’s majority owned investment of 91.12% in RomAsia Bank. The consolidated statements also include the Company’s 50% interest in 84 Hopewell, LLC (the “LLC”), a real estate investment which is consolidated according to the requirements of Accounting Standards Codification Topic 810, Variable Interest Entities. All significant inter-company accounts and transactions have been eliminated in

consolidation. These statements were prepared in accordance with instructions for Form 10-Q and Rule 10-01 of Regulation S-X and, therefore, do not include all information or footnotes necessary for a complete presentation of financial condition, results of operations, and cash flows in conformity with generally accepted accounting principles in the United States of America (“GAAP”).

In the opinion of management, all adjustments which are necessary for a fair presentation of the consolidated financial statements have been made at and for the three and nine months ended September 30, 2012 and 2011. The results of operations for the three and nine months ended September 30, 2012 are not necessarily indicative of the results which may be expected for the entire fiscal year or other interim periods.

The December 31, 2011 data in the consolidated statements of financial condition was derived from the Company’s audited consolidated financial statements for that date. That data, along with the interim financial information presented in the consolidated statements of financial condition, income, comprehensive income, changes in stockholders’ equity and cash flows should be read in conjunction with the 2011 audited consolidated financial statements for the year ended December 31, 2011, including the notes thereto included in the Company’s Annual Report on Form 10-K.

The Investment Co. was incorporated in the State of New Jersey effective September 4, 2004, and began operations October 1, 2004. The Investment Co. is subject to the investment company provisions of the New Jersey Corporation Business Tax Act. The Title Co. was incorporated in the State of New Jersey effective March 7, 2005 and commenced operations April 1, 2005. The Company, together with

NOTE B - BASIS OF PRESENTATION (Continued)

two individuals, formed a limited liability company, 84 Hopewell, LLC. The LLC was formed to build a commercial office building in which is located the Company's Hopewell branch, corporate offices for the other LLC members construction company and tenant space.

The Company invested \$370,000 in the LLC and provided a loan in the amount of \$3.6 million to the LLC. The Company and the other 50% owner's construction company both have signed lease commitments to the LLC.

The consolidated financial statements have been prepared in conformity with GAAP. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statements of financial condition and revenues and expenses for the periods then ended. Actual results could differ significantly from those estimates.

A material estimate that is particularly susceptible to significant change relates to the determination of the allowance for loan losses. The allowance for loan losses represents management's best estimate of losses known and inherent in the portfolio that are both probable and reasonable to estimate. While management uses the most current information available to estimate losses on loans, actual losses are dependent on future events and, as such, increases in the allowance for loan losses may be necessary.

In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Banks' allowance for loan losses. Such agencies may require the Banks to recognize additions to the allowance based on their judgments about information available to them at the time of their examinations.

In accordance with Accounting Standards Codification ("FASB ASC") Topic 855, Subsequent Events, management has evaluated subsequent events until the date of issuance of this report, and concluded that no events occurred that were of a material nature.

NOTE C - CONTINGENCIES

The Company, from time to time, is a party to routine litigation that arises in the normal course of business. In the opinion of management, the resolution of such litigation, if any, would not have a material adverse effect, as of September 30, 2012, on the Company's consolidated financial position or results of operations.

NOTE D – EARNINGS PER SHARE

Basic earnings per share is based on the weighted average number of common shares actually outstanding adjusted for Employee Stock Ownership Plan ("ESOP") shares not yet committed to be released. Diluted EPS is calculated by adjusting the weighted average number of shares of common stock outstanding to include the effect of outstanding stock options and unvested stock awards, if dilutive, using the treasury stock method. Shares issued and reacquired during any period are weighted for the portion of the period they were outstanding.

Outstanding stock options and restricted stock grants for the three and nine months ended September 30, 2012 and 2011 were not considered in the calculation of diluted earnings per share because they were anti-dilutive.

NOTE E – STOCK BASED COMPENSATION

## Equity Incentive Plan

At the Annual Meeting held on April 23, 2008, stockholders of the Company approved the Roma Financial Corporation 2008 Equity Incentive Plan.

The 2008 Plan enables the Board of Directors to grant stock options to executives, other key employees and nonemployee directors. The options granted under the Plan may be either incentive stock options or non-qualified stock options. The Company has reserved 1,292,909 shares of common stock for issuance upon the exercise of options granted under the 2008 Plan and 517,164 shares for grants of restricted stock. The Plan will terminate in ten years from the grant date. Options will be granted with an exercise price not less than the Fair Market Value of a share of Common Stock on the date of the grant. Options may not be granted for a term greater than ten years. Stock options granted under the Incentive Plan are subject to limitations under Section 422 of the Internal Revenue Code. The number of shares available under the 2008 Plan, the number of shares subject to outstanding options and the exercise price of outstanding options will be adjusted to reflect any stock dividend, stock split, merger, reorganization or other event generally affecting the number of Company's outstanding shares.

## NOTE E – STOCK BASED COMPENSATION (Continued)

On June 25, 2008, Directors, Senior Officers and certain employees of the Company were granted, in the aggregate, 820,000 stock options and awarded 222,000 shares of restricted stock.

On June 15, 2011, Directors of the Company were granted in the aggregate 32,000 stock options and awarded 54,000 shares of restricted stock.

On November 16, 2011, Senior Officers and certain employees of the Company were awarded 19,350 shares of restricted stock.

At September 30, 2012, there were 488,909 shares available for option grants under the 2008 Plan and 231,814 shares available for grants of restricted stock.

The Company accounts for stock based compensation under FASB ASC Topic 718, Compensation-Stock Compensation. ASC Topic 718 covers a wide range of share-based compensation arrangements including share options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans. ASC Topic 718 requires that compensation cost relating to share-based payment transactions be recognized in the financial statements. The cost is measured based on the fair value of the equity or liability instruments issued.

ASC Topic 718 also requires the Company to realize as a financing cash flow rather than an operating cash flow, as previously required, the benefits of realized tax deductions in excess of previously recognized tax benefits on compensation expense. In accordance with SEC Staff Accounting Bulletin (“SAB”) No. 107, the Company classified share-based compensation for employees and outside directors within “salaries and employee benefits” in the consolidated statement of income to correspond with the same line item as the cash compensation paid.

The stock options will vest over a five year service period and are exercisable within ten years. Compensation expense for all option grants is recognized over the awards’ respective requisite service period.

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

The following is a summary of the status of the Company’s stock option activity and related information for the year ended December 31, 2011 and for the nine months ended September 30, 2012:

|                               | Number of<br>Stock Options | Weighted Avg.<br>Exercise Price | Weighted Avg.<br>Remaining<br>Contractual Life | Aggregate<br>Intrinsic<br>Value |
|-------------------------------|----------------------------|---------------------------------|--|---------------------------------|
| Balance at December 31, 2010  | 797,200                    | \$ 13.67                        |  |                                 |
| Granted                       | 32,000                     | 13.67                           |  |                                 |
| Forfeited                     | (8,000 )                   | 13.67                           |  |                                 |
| Balance at December 31, 2011  | 821,200                    | \$ 13.67                        | 6.35 years                                     | \$ 0.00                         |
| Forfeited                     | (17,200 )                  | 13.67                           |  |                                 |
| Balance at September 30, 2012 | 804,000                    | \$ 13.67                        | 5.86 years                                     | \$ 0.00                         |

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|                                   |         |    |       |            |    |      |
|-----------------------------------|---------|----|-------|------------|----|------|
| Exercisable at September 30, 2012 | 608,600 | \$ | 13.67 | 5.77 years | \$ | 0.00 |
|-----------------------------------|---------|----|-------|------------|----|------|

The key valuation assumptions and fair value of stock options granted June 15, 2011 were:

|                |           |
|----------------|-----------|
| Expected life  | 6.5 years |
| Risk-free rate | 2.26%     |
| Volatility     | 35.42%    |
| Dividend       | 3.32%     |
| yield          |           |
| Fair value     | \$1.70    |

## NOTE E – STOCK BASED COMPENSATION (Continued)

The following is a summary of the status of the Company's restricted shares as of September 30, 2012 and changes during the year ended December 31, 2011 and for the nine months ended September 30, 2012:

|  | Number of<br>Restricted Shares |    | Weighted<br>Average Grant<br>Date Fair Value |
|--|--------------------------------|----|--|
| Non-vested restricted shares at December 31, 2010  | 120,000                        | \$ | 13.67  |
| Granted  | 73,350                         |    | 9.40   |
| Vested   | (40,000)                       | )  | 13.67  |
| Non-vested restricted shares at December 31, 2011  | 153,350                        | \$ | 11.63  |
| Vested   | (48,800)                       | )  | 12.78  |
| Forfeited  | (4,000)                        | )  | 13.67  |
| Non-vested restricted shares at September 30, 2012 | 100,550                        | \$ | 10.99  |

Stock option and stock award expenses included in compensation expense were \$302,000 and \$917,000, respectively, for the three and nine months ended September 30, 2012 with respective tax benefits of \$121,000 and \$367,000; and \$300,000 and \$844,000 for the three and nine months ended September 30, 2011, with respective tax benefits of \$120,000 and \$338,000. At September 30, 2012, there was approximately \$1.4 million of unrecognized cost, related to outstanding stock options and restricted shares, which will be recognized over a period of approximately 2.1 years.

## Equity Incentive Plan – RomAsia Bank

The stockholders of RomAsia Bank approved an equity incentive plan in 2009. On January 6, 2010, directors, senior officers and certain employees of the RomAsia Bank were granted, in the aggregate, options to purchase 75,500 shares of RomAsia common stock.

The Plan enables the Board of Directors of RomAsia Bank to grant stock options to executives, other key employees and nonemployee directors. The options granted under the Plan may be either incentive stock options or non-qualified stock options. RomAsia has reserved 225,000 shares of its common stock for issuance upon the exercise of options granted under the Plan. The Plan will terminate in ten years from the grant date. Options will be granted with an exercise price not less than the Fair Market Value of a share of RomAsia's Common Stock on the date of the grant. Options may not be granted for a term greater than ten years. The stock options vest over a five year service period and are exercisable within ten years. Stock options granted under the Incentive Plan are subject to limitations under Section 422 of the Internal Revenue Code. The number of shares available under the Plan, the number of shares subject to outstanding options and the exercise price of outstanding options will be adjusted to reflect any stock dividend, stock split, merger, reorganization or other event generally affecting the number of Company's outstanding shares. At September 30, 2012, there were 114,500 shares available for option grants under the Plan. On March 1, 2012 RomAsia Bank granted 46,500 options. The key valuation assumptions and fair value of stock options granted in March 2012 were:

|      |            |           |
|------|------------|-----------|
| life | Expected   | 6.5 years |
| rate | Risk-free  | 1.33%     |
|      | Volatility | 28.30%    |
|      | Fair value | \$2.76    |

The following is a summary of the status of the RomAsia's stock option activity and related information for the year ended December 31, 2011 and for the nine months ended September 30, 2012:

|                                   | Number of<br>Stock Options | Weighted<br>Avg.<br>Exercise Price | Weighted Avg.<br>Remaining<br>Contractual<br>Life | Aggregate<br>Intrinsic<br>Value |
|-----------------------------------|----------------------------|------------------------------------|---|---------------------------------|
| Balance at December 31, 2010      | 75,500                     | \$ 8.47                            |   |                                 |
| Forfeited                         | (9,500 )                   | 8.47                               |   |                                 |
| Balance at December 31, 2011      | 66,000                     | 8.47                               |   |                                 |
| Forfeited                         | (2,000 )                   | 8.47                               |   |                                 |
| Granted                           | 46,500                     | 8.81                               |   |                                 |
| Balance at September 30, 2012     | 110,500                    | \$ 8.61                            | 8.17 years  | \$ 0.00                         |
| Exercisable at September 30, 2012 | 25,600                     |                                    |   |                                 |

NOTE E – STOCK BASED COMPENSATION (Continued)

Stock option expense, related to the RomAsia plan included with compensation expense was \$16,000 and \$43,000, respectively, for the three and nine months ended September 30, 2012 with respective tax benefits of \$7,000 and \$19,000; and \$11,000 and \$33,000, respectively, for the three months and nine months ended September 30, 2011, with respective tax benefits of \$5,000 and \$14,000. At September 30, 2012, approximately \$191,000 of unrecognized cost, related to outstanding stock options, will be recognized over a period of approximately 3.17 years.

Employee Stock Ownership Plan

Roma Bank has an Employee Stock Ownership Plan (“ESOP”) for the benefit of employees who meet the eligibility requirements defined in the plan. The ESOP trust purchased 811,750 shares of common stock as part of the stock offering using proceeds from a loan from the Company. The total cost of the shares purchased by the ESOP trust was \$8.1 million, reflecting a cost of \$10 per share. Roma Bank makes cash contributions to the ESOP on a quarterly basis sufficient to enable the ESOP to make the required loan payments to the Company. The loan bears an interest rate of 8.25% with principal and interest payable in equal quarterly installments over a fifteen year period. The loan is secured by the shares of the stock purchased.

Shares purchased with the loan proceeds were initially pledged as collateral for the term loan and are held in a suspense account for future allocation among participants. Contributions to the ESOP and shares released from the suspense account will be allocated among the participants on the basis of compensation, as described by the Plan, in the year of allocation. As shares are committed to be released from collateral, the Company reports compensation expense equal to the current market price of the shares, and the shares become outstanding for earnings per share computations. Roma Bank made its first loan payment in October 2006. As of September 30, 2012, there were 473,525 unearned shares. The Company’s ESOP compensation expense was \$125 thousand and \$381 thousand, respectively, for the three and nine months ended September 30, 2012; and \$124 thousand and \$408 thousand, respectively, for the three and nine months ended September 30, 2011.

