

TF FINANCIAL CORP
Form 10-Q
August 11, 2006

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the period ended June 30, 2006

- or -

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

For the transition period from _____ to _____

Commission file number: 0-24168

TF FINANCIAL CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation
or Organization)

74-2705050
(I.R.S. Employer Identification No.)

3 Penns Trail, Newtown, Pennsylvania
(Address of Principal Executive Offices)

18940
(Zip Code)

Registrant's telephone number, including area code: **(215) 579-4000**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.10 per share
(Title of Class)

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 Exchange Act). YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: August 7, 2006

| Class | Outstanding |
|------------------------------|------------------|
| \$.10 par value common stock | 2,870,485 shares |

CONTENTS

PART I-CONSOLIDATED FINANCIAL INFORMATION

| | |
|----------------|---|
| Item 1. | <u>Consolidated Financial Statements</u> |
| <u>Item 2.</u> | <u>Management's Discussion and Analysis of Financial Position and Results of Operations</u> |
| <u>Item 3.</u> | <u>Quantitative and Qualitative Disclosures about Market Risk</u> |
| <u>Item 4.</u> | <u>Controls and Procedures</u> |

PART II-OTHER INFORMATION

| | |
|-----------------|---|
| <u>Item 1.</u> | <u>Legal Proceedings</u> |
| <u>Item 1A.</u> | <u>Risk Factors</u> |
| <u>Item 2.</u> | <u>Unregistered Sale of Equity Securities and Use of Proceeds</u> |
| <u>Item 3.</u> | <u>Defaults Upon Senior Securities</u> |
| <u>Item 4.</u> | <u>Submission of Matters to a Vote of Security Holders</u> |
| <u>Item 5.</u> | <u>Other Information</u> |
| <u>Item 6.</u> | <u>Exhibits</u> |

Signatures

Exhibits

- 31. Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32. Certification pursuant of Section 906 of the Sarbanes-Oxley Act of 2002

TF Financial Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

| | Unaudited June 30, 2006 (in thousands) | Audited December 31, 2005 |
|---|--|------------------------------------|
| ASSETS | | |
| Cash and cash equivalents | \$ 6,013 | \$ 3,821 |
| Certificates of deposit in other financial institutions | 40 | 40 |
| Investment securities available for sale at fair value | 31,885 | 30,401 |
| Investment securities held to maturity (fair value of \$2,018 and \$4,707 respectively) | 2,017 | 4,690 |
| Mortgage-backed securities available for sale at fair value | 69,019 | 83,511 |
| Mortgage-backed securities held to maturity (fair value of \$8,581 and \$10,385, respectively) | 8,591 | 10,177 |
| Loans receivable, net (including loans held for sale of \$16,763 and \$68, respectively) | 517,866 | 490,959 |
| Federal Home Loan Bank stock at cost | 