NOTE F – STOCK WARRANTS

RomAsia Bank issued warrants to purchase 150,500 shares of RomAsia Common Stock (the “warrants”), bearing an exercise price of \$10.00 per share, to the Founding Stockholders who subscribed initially for 150,500 shares of RomAsia Common Stock and provided \$1,505,000 to pay RomAsia’s organizational expenses. The warrants were issued on June 23, 2008.

The warrants will become exercisable in three equal installments on the first, second and third anniversaries after their respective dates of issuance. Warrants will be convertible into one share of RomAsia Common Stock and will be transferable only in compliance with the Securities Act of 1933, as amended, and applicable state securities laws. RomAsia may redeem the Warrants at a price of \$1.00 per Warrant at any time after January 1, 2012 upon 60 days prior written notice to the holders thereof.

The Warrants provide that, in the event that RomAsia’s capital falls below certain minimum requirements, the FDIC or the OCC may require RomAsia to notify the holders of the Warrants that such holders must exercise the Warrants within 30 days of such notice, or such longer period as the FDIC or OCC may prescribe, or forfeit all rights to purchase shares of RomAsia Common Stock under the Warrants after the expiration of such period.

The Warrants expire ten years after being issued. In the event a holder fails to exercise the Warrants prior to their expiration, the Warrants will expire and the holder thereof will have no further rights with respect to the Warrants.

The Warrant expense for minority shareholders, (8.88% ownership), for the three and nine months ended September 30, 2012 was \$0 and \$0, respectively, with respective tax benefits of \$0 and \$0; and for the three and nine months ended September 30, 2011 was \$0 and \$90,000, respectively, with respective tax benefits of \$0 and \$39,000. The warrant expense for the majority shareholder, Roma Financial Corporation, was eliminated in consolidation. The warrants were 100% vested at September 30, 2012.

NOTE G - REAL ESTATE OWNED VIA EQUITY INVESTMENTS

In 2008, Roma Bank, together with two individuals, formed 84 Hopewell, LLC. The LLC was formed to build a commercial office building which includes Roma Bank's Hopewell branch, corporate offices for the other 50% owners' construction company and tenant space. Roma Bank made a cash investment of approximately \$370,000 in the LLC and provided a loan to the LLC in the amount of \$3.6 million. Roma Bank and the construction company both have signed lease commitments to the LLC. With the adoption of guidance in regards to variable interest entities now codified in FASB ASC Topic 810, Consolidation, the Company is required to perform an analysis to determine whether such an investment meets the criteria for consolidation into the Company's financial statements. As of September 30, 2012 and December 31, 2011, this variable interest entity met the requirements of ASC Topic 810 for consolidation based on Roma Bank





## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

The unrealized losses, categorized by the length of time of continuous loss position, and the fair value of related securities available for sale at September 30, 2012 and December 31, 2011 are as follows:

|                                 | Less than 12 Months |                      | More than 12 Months |                      | Total         | Unrealized<br>Losses |
|---------------------------------|---------------------|----------------------|---------------------|----------------------|---------------|----------------------|
|                                 | Fair<br>Value       | Unrealized<br>Losses | Fair<br>Value       | Unrealized<br>Losses | Fair<br>Value |                      |
| (In Thousands)                  |                     |                      |                     |                      |               |                      |
| September 30, 2012:             |                     |                      |                     |                      |               |                      |
| Mortgage-backed securities-GSEs | \$6                 | \$1                  | \$2,977             | \$137                | \$2,983       | \$138                |
| Equity securities               | 49                  | 1                    | -                   | -                    | 49            | 1                    |
| Corporate bond                  | 481                 | 19                   | -                   | -                    | 481           | 19                   |
| Mutual funds                    | -                   | -                    | 3,044               | 62                   | 3,044         | 62                   |
|                                 | \$536               | \$21                 | \$6,021             | \$199                | \$6,557       | \$220                |
| December 31, 2011:              |                     |                      |                     |                      |               |                      |
| Mortgage-backed securities-GSEs | \$798               | \$4                  | \$3,736             | \$128                | \$4,534       | \$132                |
| Equity securities               | 49                  | 1                    | -                   | -                    | 49            | 1                    |
| Corporate bond                  | 480                 | 20                   | 414                 | 86                   | 894           | 106                  |
| Mutual funds                    | -                   | -                    | 2,935               | 77                   | 2,935         | 77                   |
|                                 | \$1,327             | \$25                 | \$7,085             | \$291                | \$8,412       | \$316                |

Management evaluates securities for other-than-temporary-impairment (“OTTI”) at least on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation.

In determining OTTI under the ASC Topic 320, management considers many factors, including: (1) the length of time and the extent to which the fair value has been less than amortized cost; (2) the financial condition and near term prospects of the issuer; (3) whether the market decline was affected by macroeconomic conditions, and (4) whether the entity has the intent to sell the debt security or more likely than not will be required to sell the debt security before its anticipated recovery. The assessment of whether an other-than-temporary-impairment decline exists involves a high degree of subjectivity and judgment and is based on information available to management at a point in time. An OTTI is deemed to have occurred if there has been an adverse change in the remaining expected future cash flows.

When OTTI for debt securities, occurs under the model, the amount of the OTTI recognized in earnings depends on whether an entity intends to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If an entity intends to sell or more likely than not will be required to sell the security before recovery of its amortized cost basis, the OTTI shall be recognized in earnings equal to the entire difference between the investment’s amortized cost basis and its fair value at the balance sheet date. If any entity does not intend to sell the security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis, the OTTI shall be separated into the amount representing the credit loss and the amount related to all other factors. The amount of the total OTTI related to the credit loss is determined based on the present value of cash flows expected to be collected and is recognized in earnings. The amount of the total OTTI related to other factors shall be recognized in other comprehensive income, net of applicable tax benefit. The

previous amortized cost basis less the OTTI recognized in earnings shall become the new amortized cost basis of the investment.

## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

As of September 30, 2012, the Company's available for sale portfolio in an unrealized loss position consisted of 22 securities. There was one mutual fund, and 21 mortgage-backed securities in an unrealized loss position for more than twelve months at September 30, 2012. As of December 31, 2011, the Company's available for sale portfolio in an unrealized loss position consisted of 26 securities. There was one mutual fund, two corporate bonds, and 23 mortgage backed securities in an unrealized loss position for more than twelve months at December 31, 2011.

The available for sale mutual funds are CRA investments that had an unrealized loss of approximately \$62 thousand and \$77 thousand at September 30, 2012 and December 31, 2011, respectively. They have been in a loss position for the last two years with the greatest unrealized loss being approximately \$109 thousand. Management does not believe the mutual fund securities available for sale are other-than-temporarily impaired due to reasons of credit quality. Unrealized losses in the mortgage-backed securities and corporate bond categories are due to the current interest rate environment and not due to credit concerns. The Company does not intend to sell these securities and it is not more likely than not that we will be required to sell these securities. As of September 30, 2012, management believes the impairments are temporary and no impairment loss has been realized in the Company's consolidated income statement for the year ended September 30, 2012.

Proceeds from the sale of securities available for sale amounted to \$5.1 million and \$8.8 million for the three and nine months ended September 30, 2012, with gross realized gains of \$407 thousand and \$420 thousand, and gross realized losses of \$0 and \$0, respectively. Proceeds from the sale of securities available for sale amounted to \$1.1 million and \$3.0 million for the three and nine months ended September 30, 2011, with gross realized gains of \$40 thousand and \$80 thousand, and gross realized losses of \$2 thousand and \$2 thousand, respectively.

The amortized cost and estimated fair value of securities available for sale at September 30, 2012 by contractual maturity are shown below. Expected maturities will differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties:

|  | Amortized Cost | Fair Value |
|--|----------------|------------|
|  | (in Thousands) |            |
| U.S. Government, Obligations of Political Subdivisions and Corporate bond: |                |            |
| After one to five years  | \$ 3,610       | \$ 3,709   |
| After five to ten years  | 7,126          | 7,590      |
| After ten years  | 4,100          | 4,292      |
| Total  | 14,836         | 15,591     |
| Mortgage-backed securities   | 13,028         | 13,293     |
| Equity securities  | 50             | 49         |
| Mutual funds   | 3,106          | 3,044      |
| Total  | \$ 31,020      | \$ 31,977  |

## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

The following summarizes the amortized cost and estimated fair value of securities held to maturity at September 30, 2012 and December 31, 2011 with gross unrealized gains and losses therein:

|   | Amortized<br>Cost | September 30, 2012           |                               | Fair Value |
|---|-------------------|------------------------------|-------------------------------|------------|
|   |                   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |            |
| (In Thousands)                                  |                   |                              |                               |            |
| Held to maturity:                               |                   |                              |                               |            |
| U.S. Government (including agencies)            | \$ 150,191        | \$ 414                       | \$ 2                          | \$ 150,603 |
| Obligations of state and political subdivisions | 16,184            | 1,365                        | -                             | 17,549     |
| Corporate and other                             | 1,591             | 5                            | 2                             | 1,594      |
|   | \$ 167,966        | \$ 1,784                     | \$ 4                          | \$ 169,746 |

|   | Amortized<br>Cost | December 31, 2011            |                               | Fair Value |
|---|-------------------|------------------------------|-------------------------------|------------|
|   |                   | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |            |
| (In Thousands)                                  |                   |                              |                               |            |
| Held to maturity:                               |                   |                              |                               |            |
| U.S. Government (including agencies)            | \$ 220,728        | \$ 843                       | \$ 12                         | \$ 221,559 |
| Obligations of state and political subdivisions | 18,684            | 1,073                        | -                             | 19,757     |
| Corporate and other                             | 1,773             | -                            | 67                            | 1,706      |
|   | \$ 241,185        | \$ 1,916                     | \$ 79                         | \$ 243,022 |

## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

The unrealized losses, categorized by the length of time of continuous loss position, and the fair value of related securities held to maturity are as follows:

|   | Less than 12 Months |                   | More than 12 Months |                   | Total      |                   |
|---|---------------------|-------------------|---------------------|-------------------|------------|-------------------|
|   | Fair Value          | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| (In Thousands)                                  |                     |                   |                     |                   |            |                   |
| September 30, 2012                              |                     |                   |                     |                   |            |                   |
| U.S. Government (including agencies)            | \$ 998              | \$ 2              | \$ -                | \$ -              | \$ 998     | \$ 2              |
| Obligations of state and Political subdivisions | -                   | -                 | -                   | -                 | -          | -                 |
| Corporate and other                             | 498                 | 2                 | -                   | -                 | 498        | 2                 |
|   | \$ 1,496            | \$ 4              | \$ -                | \$ -              | \$ 1,496   | \$ 4              |
| December 31, 2011                               |                     |                   |                     |                   |            |                   |
| U.S. Government (including agencies)            | \$ 18,983           | \$ 12             | \$ -                | \$ -              | \$ 18,983  | \$ 12             |
| Corporate and other                             | 1,706               | 67                | -                   | -                 | 1,706      | 67                |
|   | \$ 20,689           | \$ 79             | \$ -                | \$ -              | \$ 20,689  | \$ 79             |

At September 30, 2012, the Company's held to maturity debt securities portfolio consisted of approximately 92 securities, of which two were in an unrealized loss position for less than twelve months and none were in a loss position for more than twelve months. No OTTI charges were recorded for the nine months ended September 30, 2012. The Company does not intend to sell these securities and it is not more likely than not that we will be required to sell these securities. Unrealized losses primarily relate to interest rate fluctuations and not credit concerns.

The amortized cost and estimated fair value of securities held to maturity at September 30, 2012 by contractual maturity are shown below. Expected maturities will differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties:

|                         | Amortized Cost<br>(In Thousands) | Fair Value |
|-------------------------|----------------------------------|------------|
| One year or less        | \$ 60                            | \$ 60      |
| After one to five years | 55,159                           | 55,451     |
| After five to ten years | 103,024                          | 103,865    |
| After ten years         | 9,723                            | 10,370     |
| Total                   | \$ 167,966                       | \$ 169,746 |

Approximately \$111.0 million of securities held to maturity are pledged as collateral for Federal Home Loan Bank of New York ("FHLB NY") advances, borrowings, and deposits at September 30, 2012.

## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

The following tables set forth the composition of our mortgage- backed securities portfolio as of September 30, 2012 and December 31, 2011:

|  | September 30, 2012               |                        |                         | Fair Value |
|--|----------------------------------|------------------------|-------------------------|------------|
|  | Amortized Cost<br>(In Thousands) | Gross Unrealized Gains | Gross Unrealized Losses |            |
| Government National Mortgage Association | \$6,745                          | \$269                  | \$170                   | \$6,844    |
| Federal Home Loan Mortgage Corporation   | 139,085                          | 7,519                  | 676                     | 145,928    |
| Federal National Mortgage Association    | 228,857                          | 17,975                 | 4                       | 246,828    |
| Collateralized mortgage obligations-GSEs | 3,957                            | 167                    | -                       | 4,124      |
|  | \$378,644                        | \$25,930               | \$850                   | \$403,724  |

|  | December 31, 2011                |                        |                         | Fair Value |
|--|----------------------------------|------------------------|-------------------------|------------|
|  | Amortized Cost<br>(In Thousands) | Gross Unrealized Gains | Gross Unrealized Losses |            |
| Government National Mortgage Association | \$7,906                          | \$229                  | \$111                   | \$8,024    |
| Federal Home Loan Mortgage Corporation   | 181,779                          | 6,851                  | 580                     | 188,050    |
| Federal National Mortgage Association    | 242,568                          | 13,412                 | 5                       | 255,975    |
| Collateralized mortgage obligations-GSEs | 6,270                            | 236                    | -                       | 6,506      |
|  | \$438,523                        | \$20,728               | \$696                   | \$458,555  |

## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

The unrealized losses, categorized by the length of time of continuous loss position, and the fair value of related mortgage-backed securities held to maturity are as follows:

|  | Less than 12 Months |                     | More than 12 Months |                   | Total      |                   |
|--|---------------------|---------------------|---------------------|-------------------|------------|-------------------|
|  | Fair Value          | Unrealized Losses   | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| (In Thousands)                           |                     |                     |                     |                   |            |                   |
| September 30, 2012                       |                     |                     |                     |                   |            |                   |
| Government National Mortgage Association | \$-                 | \$-                 | \$1,081             | \$170             | \$1,081    | \$170             |
| Federal Home Loan Mortgage Corporation   | 13,715              | 675                 | 92                  | 1                 | 13,807     | 676               |
| Federal National Mortgage Association    | 1,690               | 3                   | 149                 | 1                 | 1,839      | 4                 |
|  | \$15,405            | \$678               | \$1,322             | \$172             | \$16,727   | \$850             |
|  |                     |                     |                     |                   |            |                   |
|  | Less than 12 Months | More than 12 Months | Total               |                   |            |                   |
|  | Fair Value          | Unrealized Losses   | Fair Value          | Unrealized Losses | Fair Value | Unrealized Losses |
| (In Thousands)                           |                     |                     |                     |                   |            |                   |
| December 31, 2011                        |                     |                     |                     |                   |            |                   |
| Government National Mortgage Association | \$-                 | \$-                 | \$1,719             | \$111             | \$1,719    | \$111             |
| Federal Home Loan Mortgage Corporation   | 22,768              | 576                 | 87                  | 4                 | 22,855     | 580               |
| Federal National Mortgage Association    | -                   | -                   | 222                 | 5                 | 222        | 5                 |
|  | \$22,768            | \$576               | \$2,028             | \$120             | \$24,796   | \$696             |

As of September 30, 2012, there were three Government National Mortgage Association securities, 21 Federal Home Loan Mortgage Corporation securities, three Federal National Mortgage Association, and no collateralized mortgage obligation securities in unrealized loss positions. Management does not believe that any of the individual unrealized losses represent an OTTI. The unrealized losses on mortgage-backed securities relate primarily to fixed interest rate and, to a lesser extent, adjustable interest rate securities. Such losses are the result of changes in interest rates and not credit concerns. Roma Bank, the Investment Co. and RomAsia Bank do not intend to sell these securities and it is not more likely than not that they will be required to sell these securities, therefore, no OTTI charge is required.

## NOTE H – INVESTMENT AND MORTGAGE-BACKED SECURITIES (Continued)

The amortized cost and estimated fair value of mortgage backed securities held to maturity at September 30, 2012 by contractual maturity are shown below. Expected maturities will differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties:

|                         | Amortized Cost<br>(In Thousands) | Fair Value |
|-------------------------|----------------------------------|------------|
| One year or less        | \$ 1,693                         | \$ 1,690   |
| After one to five years | 7,604                            | 7,921      |
| After five to ten years | 81,576                           | 88,809     |
| After ten years         | 287,771                          | 305,304    |
| Total                   | \$ 378,644                       | \$ 403,724 |

## NOTE I - LOANS RECEIVABLE, NET

Loans receivable, net, at September 30, 2012 and December 31, 2011 were comprised of the following (in thousands):

|                             | September 30,<br>2012 | December 31,<br>2011 |
|-----------------------------|-----------------------|----------------------|
| Real estate mortgage loans: |                       |                      |
| Residential mortgage        | \$ 435,979            | \$ 394,206           |
| Commercial real estate      | 310,074               | 292,646              |
|                             | 746,053               | 686,852              |
| Construction:               |                       |                      |
| Commercial real estate      | 13,686                | 23,756               |
| Residential                 | 9,187                 | 11,095               |
|                             | 22,873                | 34,851               |
| Consumer:                   |                       |                      |
| Home equity                 | 221,603               | 217,472              |
| Other                       | 1,327                 | 1,381                |
|                             | 222,930               | 218,853              |
| Commercial                  | 47,727                | 39,184               |
| Total loans                 | 1,039,583             | 979,740              |
| Less:                       |                       |                      |
| Allowance for loan losses   | 8,122                 | 5,416                |
| Deferred loan fees          | 1,430                 | 1,139                |
| Loans in process            | 15,167                | 10,796               |
|                             | 24,719                | 17,351               |
| Total loans receivable, net | \$ 1,014,864          | \$ 962,389           |

## NOTE I - LOANS RECEIVABLE, NET (Continued)

The following table presents nonaccrual loans by classes of the loan portfolio as of September 30, 2012 and December 31, 2011:

|                                       | September 30,<br>2012 | December 31,<br>2011 |
|---------------------------------------|-----------------------|----------------------|
|                                       | (In thousands)        |                      |
| Commercial                            | \$ 994                | \$ 495               |
| Commercial real estate                | 21,789                | 17,699               |
| Commercial real estate – construction | 3,491                 | 2,886                |
| Residential mortgage                  | 11,942                | 11,949               |
| Residential construction              | 6,672                 | 9,984                |
| Home equity and other consumer        | 2,388                 | 1,964                |
| Total                                 | \$ 47,276             | \$ 44,977            |

A loan is considered impaired when based on current information and events; it is probable that the Company will be unable to collect all amounts due from the borrower in accordance with the contractual terms of the loan. Impaired loans include nonperforming commercial loans but also include loans modified in troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the interest rate on the loans, payment extensions, forgiveness of principal, forbearance or other actions intended to maximize collection.

The following table summarizes information in regards to impaired loans by loan portfolio as of September 30, 2012 and the nine months then ended:

|                                       | Recorded<br>Investment                   | Unpaid<br>Principal<br>Balance          | Related<br>Allowance              |
|---------------------------------------|--|---|-----------------------------------|
|                                       | (In Thousands)                           |   |                                   |
| With no related allowance recorded:   |  |   |                                   |
| Commercial                            | \$ 2,015                                 | \$ 4,000                                | \$ -                              |
| Commercial real estate                | 36,992                                   | 39,956                                  | -                                 |
| Commercial real estate - construction | 3,491                                    | 3,491                                   | -                                 |
| Residential mortgage                  | 18,810                                   | 20,885                                  | -                                 |
| Residential construction              | 7,089                                    | 8,834                                   | -                                 |
| Home equity and other consumer        | 4,204                                    | 4,527                                   | -                                 |
|                                       | \$ 72,601                                | \$ 81,693                               | \$ -                              |
|                                       | Three Months Ended<br>September 30, 2012 | Nine months Ended<br>September 30, 2012 |                                   |
|                                       | Average<br>Recorded<br>Investment        | Interest<br>Income<br>Recognized        | Average<br>Recorded<br>Investment |
|                                       |  |   | Interest<br>Income<br>Recognized  |

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(In Thousands)

With no related allowance recorded:

|                                       |           |        |           |          |
|---------------------------------------|-----------|--------|-----------|----------|
| Commercial                            | \$ 2,150  | \$ 27  | \$ 1,809  | \$ 87    |
| Commercial real estate                | 36,396    | 109    | 37,653    | 491      |
| Commercial real estate - construction | 3,722     | -      | 5,745     | 2        |
| Residential mortgage                  | 18,427    | 104    | 18,855    | 343      |
| Residential construction              | 7,431     | -      | 8,653     | 12       |
| Home equity and other consumer        | 4,170     | 31     | 3,778     | 98       |
|                                       | \$ 72,296 | \$ 271 | \$ 76,493 | \$ 1,033 |

## NOTE I - LOANS RECEIVABLE, NET (Continued)

The following table summarizes information in regards to impaired loans by loan portfolio class segregated by those for which a related allowance was required and those for which a related allowance was not necessary, as of December 31, 2011 and the year then ended:

|                                     | Recorded<br>Investment<br>(In Thousands) | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|-------------------------------------|--|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| With no related allowance recorded: |  |                                |                      |                                   |                                  |
| Commercial                          | \$1,602                                  | \$3,586                        | \$-                  | \$1,870                           | \$133                            |
| Commercial real estate              | 36,773                                   | 39,582                         | -                    | 38,868                            | 862                              |
| Commercial real estate              | 7,290                                    | 7,290                          | -                    | 5,843                             | 174                              |
| Residential mortgage                | 18,446                                   | 20,810                         | -                    | 15,594                            | 1,089                            |
| Residential construction            | 10,217                                   | 12,915                         | -                    | 12,495                            | 118                              |
| Home equity and other consumer      | 3,705                                    | 4,033                          | -                    | 3,372                             | 180                              |
|                                     | \$78,033                                 | \$88,216                       | \$-                  | \$78,042                          | \$2,556                          |
| With an allowance recorded:         |  |                                |                      |                                   |                                  |
| Commercial                          | \$-                                      | \$-                            | \$-                  | \$-                               | \$-                              |
| Commercial real estate              | 776                                      | 776                            | 41                   | 388                               | -                                |
| Commercial real estate-construction | -  | -                              | -                    | -                                 | -                                |
| Residential mortgage                | -  | -                              | -                    | -                                 | -                                |
| Home equity and other consumer      | -  | -                              | -                    | -                                 | -                                |
|                                     | \$776                                    | \$776                          | \$41                 | \$388                             | \$-                              |
| Total:                              |  |                                |                      |                                   |                                  |
| Commercial                          | \$1,602                                  | \$3,586                        | \$-                  | \$1,870                           | \$133                            |
| Commercial real estate              | 37,549                                   | 40,358                         | 41                   | 39,256                            | 862                              |
| Commercial real estate-construction | 7,290                                    | 7,290                          | -                    | 5,843                             | 174                              |
| Residential mortgage                | 18,446                                   | 20,810                         | -                    | 15,594                            | 1,089                            |
| Residential construction            | 10,217                                   | 12,915                         | -                    | 12,495                            | 118                              |
| Home equity and other consumer      | 3,705                                    | 4,033                          | -                    | 3,372                             | 180                              |
|                                     | \$78,809                                 | \$88,992                       | \$41                 | \$78,430                          | \$2,556                          |

At September 30, 2012, impaired loans included \$37.0 million of loans, net of credit marks of \$9.6 million, which were acquired in the Company's acquisition of Sterling Banks Inc. in July 2010. Loans totaling \$9.1 million from the legacy Roma and RomAsia portfolio's are also included in this total and classified because they are troubled debt restructurings, have related loans that are non-performing, or are considered impaired because there was evidence of deterioration of credit quality, since origination, primarily collateral-related.

At December 31, 2011, impaired loans included \$37.4 million of loans, net of credit marks of \$10.2 million, which were acquired in the Sterling acquisition. Loans totaling \$15.4 million which are performing, are also included in this total and classified as impaired because they are troubled debt restructurings, have related loans that are non-performing, or are considered impaired because at the merger date there was evidence of deterioration of credit quality, since origination, primarily collateral-related.



## NOTE I - LOANS RECEIVABLE, NET (Continued)

The performance and credit quality of the loan portfolio is also monitored by analyzing the age of loans receivable by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the past due status as of September 30, 2012 (In thousands):

|                                     | 30-59<br>Days Past<br>Due | 60-89<br>Days Past<br>Due | Greater<br>than<br>90 days | Total Past<br>Due | Current    | Total Loans<br>Receivable | Loans<br>Receivable<br>>90<br>Days<br>and<br>Accruing |
|-------------------------------------|---------------------------|---------------------------|----------------------------|-------------------|------------|---------------------------|---|
| Commercial                          | \$ 100                    | \$ -                      | \$ 994                     | \$ 1,094          | \$ 46,633  | \$ 47,727                 | \$ 133  |
| Commercial real estate              | 5,172                     | 1,665                     | 12,103                     | 18,940            | 291,134    | 310,074                   | -   |
| Commercial real estate –<br>constr. | -                         | -                         | -                          | -                 | 13,686     | 13,686                    | -   |
| Residential mortgage                | 5,368                     | 2,740                     | 12,314                     | 20,422            | 415,557    | 435,979                   | 118   |
| Residential construction            | 307                       | -                         | 7,172                      | 7,479             | 1,708      | 9,187                     | -   |
| Home equity and other<br>consumer   | 1,680                     | 67                        | 2,388                      | 4,135             | 218,795    | 222,930                   | -   |
| Total                               | \$ 12,627                 | \$ 4,472                  | \$ 34,971                  | \$ 52,070         | \$ 987,513 | \$ 1,039,583              | \$ 251  |

The following table presents the classes of the loan portfolio summarized by the past due status as of December 31, 2011 (In thousands):

|                                     | 30-59<br>Days Past<br>Due | 60-89<br>Days Past<br>Due | Greater<br>than<br>90 days | Total Past<br>Due | Current    | Total<br>Loans<br>Receivable | Loans<br>Receivable<br>>90 Days<br>and<br>Accruing |
|-------------------------------------|---------------------------|---------------------------|----------------------------|-------------------|------------|------------------------------|--|
| Commercial                          | \$ -                      | \$ -                      | \$ 495                     | \$ 495            | \$ 38,689  | \$ 39,184                    | \$ -   |
| Commercial real estate              | 1,607                     | 845                       | 17,509                     | 19,961            | 272,685    | 292,646                      | 614  |
| Commercial real estate –<br>constr. | -                         | -                         | 2,886                      | 2,886             | 20,870     | 23,756                       | -  |
| Residential mortgage                | 3,733                     | 6,428                     | 12,498                     | 22,659            | 371,547    | 394,206                      | 549  |
| Residential construction            | -                         | -                         | 9,984                      | 9,984             | 1,111      | 11,095                       | -  |
| Home equity and other<br>consumer   | 324                       | 1,484                     | 2,192                      | 4,000             | 214,853    | 218,853                      | 228  |
| Total                               | \$ 5,664                  | \$ 8,757                  | \$ 45,564                  | \$ 59,985         | \$ 919,755 | \$ 979,740                   | \$ 1,391   |



## NOTE I - LOANS RECEIVABLE, NET (Continued)

The following table presents the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful in accordance with the Company's internal risk rating system as of September 30, 2012 (In thousands):

|   | Pass      | Special<br>Mention | Substandard | Doubtful | Total       |
|---|-----------|--------------------|-------------|----------|-------------|
| Commercial                              | \$44,065  | \$1,826            | \$ 1,836    | \$-      | \$47,727    |
| Commercial real estate                  | 255,817   | 20,853             | 33,404      | -        | 310,074     |
| Commercial real estate-<br>construction | 10,195    | -                  | 3,491       | -        | 13,686      |
| Residential mortgage                    | 418,072   | 1,347              | 16,560      | -        | 435,979     |
| Residential construct.                  | 2,186     | -                  | 7,001       | -        | 9,187       |
| Home equity and other consumer          | 219,479   | 361                | 3,090       | -        | 222,930     |
| Total                                   | \$949,814 | \$24,387           | \$ 65,382   | \$-      | \$1,039,583 |

The following table presents the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful in accordance with the Company's internal risk rating system as of December 31, 2011: (In thousands)

|  | Pass      | Special<br>Mention | Substandard | Doubtful | Total     |
|--|-----------|--------------------|-------------|----------|-----------|
| Commercial                               | \$36,693  | \$1,520            | \$ 971      | \$-      | \$39,184  |
| Commercial real estate                   | 242,546   | 15,970             | 34,130      | -        | 292,646   |
| Commercial real estate<br>(construction) | 16,466    | -                  | 7,290       | -        | 23,756    |
| Residential mortgage                     | 378,308   | 692                | 15,260      | -        | 394,206   |
| Residential construct.                   | 839       | 272                | 9,984       | -        | 11,095    |
| Home equity and other consumer           | 216,090   | 199                | 2,564       | -        | 218,853   |
| Total                                    | \$890,942 | \$18,653           | \$ 70,199   | \$-      | \$979,740 |

## NOTE I - LOANS RECEIVABLE, NET (Continued)

At Allowance for Credit Losses and Recorded Investment in Financing Receivables  
and For the Three Months and Nine months Ended September 30, 2012 and 2011

|                              | Commercial<br>Real<br>Estate<br>Construction | Commercial<br>Estate | Commercial<br>Real<br>Estate<br>Construction | Residential<br>Mortgage | Residential<br>Construction | Home<br>Equity<br>and<br>Other<br>Consumer | Total     |
|------------------------------|--|----------------------|--|-------------------------|-----------------------------|--|-----------|
|                              | (In Thousands)                               |                      |  |                         |                             |  |           |
| Allowance for credit losses: |  |                      |  |                         |                             |  |           |
| Three months ended 9/30/11   |  |                      |  |                         |                             |  |           |
| Beginning                    |  |                      |  |                         |                             |  |           |
| balance                      | \$ 450                                       | \$ 5,662             | \$ 2,201                                     | \$ 1,755                | \$ -                        | \$ 644                                     | \$ 10,712 |
| Charge-offs                  | (243 )                                       | (714 )               | -  | -                       | -                           | (11 )                                      | (968 )    |
| Recoveries                   | -  | -                    | -  | -                       | -                           | 9  | 9         |
| Provisions                   | 167  | 444                  | (5 )   | 154                     | -                           | 11   | 771       |
| Ending Balance               | \$ 374                                       | \$ 5,392             | \$ 2,196                                     | \$ 1,909                | \$ -                        | \$ 653                                     | \$ 10,524 |
| Three months ended 9/30/12   |  |                      |  |                         |                             |  |           |
| Beginning                    |  |                      |  |                         |                             |  |           |
| balance                      | \$ 1,084                                     | \$ 3,687             | \$ 601                                       | \$ 1,059                | \$ -                        | \$ 438                                     | \$ 6,869  |
| Charge-offs                  | (275 )                                       | (1,096 )             | (135 )                                       | (10 )                   | -                           | (11 )                                      | (1,527 )  |
| Recoveries                   | -  | 23                   | -  | -                       | -                           | 1  | 24        |
| Provisions                   | 473  | 1,996                | 30   | 206                     | -                           | 51   | 2,756     |
| Ending Balance               | \$ 1,282                                     | \$ 4,610             | \$ 496                                       | \$ 1,255                | \$ -                        | \$ 479                                     | \$ 8,122  |
| Nine months ended 9/30/11    |  |                      |  |                         |                             |  |           |
| Beginning                    |  |                      |  |                         |                             |  |           |
| balance                      | \$ 654                                       | \$ 4,922             | \$ 2,097                                     | \$ 1,799                | \$ -                        | \$ 372                                     | \$ 9,844  |
| Charge-offs                  | (448 )                                       | (1,224 )             | (255 )                                       | (182 )                  | -                           | (108 )                                     | (2,217 )  |
| Recoveries                   | -  | -                    | -  | -                       | -                           | 13   | 13        |
| Provisions                   | 168  | 1,694                | 354  | 292                     | -                           | 376  | 2,884     |
| Ending Balance               | \$ 374                                       | \$ 5,392             | \$ 2,196                                     | \$ 1,909                | \$ -                        | \$ 653                                     | \$ 10,524 |
| Nine months ended 9/30/12    |  |                      |  |                         |                             |  |           |
| Beginning                    |  |                      |  |                         |                             |  |           |
| balance                      | \$ 199                                       | \$ 2,181             | \$ 668                                       | \$ 1,705                | \$ -                        | \$ 663                                     | \$ 5,416  |
| Charge-offs                  | (387 )                                       | (2,015 )             | (297 )                                       | (9 )                    | -                           | (35 )                                      | (2,743 )  |
| Recoveries                   | -  | 33                   | -  | -                       | -                           | 8  | 41        |
| Provisions                   | 1,470  | 4,411                | 125  | (441 )                  | -                           | (157 )                                     | 5,408     |
| Ending Balance               | \$ 1,282                                     | \$ 4,610             | \$ 496                                       | \$ 1,255                | \$ -                        | \$ 479                                     | \$ 8,122  |
| Ending                       | \$ -   | \$ -                 | \$ -   | \$ -                    | \$ -                        | \$ -                                       | \$ -      |
| Balances:                    |  |                      |  |                         |                             |  |           |

|  |          |          |        |          |      |        |          |
|--|----------|----------|--------|----------|------|--------|----------|
| individually<br>evaluated<br>for impairment<br>collectively<br>evaluated for<br>impairment | \$ 1,282 | \$ 4,610 | \$ 496 | \$ 1,255 | \$ - | \$ 479 | \$ 8,122 |
| loans acquired<br>with<br>deteriorate credit<br>quality*                                   | \$ -     | \$ -     | \$ -   | \$ -     | \$ - | \$ -   | \$ -     |

\* The Company has taken no subsequent impaired provisions on loans acquired.

NOT  
NOTE I - LOANS RECEIVABLE, NET (Continued)

Allowance for Credit Losses and Recorded Investment in Financing Receivables  
At and For the Nine Months Ended September 30, 2012

|  | Commercial | Commercial<br>Real Estate | Commercial<br>Real<br>Estate-<br>Construction | Residential<br>Mortgage | Residential<br>Construction | Home<br>Equity<br>and Other<br>Consumer | Total        |
|--|------------|---------------------------|---|-------------------------|-----------------------------|---|--------------|
| Loans Receivable:  |            |                           |   | (In<br>thousands)       |                             |   |              |
| Ending balance   | \$ 47,727  | \$ 310,074                | \$ 13,686                                     | \$ 435,979              | \$ 9,187                    | \$ 222,930                              | \$ 1,039,583 |
| Ending balance:<br>individually<br>evaluated for<br>impairment                   | 62         | 25,317                    | 3,491   | 4,602                   | -                           | 2,144                                   | 35,616       |
| Ending balance:<br>legacy<br>Roma collectively<br>evaluated for<br>impairment    | 37,144     | 223,518                   | 10,195  | 377,597                 | 2,098                       | 179,928                                 | 830,480      |
| Ending balance:<br>acquired<br>loans collectively<br>evaluated for<br>impairment | 8,569      | 49,563                    | -   | 39,572                  | -                           | 38,798                                  | 136,502      |
| Ending<br>balance: loans<br>acquired<br>with deteriorated<br>credit quality      | \$ 1,952   | \$ 11,676                 | \$ -  | \$ 14,208               | \$ 7,089                    | \$ 2,060                                | \$ 36,985    |



## NOTE I - LOANS RECEIVABLE, NET (Continued)

Allowance for Credit Losses and Recorded Investment in Financing Receivables  
At December 31, 2011

|  | Commercial        | Commercial<br>Real Estate | Commercial<br>Real Estate-<br>Construction | Residential<br>Mortgage | Residential<br>Construction | Home<br>Equity<br>and Other<br>Consumer | Total      |
|--|-------------------|---------------------------|--|-------------------------|-----------------------------|---|------------|
|  | (In<br>thousands) |                           |  |                         |                             |   |            |
| Loans Receivable:  |                   |                           |  |                         |                             |   |            |
| Ending balance   | \$ 39,184         | \$ 292,646                | \$ 23,756                                  | \$ 394,206              | \$ 11,095                   | \$ 218,853                              | \$ 979,740 |
| Ending balance:<br>individually<br>evaluated for<br>impairment                   | 561               | 27,056                    | 7,290                                      | 4,797                   | -                           | 1,671                                   | 41,375     |
| Ending balance:<br>legacy<br>Roma<br>collectively<br>evaluated<br>for impairment | 23,808            | 193,637                   | 16,466                                     | 329,379                 | 878                         | 167,510                                 | 731,678    |
| Ending balance:<br>acquired<br>loans collectively<br>evaluated<br>for impairment | 13,774            | 61,460                    | -  | 46,381                  | -                           | 47,638                                  | 169,253    |
| Ending<br>balance: loans<br>acquired<br>with deteriorated<br>credit quality      | \$ 1,041          | \$ 10,493                 | \$ -                                       | \$ 13,649               | \$ 10,217                   | \$ 2,034                                | \$ 37,434  |

## NOTE I - LOANS RECEIVABLE, NET (Continued)

The following table summarizes information regarding troubled debt restructuring as of September 30, 2012 (\$ in thousands):

|                                    | Number of<br>Contracts | Pre-Modification<br>Outstanding<br>Recorded<br>Investments | Post-Modification<br>Outstanding<br>Recorded<br>Investments |
|------------------------------------|------------------------|--|---|
| Troubled Debt Restructurings       |                        |  |   |
| Commercial Real Estate - Roma Bank | 5                      | \$ 7,051   | \$ 8,147  |
| Commercial Real Estate - RomAsia   | 1                      | \$ 721   | \$ 721  |

There were no troubled debt restructurings that subsequently defaulted. There were no loans modified as trouble debt restructurings during the nine months ended September 30, 2012.

As indicated in the table above, the Company modified five commercial real estate loans during the year ended December 31, 2011. There have been no modifications that should be considered troubled debt restructuring during 2012. The five loans modified were to one borrower and were restructured into one loan. As a result of the modified terms of the new loan, the Company extended the maturity of three of the modified loans and accelerated the term of the remaining two modified loans. The effective interest rate of the modified loans was reduced when compared to the weighted average interest rate of the original terms of the modified loans. The Company compared the fair value of the modified loans to the carrying amount of the original loans and determined that the modified terms did not require recognition of impairment due to the fair value of the modified loans exceeding the carrying amount of the original loans, combined with the fact that the Company received additional collateral under the terms of the modification. The borrower has remained current since the modification.

In the fourth quarter of 2011, RomAsia Bank modified a commercial real estate loan (the second loan above) by reducing the interest rate, waiving principal for a period of three months, and advancing additional funds to bring real estate taxes current. At the time of modification an impairment of \$41,000 was recognized. The loan is performing as agreed since the modification.

## NOTE J – REAL ESTATE HELD FOR SALE

The Company acquired in the merger a former branch site and a loan center. In January 2012, the former branch was sold at a loss of \$3 thousand. At September 30, 2012, the remaining location was available for sale and carried at lower of cost or market.

## NOTE K - DEPOSITS

A summary of deposits by type of account as of September 30, 2012 and December 31, 2011 is as follows (dollars in thousands):

|                               | September 30, 2012 |                               |   | December 31, 2011 |                               |   |
|-------------------------------|--------------------|-------------------------------|---|-------------------|-------------------------------|---|
|                               | Amount             | Weighted<br>Avg. Int.<br>Rate |   | Amount            | Weighted<br>Avg. Int.<br>Rate |   |
| Demand:                       |                    |                               |   |                   |                               |   |
| Non-interest bearing checking | \$71,966           | 0.00                          | % | \$63,766          | 0.00                          | % |
| Interest bearing checking     | 220,167            | 0.11                          | % | 198,598           | 0.16                          | % |
|                               | 292,133            | 0.08                          | % | 262,364           | 0.20                          | % |
| Savings and club              | 513,038            | 0.29                          | % | 517,124           | 0.44                          | % |
| Certificates of deposit       | 687,314            | 1.36                          | % | 796,118           | 1.62                          | % |
| Total                         | \$1,492,485        | 0.74                          | % | \$1,575,606       | 0.98                          | % |

## NOTE L – FEDERAL HOME LOAN BANK ADVANCES AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE AND SUBORDINATED DEBENTURES

At September 30, 2012 and December 31, 2011, the Company had outstanding amortizing FHLB NY advances as follows (dollars in thousands):

|                        | September 30, 2012 |                  |   | December 31, 2011 |                  |   |
|------------------------|--------------------|------------------|---|-------------------|------------------|---|
|                        | Amount             | Interest<br>Rate |   | Amount            | Interest<br>Rate |   |
| Maturing:              |                    |                  |   |                   |                  |   |
| February 1, 2016       | \$393              | 2.11             | % | \$444             | 2.11             | % |
| March 14, 2016         | 726                | 1.79             | % | 872               | 1.79             | % |
| January 18, 2017       | 13,290             | 1.03             | % | -                 | -                |   |
| May 15, 2017           | 1,159              | 1.12             | % | -                 | -                |   |
| June 3, 2019           | 1,466              | 1.05             | % | -                 | -                |   |
| May 31, 2022           | 1,465              | 1.53             | % | -                 | -                |   |
| Total amortizing loans | \$18,499           |                  |   | \$1,316           |                  |   |

## NOTE L – FEDERAL HOME LOAN BANK ADVANCES AND SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE AND SUBORDINATED DEBENTURES (Continued)

At September 30, 2012 and December 31, 2011, the Company also had outstanding fixed maturity FHLBNY advances totaling \$34.8 million and \$32.0 million, respectively. The borrowings are as follows (in thousands):

| 09/30/2012 | 12/31/2011 | Interest Rate |   | Maturity Date |
|------------|------------|---------------|---|---------------|
| \$ 23,000  | \$ 23,000  | 3.90          | % | 10/29/2017    |
| -          | 750        | 0.60          | % | 02/22/2012    |
| -          | 3,500      | 1.47          | % | 03/19/2012    |
| 750        | 750        | 1.17          | % | 02/22/2013    |
| 1,500      | 1,500      | 2.09          | % | 03/19/2013    |
| 500        | 500        | 1.52          | % | 12/23/2013    |
| 500        | 500        | 1.73          | % | 02/24/2014    |
| 500        | 500        | 2.08          | % | 12/22/2014    |
| 500        | 500        | 2.61          | % | 12/21/2015    |
| 500        | 500        | 3.08          | % | 12/21/2016    |
| 692        | -          | 1.00          | % | 03/14/2016    |
| 1,000      | -          | 0.51          | % | 03/19/2013    |
| 1,000      | -          | 0.72          | % | 03/19/2014    |
| 1,000      | -          | 0.98          | % | 03/19/2015    |
| 870        | -          | 1.21          | % | 04/12/2017    |
| 1,073      | -          | 1.21          | % | 04/12/2017    |
| 1,403      | -          | 0.80          | % | 08/22/2016    |
| \$ 34,788  | \$ 32,000  |               |   |               |

Securities sold under agreements to repurchase are treated as financings and are reflected as a liability in the consolidated statements of financial condition. Securities sold under an agreement to repurchase amounted to \$40.0 million at September 30, 2012 and December 31, 2011. The maturities and respective interest rates are as follows: \$10.0 million maturing in 2015, at 3.22%; \$20.0 million maturing in 2018, callable at 08/22/11, at 3.51%; and \$10.0 million maturing in 2018, callable at 08/22/13, at 3.955%. The repurchase agreement is collateralized by securities described in the underlying agreement which are held in safekeeping by the FHLBNY. At September 30, 2012, the fair value of the mortgage-backed securities used as collateral under the repurchase agreement was approximately \$56.3 million.

On May 1, 2007, Sterling Banks Capital Trust I, a Delaware statutory business trust and a wholly-owned subsidiary of the Company (the “Trust”), issued \$6.2 million of variable rate capital trust pass-through securities (“capital securities”) to investors. The variable interest rate reprices quarterly at the three month LIBOR plus 1.7%. The Trust purchased \$6.2 million of variable rate junior subordinated debentures from Sterling Banks, Inc. The debentures are the sole asset of the Trust. The fair value of the subordinated debentures at acquisition of Sterling Banks, Inc. was \$5.1 million. The terms of the junior subordinated debentures are the same as the terms of the capital securities. The Company has also fully and unconditionally guaranteed the obligations of the Trust under the capital securities. On October 22, 2010, the Company repurchased \$4.0 million of these capital securities (market value of \$3.2 million). The capital securities remaining were redeemable by the Company on or after May 1, 2012 at par. The Company redeemed the balance of the capital securities in June 2012 for \$2.2 million. The carrying value of the debt prior to repayment was \$1.9 million, net of a \$271 thousand discount at acquisition from Sterling.

## NOTE M – RETIREMENT PLANS

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Components of net periodic pension cost for the three and nine months ended September 30, 2012 and 2011 were as follows (in thousands):

|   | Three Months Ended<br>September 30, |        | Nine months Ended<br>September 30, |        |
|---|-------------------------------------|--------|------------------------------------|--------|
|   | 2012                                | 2011   | 2012                               | 2011   |
| Service cost  | \$179                               | \$136  | \$537                              | \$408  |
| Interest cost                                       | 180                                 | 173    | 540                                | 519    |
| Expected return on plan assets                      | (204 )                              | (193 ) | (612 )                             | (579 ) |
| Amortization of unrecognized net loss               | 192                                 | 86     | 576                                | 258    |
| Amortization of unrecognized past service liability | 3                                   | 4      | 9                                  | 12     |
| Net periodic benefit expense                        | \$350                               | \$206  | \$1,050                            | \$618  |

The Company expects to make contributions of approximately \$1,172,000 during 2012.

## NOTE N – CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of business, the Company enters into off-balance sheet arrangements consisting of commitments to fund residential and commercial loans and lines of credit. Outstanding loan commitments at September 30, 2012 were as follows (in thousands):

|                                       | September 30,<br>2012 |
|---------------------------------------|-----------------------|
| Residential mortgage and equity loans | \$ 26,666             |
| Commercial loans committed not closed | 13,763                |
| Commercial lines of credit            | 36,402                |
| Consumer unused lines of credit       | 65,147                |
| Commercial letters of credit          | 3,190                 |
|                                       | \$ 145,168            |

In the ordinary course of business to meet the financial needs of the Company's customers, the Company is party to financial instruments with off-balance-sheet risk. These financial instruments include unused lines of credit and involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated financial statements. The contract or notional amounts of these instruments express the extent of involvement the Company has in each category of financial instruments.

The Company's exposure to credit loss from nonperformance by the other party to the above-mentioned financial instruments is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The contract or notional amount of financial instruments which represent credit risk at September 30, 2012 and December 31, 2011 is as follows (in thousands):

|  | September 30,<br>2012 | December 31,<br>2011 |
|--|-----------------------|----------------------|
| Standby by letters of credit                 | \$ 3,190              | \$ 2,926             |
| Outstanding loan and credit line commitments | \$ 141,978            | \$ 91,802            |

Standby letters of credit are conditional commitments issued by the Company which guarantee performance by a customer to a third party. The credit risk and underwriting procedures involved in issuing letters of credit are essentially the same as that involved in extending loan facilities to customers. These are irrevocable undertakings by the Company, as guarantor, to make payments in the event a specified third party fails to perform under a non-financial contractual obligation. Most of the Company's performance standby letters of credit arise in connection with lending relationships and have terms of one year or less.

Outstanding loan commitments represent the unused portion of loan commitments available to individuals and companies as long as there is no violation of any condition established in the contract. Outstanding loan commitments generally have a fixed expiration date of one year or less, except for home equity lines of credit which generally have an expiration date of up to 15 years. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral, if any, obtained, upon extension of credit is based upon management's credit evaluation of the customer. While various types of collateral may be held, property is primarily obtained as security. The credit risk involved in these financial instruments is essentially the same as that involved in extending loan facilities to customers.



## NOTE N – CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS (Continued)

The Banks have non-cancelable operating leases for branch offices. The following is a schedule by years of future minimum rental payments required under operating leases that have initial or remaining non-cancelable lease terms in excess of one year at September 30, 2012: (In thousands)

Year Ended September 30:

|                                 |           |
|---------------------------------|-----------|
| 2013                            | \$ 1,176  |
| 2014                            | 1,040     |
| 2015                            | 864       |
| 2016                            | 889       |
| 2017                            | 899       |
| Thereafter                      | 7,975     |
| Total Minimum Payments Required | \$ 12,843 |

Included in the total required minimum lease payments is \$1,577,521 of payments to the LLC. The Company eliminates these payments in consolidation.

## NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES

The Company follows the guidance on fair value measurements now codified as FASB ASC Topic 820, Fair Value Measurements and Disclosures. ASC Topic 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value.

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective period end and have not been re-evaluated or updated for purposes of these financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each period-end.

The fair value measurement hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2: Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported with little or no market activity).

An asset's or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.



## NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES (Continued)

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at September 30, 2012 were as follows:

| Description   | (Level 1)  | (Level 2)  | (Level 3)                             | Total Fair Value<br>September 30,<br>2012 |
|---|--|--|---------------------------------------|---|
|   | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets | Significant<br>Other<br>Observable<br>Inputs<br>(In Thousands) | Significant<br>Unobservable<br>Inputs |   |
| Mortgage backed securities-<br>U.S. Government Sponsored<br>Enterprises (GSEs)                | \$ -   | \$ 13,293  | \$ -                                  | \$ 13,293                                 |
| Obligations of state and<br>political subdivisions<br>U.S. Government (including<br>agencies) | -  | 3,887  | -                                     | 3,887                                     |
| Corporate bond  | -  | 10,722   | -                                     | 10,722                                    |
| Equity securities   | -  | 982  | -                                     | 982                                       |
| Mutual funds  | -  | 49   | -                                     | 49  |
| Securities available for sale   | \$ -   | \$ 3,044   | \$ -                                  | \$ 3,044                                  |
|   |  | \$ 31,977  | \$ -                                  | \$ 31,977                                 |

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy, used at December 31, 2011 were as follows:

| Description   | (Level 1)  | (Level 2)  | (Level 3)                             | Total Fair Value<br>September 30,<br>2012 |
|---|--|--|---------------------------------------|---|
|   | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets | Significant<br>Other<br>Observable<br>Inputs<br>(In Thousands) | Significant<br>Unobservable<br>Inputs |   |
| Mortgage backed securities-<br>U.S. Government Sponsored<br>Enterprises (GSEs)                | \$ -   | \$ 23,368  | \$ -                                  | \$ 23,368                                 |
| Obligations of state and<br>political subdivisions<br>U.S. Government (including<br>agencies) | -  | 5,606  | -                                     | 5,606                                     |
| Corporate bond  | -  | 9,639  | -                                     | 9,639                                     |
| Equity securities   | -  | 894  | -                                     | 894                                       |
| Mutual funds  | -  | 49   | -                                     | 49  |
| Securities available for sale   | \$ -   | \$ 2,935   | \$ -                                  | \$ 2,935                                  |
|   |  | \$ 42,491  | \$ -                                  | \$ 42,491                                 |



## NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES (Continued)

For assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at September 30, 2012, were as follows:

| Description                           | (Level 1)   | (Level 2)  | (Level 3)                             | Total Fair Value<br>September 30,<br>2012 |
|---------------------------------------|---|--|---------------------------------------|---|
|                                       | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets | Significant<br>Other<br>Observable<br>Inputs<br>(In Thousands) | Significant<br>Unobservable<br>Inputs |   |
| Impaired loans                        | \$ -  | \$ -   | \$ 17,226                             | \$ 17,226                                 |
| Real estate and other assets<br>owned | \$ -  | \$ -   | \$ 7,905                              | \$ 7,905                                  |
| Real estate held for sale             | \$ -  | \$ -   | \$ 640                                | \$ 640                                    |

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which Roma Financial Corporation has utilized level 3 inputs to determine fair value:

## Quantitative Information About Level 3 Fair Value Measurements

| Description                           | Fair Value<br>Estimate | Valuation<br>Techniques        | Unobservable<br>Input       | Range                |
|---------------------------------------|------------------------|--------------------------------|-----------------------------|----------------------|
|                                       |                        |                                |                             |                      |
| Impaired loans                        | \$ 17,226              | Appraisal of<br>collateral (1) | Liquidation<br>expenses (2) | 5.0% to 20.0%<br>(2) |
| Real estate and other<br>assets owned | \$ 7,905               | Appraisal of<br>collateral (1) | Liquidation<br>expenses (2) | 5.0% to 10.0%<br>(2) |
| Real estate held for sale             | \$ 640                 | Appraisal of<br>collateral (1) | Liquidation<br>expenses (2) | 5.0% (2)             |

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include level 3 inputs which are not identifiable.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of liquidation expenses are presented as a percent of the appraisal.

The Company's policy is to recognize transfers between levels as of the actual date of the event or change in circumstances that caused the transfer. There were no transfers between Level 1, 2, and 3 for the nine months ended September 30, 2012.



## NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES (Continued)

For assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2011, were as follows:

| Description               | (Level 1)  | (Level 2)                                    | (Level 3)                             | Total Fair Value<br>December 31,<br>2011 |
|---------------------------|--|--|---------------------------------------|--|
|                           | Quoted Prices in<br>Active<br>Markets for<br>Identical<br>Assets | Significant<br>Other<br>Observable<br>Inputs | Significant<br>Unobservable<br>Inputs |  |
|                           | (In Thousands)   |  |                                       |  |
| Impaired loans            | \$ -   | \$ -   | \$ 18,800                             | \$ 18,800                                |
| Real estate owned         | \$ -   | \$ -   | \$ 3,276                              | \$ 3,276                                 |
| Real estate held for sale | \$ -   | \$ -   | \$ 970                                | \$ 970                                   |
| Mortgage servicing rights | \$ -   | \$ -   | \$ 419                                | \$ 419                                   |

## Other Real Estate Owned

Real estate owned assets are adjusted to fair value, less estimated selling costs, upon transfer of the loans to real estate owned. Subsequently, real estate owned assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. These assets are included as Level 3 fair values.

## Real Estate Held for Sale

Real estate held for sale is adjusted to fair value less estimated selling costs upon transfer of the assets. Subsequently, real estate held for sale assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. These assets are included as Level 3 fair values.

The following is management's estimate of the fair value of all financial instruments whether carried at cost or fair value on the Company's statement of financial condition.

The following information should not be interpreted as an estimate of the fair value of the Company since a fair value calculation is only provided for a limited portion of the Company assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company disclosures and those of other companies may not be meaningful. The following methods and assumptions were used to estimate the fair values of the Company's financial instruments at September 30, 2012 and December 31, 2011.

## Cash and Cash Equivalents (Carried at Cost)

The carrying amounts reported in the balance sheet for cash and short-term instruments approximate those assets' fair values.

## Securities

The fair value of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices. Level 2 debt securities are valued by a third-party service commonly used in the banking industry. Level 2 fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. treasury yield curve, live trading levels, trade execution date, market consensus, prepayment speeds, credit information and the security's terms and conditions, among other things.

NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES (Continued)

Loans Receivable (Carried at Cost)

The fair values of loans are estimated using discounted cash flow analyses, using market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair value measurement of loans receivable is Level 3 in the fair value hierarchy.

Impaired Loans (Generally Carried at Fair Value)

Impaired loans carried at fair value are those impaired loans in which the Company has measured impairment generally based on the fair value of the related loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the expected proceeds. These assets are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements. The fair value at September 30, 2012 consists of the loan balances of \$22.0 million, net of cumulative charge offs of \$4.8 million. The fair value at December 31, 2011 consists of the loan balances of \$24.4 million, net of cumulative charge offs of \$5.6 million. The fair value measurement of impaired loans is Level 3 in the fair value hierarchy.

Mortgage Servicing Rights

Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The fair value measurement of mortgage servicing rights is Level 3 in the fair value hierarchy.

Federal Home Loan Bank Stock and ACBB Stock (Carried at Cost)

The carrying amount of this restricted investment's in bank stock approximates fair value, and considers the limited marketability of such securities.

Accrued Interest Receivable and Payable (Carried at Cost)

The carrying amount of accrued interest receivable and accrued interest payable approximates its fair value.

Deposit Liabilities (Carried at Cost)

The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits. The fair value measurement of deposits is Level 2 in the fair value hierarchy.

Federal Home Loan Bank of New York Advances and Securities Sold Under Agreements to Repurchase (Carried at Cost)

Fair values of FHLB advances are determined by discounting the anticipated future cash payments by using the rates currently available to the Company for debt with similar terms and remaining maturities. Securities sold under agreements to repurchase are estimated using discounted cash flow analysis, based on quoted prices for available

borrowings with similar credit risk characteristics, terms and remaining maturity. These prices obtained from this active market represent a market value that is deemed to represent the transfer price if the liability were assumed by a third party. The fair value measurement of Federal Home Loan Bank of New York Advances and Securities Sold Under Agreement to Repurchase is Level 2 in the fair value hierarchy.

#### Subordinated Debentures

The fair value estimate of subordinated debentures is determined by discounting future cash payments by using the rates currently available to the Company for debt with similar terms and remaining maturities. The fair value measurement of subordinated debentures is Level 3 in the fair value hierarchy.

## NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES (Continued)

## Off-Balance Sheet Financial Instruments (Disclosed at Cost)

Fair values for the Company's off-balance sheet financial instruments (lending commitments and letters of credit) are based on fees currently charged in the market to enter into similar agreements, taking into account, the remaining terms of the agreements and the counterparties' credit standing. The fair value of these off-balance sheet financial instruments was not considered material as of September 30, 2012 and December 31, 2011.

The carrying amounts and estimated fair values of financial instruments as of September 30, 2012 are as follows:

|   | Carrying Value | Estimated Fair Value | (Level 1)<br>Quoted<br>Prices in<br>Active<br>Markets for<br>Identical<br>Assets<br>(In Thousands) | (Level 2)<br>Significant<br>Other<br>Observable<br>Inputs | (Level 3)<br>Significant<br>Unobservable<br>Inputs |
|---|----------------|----------------------|--|---|--|
| Financial assets:                                 |                |                      |  |   |  |
| Cash and cash equivalents                         | \$ 110,155     | \$ 110,155           | \$ 110,155   | \$ -  | \$ -   |
| Securities available for sale                     | 31,977         | 31,977               | -  | 31,977  | -  |
| Investment securities held to maturity            | 167,966        | 169,746              | -  | 169,746   | -  |
| Mortgage-backed securities held to maturity       | 378,644        | 403,724              | -  | 403,724   | -  |
| Loans receivable                                  | 1,014,864      | 1,039,191            | -  | -   | 1,039,191  |
| Federal Home Loan Bank of New York and ACBB Stock | 8,459          | 8,459                | -  | 8,459   | -  |
| Accrued interest receivable                       | 6,084          | 6,084                | 6,084  | -   | -  |
| Financial liabilities:                            |                |                      |  |   |  |
| Deposits  | 1,492,485      | 1,514,158            | -  | 1,514,158   | -  |
| Federal Home Loan Bank of New York Advances       | 53,287         | 57,711               | -  | 57,711  | -  |
| Securities sold under agreements to Repurchase    | 40,000         | 46,222               | -  | 46,222  | -  |
| Accrued interest payable                          | 513            | 513                  | 513  | -   | -  |

## NOTE O – FAIR VALUE MEASUREMENTS AND DISCLOSURES (Continued)

The carrying amounts and estimated fair values of financial instruments as of December 31, 2011 are as follows:

|   | December 31, 2011 |                            |
|---|-------------------|----------------------------|
|   | Carrying<br>Value | Estimated<br>Fair<br>Value |
|   | (In Thousands)    |                            |
| Financial assets:                                 |                   |                            |
| Cash and cash equivalents                         | \$84,659          | \$84,659                   |
| Securities available for sale                     | 42,491            | 42,491                     |
| Investment securities held to maturity            | 241,185           | 243,022                    |
| Mortgage-backed securities held to maturity       | 438,523           | 458,555                    |
| Loans receivable                                  | 962,389           | 981,842                    |
| Federal Home Loan Bank of New York and ACBB Stock | 5,798             | 5,798                      |
| Accrued interest receivable                       | 6,492             | 6,492                      |
| Financial liabilities:                            |                   |                            |
| Deposits  | 1,575,606         | 1,584,852                  |
| Federal Home Loan Bank of New York Advances       | 33,316            | 37,462                     |
| Securities sold under agreements to Repurchase    | 40,000            | 45,529                     |
| Subordinated debentures                           | 1,915             | 1,915                      |
| Accrued interest payable                          | 646               | 646                        |

## Limitations

The fair value estimates are made at a discrete point in time based on relevant market information and information about the financial instruments. Fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors.

These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Changes in assumptions could significantly affect the estimates. Further, the foregoing estimates may not reflect the actual amount that could be realized if all or substantially all of the financial instruments were offered for sale. This is due to the fact that no market exists for a sizable portion of the loan, deposit and off balance sheet instruments.

In addition, the fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to value anticipated future business and the value of assets and liabilities that are not considered financial instruments. Other significant assets that are not considered financial assets include premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

Finally, reasonable comparability between financial institutions may not be likely due to the wide range of permitted valuation techniques and numerous estimates which must be made given the absence of active secondary markets for many of the financial instruments. This lack of uniform valuation methodologies introduces a greater degree of

subjectivity to these estimated fair values.

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## NOTE P – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Components of accumulated other comprehensive income (loss) at September 30, 2012 and December 31, 2011 were as follows (in thousands):

|  | September 30,<br>2012<br>(In Thousands) | December 31,<br>2011 |
|--|---|----------------------|
| Net unrealized gain on securities available for sale                                     | \$ 956                                  | \$ 842               |
| Tax effect   | (407 )                                  | (354 )               |
| Net of tax amount  | 549                                     | 488                  |
| Minimum pension liability  | (8,541 )                                | (8,541 )             |
| Tax effect   | 3,416                                   | 3,416                |
| Net of tax amount  | (5,125 )                                | (5,125 )             |
| Accumulated other comprehensive income (loss)  | (4,576 )                                | ( 4,637 )            |
| Accumulated other comprehensive income (loss) attributable to noncontrolling interest    | (37 )                                   | -                    |
| Accumulated other comprehensive income (loss) attributable to Roma Financial Corporation | \$ (4,613 )                             | \$ ( 4,637 )         |

## ITEM 2 – Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Form 10-Q contains forward-looking statements, which can be identified by the use of words such as “believes,” “expects,” “anticipates,” “estimates” or similar expressions. Forward – looking statements include:

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

These forward-looking statements are subject to significant risks and uncertainties. Actual results may differ materially from those contemplated by the forward-looking statements due to, among others, the following factors:

- General economic conditions, either nationally or in our market area, that are worse than expected;
- Changes in the interest rate environment that reduce our interest margins or reduce the fair value of financial instruments;
- Our ability to enter into new markets and/or expand product offerings successfully and take advantage of growth opportunities;
  - Increased competitive pressures among financial services companies;
    - Changes in consumer spending, borrowing and savings habits;
  - Legislative or regulatory changes that adversely affect our business;
    - Adverse changes in the securities markets;
  - Our ability to successfully manage our growth; and
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Changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board or the Public Company Accounting Oversight Board.

Any of the forward-looking statements that we make in this report and in other public statements we make may turn out to be wrong because of inaccurate assumptions we might make, because of the factors illustrated above or because of other factors that we cannot foresee. Consequently, no forward-looking statement can be guaranteed.

Comparison of Financial Condition at September 30, 2012 and December 31, 2011

General

Total assets decreased by \$53.0 million to \$1.8 billion at September 30, 2012 compared to \$1.9 billion at December 31, 2011. Total liabilities decreased \$53.8 million to \$1.6 billion at September 30, 2012 compared to \$1.7 billion at December 31, 2011. Total stockholders' equity increased \$.8 million to \$218.8 million at September 30, 2012 compared to \$218.0 million at December 31, 2011. The decrease in assets was primarily attributable to investment security calls and principal paydowns of \$108.0 million; partially offset by an increase in loans of \$52.9 million and an increase in cash of \$25.5 million. The decrease in liabilities was primarily attributable to a decrease in deposits of \$83.1 million, partially offset by an increase in FHLBNY Advances of \$20.0 million.

Deposits

Total deposits decreased \$83.1 million to \$1.5 billion at September 30, 2012, compared to \$1.6 billion at December 31, 2011. Non-interest bearing demand deposits increased \$8.2 million to \$72.0 million at September 30, 2012, and interest bearing demand deposits increased \$21.6 million to \$220.2 million. Savings and club accounts decreased \$4.1 million to \$513.0 million, and certificates of deposit decreased \$108.8 million to \$687.3 million at September 30, 2012. The Company has steadily lowered deposit rates to improve interest margins as yields on earning assets continued to contract.

Investments (Including Mortgage-Backed Securities)

The investment portfolio decreased \$143.6 million to \$578.6 million at September 30, 2012, compared to \$722.2 million at December 31, 2011. Securities available for sale decreased \$10.5 million to \$32.0 million at September 30, 2012, compared to \$42.5 million at December 31, 2011, primarily due to calls and principal payments. Investments held to maturity decreased \$73.2 million to \$168.0 million at September 30, 2012, compared to \$241.2 million at December 31, 2011, primarily due to calls. Mortgage-backed securities decreased \$59.9 million to \$378.6 million at September 30, 2012, compared to \$438.5 million at December 31, 2011, primarily due to calls and principal payments. Yields on these long-term investments are very low and pose a high degree of interest rate risk in a rising rate environment.

Loans

Net loans increased by \$52.5 million to \$1,014.9 million at September 30, 2012, compared to \$962.4 million at December 31, 2011. Commercial and multi-family real estate mortgages increased \$26.0 million to \$357.8 million at September 30, 2012, compared to \$331.8 million at December 31, 2011. Gross construction loans decreased \$12.0 million to \$22.9 million at September 30, 2012, compared to \$34.8 million at December 31, 2011. Residential and consumer loans increased \$45.8 million to \$658.9 million at September 30, 2012 compared to \$613.1 million at December 31, 2011.

Other Assets

All other asset categories, except cash and cash equivalents, increased by \$12.6 million from December 31, 2011 to September 30, 2012. This increase was primarily caused by the purchase of an additional \$4.5 million of bank owned life insurance and an increase of \$4.6 million in real estate acquired primarily in foreclosure actions.

Federal Home Loan Bank of New York Advances

The \$20.0 million increase in FHLBNY advances to \$53.3 million at September 30, 2012, compared to \$33.3 million at December 31, 2011, was due to additional advances of \$26.2 million, offset by repayments of \$6.2 million. FHLBNY offers its members funds at rates that are more attractive than the competitive deposit market.

#### Other Liabilities

Other liabilities increased \$9.4 million to \$30.5 million at September 30, 2012. The net increase was primarily due to an increase of \$12.0 million in securities purchased and not settled at September 30, 2012, offset by a decrease from the repayment of subordinated debentures of \$1.9 million.

#### Stockholders' Equity

Stockholders' equity increased \$.8 million to \$218.8 million at September 30, 2012 compared to \$218.0 million at December 31, 2011. The net increase was primarily caused by net income of \$2.8 million, mostly offset by dividends paid and declared of \$1.7 million.

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### Comparison of Operating Results for the Three Months Ended September 30, 2012 and 2011

#### General

Net income decreased \$1.8 million to \$0.3 million for the quarter ended September 30, 2012, compared to \$2.1 million for the prior year period. The decrease is primarily related to losses on the degradation of real estate owned and a decrease in net interest income, after provision for loan losses, of \$2.7 million. The decrease in net income was primarily attributable to an increase in the provision for loan losses of \$2.0 million and a decrease in interest income on investment securities and mortgage backed securities of \$2.2 million; partially offset by a decrease in interest expense on deposits of \$1.3 million.

#### Interest Income

Interest income decreased by \$2.4 million to \$15.9 million for the three months ended September 30, 2012 compared to \$18.4 million for the prior year period. The decrease was primarily caused by a decrease of \$1.2 million in interest income from investments securities and \$1.0 million in interest income from mortgage-backed securities. The Company has experienced security calls of \$193.9 million since January 1, 2012. Because the demand for commercial loans continues to be sluggish, and the majority of the thirty year mortgages are being sold, proceeds from called securities are being reinvested in shorter term securities at much lower yields. Interest income from loans decreased \$153 thousand to \$11.5 million for the three months ended September 30, 2012. Interest income from residential mortgage loans increased \$16 thousand over the comparable quarter ended September 30, 2011, while interest income from equity loans increased \$38 thousand. The weighted average interest rates for mortgage and equity loans at September 30, 2012 were 4.61% and 4.59%, respectively, compared to 5.50% and 5.80%, respectively, in the prior year. Interest income from commercial and multifamily mortgage loans and commercial and industrial loans decreased \$321 thousand from period to period. The weighted average interest rate for commercial and multi-family mortgage loans and commercial loans was 4.65% at September 30, 2012, and 5.81% at September 30, 2011. Loan fees increased by \$114 thousand.

#### Interest Expense

Interest expense decreased \$1.7 million for the three month period ended September 30, 2012 to \$3.6 million compared to \$5.3 million for the three months ended September 30, 2011. The decrease was primarily due to a \$1.3 million decrease in interest paid on deposits. Total deposits have decreased by \$83.1 million over the nine month period ended September 30, 2012. The Company has continued to lower rates to better manage interest margins since the beginning of 2012; the weighted average interest rate has decreased 34 basis points to 0.74% at September 30, 2012, compared to 1.08% at September 30, 2011. Interest expense on borrowed funds decreased \$350 thousand to \$353 thousand.

#### Provision for Loan Losses

The loan loss provision for the three months ended September 30, 2012 increased \$2.0 million to \$2.8 million. The increase in the provision is primarily related to an increase in the allowance methodology environmental factor relating to historical losses and loan growth.

Total non-performing loans were \$47.3 million and \$45.0 million at September 30, 2012 and December 31, 2011, respectively. The legacy Roma and RomAsia non-performing loans were \$28.2 million and \$23.4 million at September 30, 2012 and December 31, 2011, respectively. The allowance for loan losses to non-performing legacy Roma and RomAsia loans was 36.1% and 23.1% at September 30, 2012 and December 31, 2011, respectively, and allowance for loan loss to total legacy Roma and RomAsia loans represented 0.93% and 0.71%, respectively, for the same periods of time. Total loans are net of \$9.1 million and \$10.2 million of credit marks on the acquired loans at September 30, 2012 and December 31, 2011, respectively. Total allowance for loan loss and credit marks were 1.81%

and 1.83% of total gross loans at September 30, 2012 and December 31, 2011.

Management believes that the impaired loans remain sufficiently collateralized and where needed, appropriate charge offs have occurred, or credit marks, have been established. The Company is taking a proactive approach in identifying loans at an early stage that may be experiencing cash flow deterioration or collateral weakening even though the loan remains current. The Company obtains new appraisals at least annually on substandard assets.

#### Non-Interest Income

Non-interest income increased \$935 thousand to \$2.5 million for the three months ended September 30, 2012, compared to \$1.6 million for the three months ended September 30, 2011. The net increase was chiefly derived from increases in: gains on sale of mortgage loans of \$576 thousand; income from bank owned life insurance of \$53 thousand; commissions on the sale of title policies of \$119 thousand; gain on sale of securities of \$369; and, \$91 thousand in other non-interest income primarily related to mortgage servicing rights income and ATM fees, offset by decreases of \$15 thousand in fees and service charges and \$258 on sale of real estate owned.

## Non-Interest Expense

Non-interest expense increased \$918 thousand to \$11.6 million for the three months ended September 30, 2012 compared to \$10.7 million for the three months ended September 30, 2011. Salaries and employee benefits increased \$272 thousand to \$6.4 million for the three months ended September 30, 2012, compared to the same period in the prior year. This increase is reflective of annual salary increases as well as increase in compensation expense related to equity incentive plans and pension costs. Overall FTEs declined by 5 from year to year primarily in branch personnel as management realigned staff to reduce salary costs. Net occupancy of premises expense decreased \$113 thousand for the three month period ended September 30, 2012. Loan expense for commercial and mortgage loans increased \$330 thousand from period to period primarily related to the costs associated with redeeming tax certificates and collection costs on impaired loans. Other non-interest expenses increased by \$429 thousand to \$3.4 million for the three months ended September 30, 2012, compared to \$3.0 million for the same period in the prior year.

## Provision for Income Taxes

Income tax expense decreased by \$909 thousand to \$122 thousand for the three months ended September 30, 2012, compared to \$1.0 million for the three months ended September 30, 2011 as a result of lower pre-tax income. Income tax expense, represented an effective rate of – 24.8% for the three months ended September 30, 2012, compared to 32.3% in the prior year quarter. The Company pays a state tax rate of 3.6% on the taxable income of the Investment Company and 9.0 % on the taxable income of the other entities.

## Comparison of Operating Results for the Nine Months Ended September 30, 2012 and 2011

### General

Net income declined \$2.7 million to \$2.7 million for the nine months ended September 30, 2012, compared to \$5.4 million for the prior year period. The decrease was primarily related to losses on the degradation of real estate owned and a decrease in net interest income after the provision for loan losses of \$3.9 million. An increase in non-interest expense of \$2.7 million and increase in the provision for loan losses increased \$2.5 million. The decrease in income was partially offset by an increase of \$2.4 million in non-interest income, and a decrease of \$1.5 million in the provision for federal and state income taxes.

### Interest Income

Interest income decreased by \$5.3 million to \$50.4 million for the nine months ended September 30, 2012, compared to \$55.7 million for the prior year period. The decrease was primarily caused by a decrease of \$5.7 million in interest income from investments. The Company has experienced security calls of \$193.9 million since January 1, 2012. Because the demand for commercial loans continues to be sluggish, and the majority of the thirty year mortgages are being sold, proceeds from called securities are being reinvested in shorter term securities at much lower yields. Interest income from loans increased \$342 thousand to \$35.4 million for the nine months ended September 30, 2012. Interest income from residential mortgage loans decreased \$295 thousand over the comparable nine months ended September 30, 2011, while interest income from equity loans increased \$112 thousand. The weighted average interest rates for mortgage and equity loans at September 30, 2012 were 4.61% and 4.59%, respectively, compared to 5.50% and 5.80%, respectively, in the prior year. Interest income from commercial and multifamily mortgage loans and commercial and industrial loans increased \$324 thousand from period to period. The weighted average interest rate for commercial and multi-family mortgage loans and commercial loans was 4.65% at September 30, 2012, and 5.81% at September 30, 2011. Loan fees increase by \$201 thousand.

Interest income from mortgage-backed securities decreased \$1.8 million over the comparable nine months in 2011. The decrease was primarily due to a decrease in yields. Interest income from investments held to maturity decreased \$3.4 million for the nine months ended September 30, 2012. This decrease was primarily due to a decrease in the

portfolio from year to year and the reinvestment of the proceeds of called securities into lower yielding investments. Interest income on securities available for sale decreased \$414 thousand from period to period.

#### Interest Expense

Interest expense decreased \$3.9 million for the nine month period ended September 30, 2012 to \$12.1 million compared to \$16.0 million for the nine months ended September 30, 2011. The decrease was primarily due to a \$3.8 million decrease in interest paid on deposits. Total deposits have decreased by \$83.1 million over the nine month period ended September 30, 2011. The Company has continued to lower rates to better manage interest margins over the last several months; the weighted average interest rate has decreased 34 basis points to 0.74% at September 30, 2012, compared to 1.08% at September 30, 2011.

### Provision for Loan Losses

The loan loss provision for the nine months ended September 30, 2012 increased \$2.5 million to \$5.4 million. The increase in the provision is primarily related to an increase in the allowance methodology environmental factor relating to historical losses.

Total non-accrual loans were \$47.3 million and \$45.0 million at September 30, 2012 and December 31, 2011, respectively. The legacy Roma and RomAsia non-performing loans were \$28.1 million and \$23.4 million at September 30, 2012 and December 31, 2011, respectively. The allowance for loan losses to non-performing legacy Roma and RomAsia loans was 39.2% and 23.1% at September 30, 2012 and December 31, 2011, respectively, and allowance for loan losses to total legacy Roma and RomAsia loans represented 0.93% and 0.71%, respectively, for the same periods of time. Total loans are net of \$10.6 million and \$12.5 million of credit marks on the acquired loans at September 30, 2012 and December 31, 2011, respectively. Total allowance for loan losses and credit marks were 1.81% and 1.83% of total gross loans at September 30, 2012 and December 31, 2011.

In June 2012 management sold the note related to an impaired loan which resulted in a charge off to the allowance for loan losses of approximately \$840 thousand. Management made the decision to sell the note after evaluating the estimated costs to maintain and operate the property over the next year, which were not significantly different than the loss taken. Prior to the decision to sell the note, current appraisals and a broker's opinion of value were sufficient to cover the note balance.

Management believes that the impaired loans remain sufficiently collateralized and where needed, appropriate charge offs have occurred, or credit marks, have been established. The Company is taking a proactive approach in identifying loans at an early stage that may be experiencing cash flow deterioration or collateral weakening even though the loan remains current. The Company obtains new appraisals at least annually on substandard assets.

### Non-Interest Income

Non-interest income increased \$2.1 million to \$6.2 million for the nine months ended September 30, 2012, compared to \$4.1 million for the nine months ended September 30, 2011. The net increase was chiefly derived from increases in: gain on sale of mortgage loans of \$1.2 million; income from bank owned life insurance of \$153 thousand; \$342 thousand in gain on sale of securities; \$30 on fees and charges; \$161 thousand in commissions on sales of title policies; and, \$411 thousand in other non-interest income primarily related to gains on calls of securities, mortgage servicing rights income and ATM fees, offset by higher losses of \$155 on real estate owned sales.

### Non-Interest Expense

Non-interest expense increased \$2.4 million to \$35.3 million for the nine months ended September 30, 2012, compared to \$32.9 million for the nine months ended September 30, 2011. Salaries and employee benefits increased \$825 thousand to \$19.1 million for the nine months ended September 30, 2012 compared to the same period in the prior year. This increase is reflective of annual salary increases as well as increase in compensation expense related to equity incentive plans and pension costs. Overall FTE's declined by 5 from year to year primarily in branch personnel as management realigned staff to reduce salary costs. Net occupancy of premises expense decreased \$234 thousand for the nine month period ended September 30, 2012. Loan expense for commercial and mortgage loans increased \$1.1 million from period to period primarily related to the costs associated with redeeming tax certificates and collection costs on impaired loans. Other non-interest expenses increased \$.7 million to \$10.7 million for the nine months ended September 30, 2012, compared to \$10.0 million for the same period in the prior year.

### Provision for Income Taxes

Income tax expense decreased by \$1.5 million to \$1.1 million for the nine months ended September 30, 2012 compared to \$2.6 million for the nine months ended September 30, 2011 primarily as a result of lower pre-tax income. Income tax expense, represented an effective rate of – 28.2% for the nine months ended September 30, 2012, compared to 31.8% in the prior year nine months. The Company pays a state tax rate of 3.6% on the taxable income of our investment company and 9.0 % on the taxable income of the other entities.

#### Agreement with the OCC

On September 21, 2012, Roma bank entered into an agreement with the Office of the Comptroller of the Currency (the “OCC Agreement”), Roma Bank’s primary regulator. The OCC Agreement requires Roma Bank to take certain actions, including, but not limited to:

- Establishing a compliance committee to oversee Roma Bank’s obligations under the OCC Agreement and to prepare and submit written progress reports to the OCC on a periodic basis regarding Roma Bank’s compliance with the terms of the Agreement;

- Completing a review of the Board's processes regarding oversight of management and risk management and adopting and implementing a plan, acceptable to the OCC to strengthen oversight of management and operations;
- Adopting a plan, acceptable to the OCC, to strengthen Roma bank's credit risk management practices;
- Adopting and implementing a program, acceptable to the OCC, for the maintenance of an adequate allowance for loan and lease losses;
- Adopting and implementing a program, acceptable to the OCC, to reduce Roma Bank's interest in criticized or classified assets;
- Adopting and implementing an updated program, acceptable to the OCC, to ensure Roma Bank's compliance with the Bank Secrecy Act and to ensure implementation of a Bank Secrecy Act/Anti-Money laundering Risk Assessment Process;
- Adopting, implementing and ensuring compliance with an independent internal audit program acceptable to the OCC, and;
- Establishing a committee to ensure oversight of the Bank's information technology activities.

Management is currently in the process of working to comply with the agreement and expects to meet the terms of the agreement in a timely and appropriate manner.

#### Critical Accounting Policies

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and could potentially result in materially different results under different assumptions and conditions. We believe that the most critical accounting policy upon which our financial condition and results of operation depend, and which involves the most complex subjective decisions or assessments, is the allowance for loan losses.

#### Allowance for Loan Losses

The allowance for loan losses represents our best estimate of losses known and inherent in our loan portfolio that are both probable and reasonable to estimate. In determining the amount of the allowance for loan losses, we consider the losses inherent in our loan portfolio and changes in the nature and volume of our loan activities, along with general economic and real estate market conditions. We utilize a segmented approach which identifies: (1) impaired loans for which specific reserves are established; (2) classified loans for which a higher allowance is established; and (3) performing loans for which a general valuation allowance is established. We maintain a loan review system which provides for a systematic review of the loan portfolios and the early identification of impaired loans. The review of residential real estate and home equity consumer loans, as well as other more complex loans, is triggered by identified evaluation factors, including delinquency status, size of loan, type of collateral and the financial condition of the borrower. All commercial loans are evaluated individually for impairment. Specific loan loss allowances are established for impaired loans based on a review of such information and/or appraisals of the underlying collateral. General loan loss allowances are based upon a combination of factors including, but not limited to, actual loan loss experience, composition of the loan portfolio, current economic conditions and management's judgment.

Although general loan loss allowances are established in accordance with management's best estimate, actual losses are dependent upon future events, and as such, further provisions for loan losses may be necessary in order to increase the level of the allowance for loan losses. For example, our evaluation of the allowance includes consideration of current economic conditions, and a change in economic conditions could reduce the ability of borrowers to make timely repayments of their loans. This could result in increased delinquencies and increased non-performing loans, and thus a need to make increased provisions to the allowance for loan losses. Any such increase in provisions would result in a reduction to our earnings. A change in economic conditions could also adversely affect the value of properties collateralizing real estate loans, resulting in increased charges against the allowance and reduced recoveries, and require increased provisions to the allowance for loan losses. Furthermore, a change in the composition, or

growth, of our loan portfolio could result in the need for additional provisions.

#### Acquired Loans

Loans that we acquire in acquisitions subsequent to January 1, 2009, are recorded at fair value with no carryover of the related allowance for credit losses. Determining the fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest.

The excess of cash flows expected at acquisition over the estimated fair value is referred to as the accretable discount or premium and is recognized into interest income over the remaining life of the loan. The difference between the contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable discount. The nonaccretable discount represents estimated future credit losses expected to be incurred over the life of the loan. Subsequent decreases to the expected cash flows require us to evaluate the need for an allowance for credit losses. Subsequent improvements in expected cash flows result in the reversal of a corresponding amount of the nonaccretable discount which we then reclassify as accretable discount that is recognized into

interest income over the remaining life of the loan using the interest method. Our evaluation of the amount of future cash flows that we expect to collect is performed in a similar manner as that used to determine our allowance for credit losses. Charge-offs of the principal amount on acquired loans would be first applied to the nonaccretable discount portion of the fair value adjustment.

#### New Accounting Pronouncements

The FASB has issued ASU No. 2011-03, Reconsideration of Effective Control for Repurchase Agreements, to clarify the accounting principles applied to repurchase agreements, as set forth by FASB ASC Topic 860, Transfers and Servicing. This ASU amends one of three criteria used to determine whether or not a transfer of assets may be treated as a sale by the transferor. Under Topic 860, the transferor may not maintain effective control over the transferred assets in order to qualify as a sale. This ASU eliminates the criteria under which the transferor must retain collateral sufficient to repurchase or redeem the collateral on substantially agreed upon terms as a method of maintaining effective control. This ASU is effective for both public and nonpublic entities for interim and annual reporting periods beginning on or after December 31, 2011, and requires prospective application to transactions or modifications of transactions which occur on or after the effective date. Early adoption is not permitted. The adoption of this ASU did not have a significant impact on the Company's consolidated financial statements.

ASU No. 2011-04, Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs amends FASB ASC Topic 820, Fair Value Measurements, to bring U.S. GAAP for fair value measurements in line with International Accounting Standards. The ASU clarifies existing guidance for items such as: the application of the highest and best use concept to non-financial assets and liabilities; the application of fair value measurement to financial instruments classified in a reporting entity's stockholders' equity; and disclosure requirements regarding quantitative information about unobservable inputs used in the fair value measurements of level 3 assets. The ASU also creates an exception to Topic 820 for entities which carry financial instruments within a portfolio or group, under which the entity is now permitted to base the price used for fair valuation upon a price that would be received to sell the net asset position or transfer a net liability position in an orderly transaction. The ASU also allows for the application of premiums and discounts in a fair value measurement if the financial instrument is categorized in level 2 or 3 of the fair value hierarchy. Lastly, the ASU contains new disclosure requirements regarding fair value amounts categorized as level 3 in the fair value hierarchy such as: disclosure of the valuation process used; effects of and relationships between unobservable inputs; usage of nonfinancial assets for purposes other than their highest and best use when that is the basis of the disclosed fair value; and categorization by level of items disclosed at fair value, but not measured at fair value for financial statement purposes. For public entities, this ASU is effective for interim and annual periods beginning after December 15, 2011. For nonpublic entities, the ASU is effective for annual periods beginning after December 15, 2011. Early adoption is not permitted. The adoption of this ASU did not have a significant impact on the Company's consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income. This update provides an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. In a single continuous statement, the entity is required to present the components of net income and total net income, the components of other comprehensive income and a total for other comprehensive income, along with the total of comprehensive income in that statement. In the two-statement approach, an entity is required to present components of net income and total net income in the statement of net income. The statement of other comprehensive income should immediately follow the statement of net income and include the components of other comprehensive income and a total for other comprehensive income, along with a total for comprehensive income. The amendments

do not affect how earnings per share is calculated or presented. This update is effective for fiscal years and interim periods beginning after December 15, 2011 and is to be applied retrospectively. The adoption of this ASU did not have a significant impact on the Company's consolidated financial statements.

In September 2011, the FASB issued ASU No. 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment. ASU No. 2011-08 provides entities with the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, an entity determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. However, if an entity concludes otherwise, then it is required to perform the first step of the two-step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, then the entity is required to perform the second step of the goodwill impairment test to measure the amount of the impairment loss, if any. Under the amendments in ASU No. 2011-08, an entity has the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step goodwill impairment test. An entity may resume performing the qualitative assessment in any subsequent period. The amendments enacted by ASU No. 2011-08 are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The

adoption of this update did not impact the Company's financial condition or results of operations, but will result in a new approach to performing the Company's annual goodwill impairment assessment.

In December, 2011, the FASB issued ASU 2011-11, Disclosures about Offsetting Assets and Liabilities, in an effort to improve comparability between U.S. GAAP and international financial reporting standards ("IFRS") financial statements with regard to the presentation of offsetting assets and liabilities on the statement of financial position arising from financial and derivative instruments, and repurchase agreements. The ASU establishes additional disclosures presenting the gross amounts of recognized assets and liabilities, offsetting amounts, and the net balance reflected in the statement of financial position. Descriptive information regarding the nature and rights of the offset must also be disclosed. The new standard is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The Company does not expect this ASU to have a significant impact on its consolidated financial statements.

In December, 2011, the FASB issued ASU 2011-12, Deferral of the Effective Date to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update 2011-05. In response to stakeholder concerns regarding the operational ramifications of the presentation of these reclassifications for current and previous years, the FASB has deferred the implementation date of this provision to allow time for further consideration. The requirement in ASU 2011-05, Presentation of Comprehensive Income, for the presentation of a combined statement of comprehensive income or separate, but consecutive, statements of net income and other comprehensive income is still effective for fiscal years and interim periods beginning after December 15, 2011 for public companies, and fiscal years ending after December 15, 2011 for nonpublic companies. The adoption of this ASU did not have a significant impact on the Company's consolidated financial statements.

### ITEM 3 – Quantitative and Qualitative Disclosures About Market Risk

#### Asset and Liability Management

The majority of the Company's assets and liabilities are monetary in nature. Consequently, the Company's most significant form of market risk is interest rate risk. The Company's assets, consisting primarily of mortgage loans, have generally longer maturities than the Company's liabilities, consisting primarily of short-term deposits. As a result, a principal part of the Company's business strategy is to manage interest rate risk and reduce the exposure of its net interest income to changes in market interest rates.

The following table presents Roma Bank's economic value of equity ("EVE") under varying interest rate shocks as of June 30, 2012, the most recent period the EVE was calculated. All methods used to measure interest rate sensitivity involve the use of numerous assumptions, including relative levels of market interest rates, loan prepayments and deposit decay, which may tend to oversimplify the manner in which actual yields and costs respond to changes in market interest rates. The Company's interest rate sensitivity should be reviewed in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

| (\$ thousands)<br>Changes in Rate | June 30, 2012 |              |          | Economic value of equity as %<br>of asset net portfolio |                       |
|-----------------------------------|---------------|--------------|----------|---|-----------------------|
|                                   | Amount        | \$ Change    | % change | EVE Ratio   | Basis point<br>change |
| +400 bp                           | \$ 138,920    | \$ (103,760) | (42.76)% | 8.89%   | (493)                 |

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|         |         |          |         |       |       |
|---------|---------|----------|---------|-------|-------|
| +300 bp | 175,392 | (67,288) | (27.73) | 10.82 | (300) |
| +200 bp | 213,960 | (28,720) | (11.83) | 12.77 | (105) |
| +100 bp | 237,847 | (4,833)  | (1.99)  | 13.81 | (1)   |
| 0 bp    | 242,680 | -        | -       | 13.82 | -     |
| -100 bp | 248,750 | 6,070    | 2.50    | 13.98 | 16    |

The following table presents RomAsia Bank's economic value of equity under varying rate shocks as of June 30, 2012, the most recent period the EVE was calculated:

| (\$ thousands)<br>Changes in Rate | June 30, 2012 |             |          |           | Economic value of equity as %<br>of asset net portfolio |  |
|-----------------------------------|---------------|-------------|----------|-----------|---|--|
|                                   | Amount        | \$ Change   | % change | EVE Ratio | Basis point<br>change                                   |  |
| +400 bp                           | \$ 8,483      | \$ (11,163) | (56.82)% | 6.59%     | (657)   |  |
| +300 bp                           | 11,907        | (7,739)     | (39.39)  | 8.86      | (430)   |  |
| +200 bp                           | 15,197        | (4,449)     | (22.65)  | 10.85     | (231)   |  |
| +100 bp                           | 17,967        | (1,679)     | (8.55)   | 12.38     | (78)  |  |
| 0 bp                              | 19,646        | -           | -        | 13.16     | -   |  |
| -100 bp                           | 19,872        | 226         | 1.15     | 13.16     | -   |  |

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#### ITEM 4 – Controls and Procedures

An evaluation was performed under the supervision, and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended) as of September 30, 2012. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as of September 30, 2012.

No change in the Company's internal controls over financial reporting (as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended) occurred during the most recent 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

There were no material pending legal proceedings at September 30, 2012 to which the Company or its subsidiaries is a party other than ordinary routine litigation incidental to their respective businesses.

##### ITEM 1A – Risk Factors

Management does not believe there were any material changes to the risk factors presented in the Company's Form 10-K for the year ended December 31, 2011 during the most recent quarter with the exception of the addition of the following risk factors:

We may be unable to satisfy the written agreement with the OCC which requires us to designate a significant amount of resources in order to remain in compliance.

On September 21, 2012, Roma bank entered into an agreement with the Office of the Comptroller of the Currency (the "OCC Agreement"), Roma Bank's primary regulator. The OCC Agreement requires Roma Bank to take certain actions, including, but not limited to:

- Establishing a compliance committee to oversee Roma Bank's obligations under the OCC Agreement and to prepare and submit written progress reports to the OCC on a periodic basis regarding Roma Bank's compliance with the terms of the Agreement;
- Completing a review of the Board's processes regarding oversight of management and risk management and adopting and implementing a plan, acceptable to the OCC to strengthen oversight of management and operations;
- Adopting a plan, acceptable to the OCC, to strengthen Roma bank's credit risk management practices;
- Adopting and implementing a program, acceptable to the OCC, for the maintenance of an adequate allowance for loan and lease losses;

- Adopting and implementing a program, acceptable to the OCC, to reduce Roma Bank’s interest in criticized or classified assets;
- Adopting and implementing an updated program, acceptable to the OCC, to ensure Roma Bank’s compliance with the Bank Secrecy Act and to ensure implementation of a Bank Secrecy Act/Anti-Money laundering Risk Assessment Process;
- Adopting, implementing and ensuring compliance with an independent internal audit program acceptable to the OCC, and;
- Establishing a committee to ensure oversight of the Bank’s information technology activities.

While we are subject to the OCC Agreement, we expect that our management and board of directors will be required to focus considerable time and attention on taking corrective actions to comply with its terms. There also is no assurance that we will successfully address the OCC’s concerns in the OCC Agreement or that we will be able to fully comply with the OCC Agreement. If we do not fully comply with the OCC Agreement, the Bank could be subject to further regulatory actions, including enforcement actions.

#### ITEM 2 – Unregistered Sales of Equity Securities and Use of Proceeds

On December 22, 2011, the Company announced a five percent open market stock repurchase program, equivalent to 330,093 shares, in open market, based on stock availability, price and the Company’s financial performance. The repurchase program began repurchasing shares on April 4, 2012. The following table reports information regarding repurchases of the Company’s common stock during the quarter ended September 30, 2012:

| Period               | Total Number of Shares Repurchased | Average Price per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans | Maximum Number of Shares that may yet be Purchased Under the Plan |
|----------------------|------------------------------------|-------------------------|--|---|
| July 1-31, 2012      | 40,800                             | \$ 9.23                 | 40,800   | 215,893   |
| August 1-31, 2012    | 44,400                             | \$9.29                  | 44,400   | 171,493   |
| September 1-30, 2012 | 32,100                             | \$9.49                  | 32,100   | 139,393   |
| Total                | 117,300                            | \$9.33                  | 117,300  | 139,393   |

#### ITEM 3 – Defaults Upon Senior Securities

None

#### ITEM 4 – Mine Safety Disclosure

Not applicable

#### ITEM 5 – Other Information

Not applicable

#### ITEM 6 – Exhibits

31.1 Certifications of the Chief Executive Officer pursuant to Rule 13a-14(a)

31.2 Certifications of the Chief Financial Officer pursuant to Rule 13a-14(a)

32 Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

|         |                                     |
|---------|-------------------------------------|
| 101.INS | XBRL Instance Document              |
| 101.SCH | XBRL Schema Document                |
| 101.CAL | XBRL Calculation Linkbase Document  |
| 101.LAB | XBRL Labels Linkbase Document       |
| 101.PRE | XBRL Presentation Linkbase Document |
| 101.DEF | XBRL Definition Linkbase Document   |

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.

ROMA FINANCIAL CORPORATION  
(Registrant)

Date: November 5, 2012

/s/ Peter A. Inverso  
Peter A. Inverso  
President and Chief Executive Officer

Date: November 5, 2012

/s/ Sharon L. Lamont  
Sharon L. Lamont  
Chief Financial Officer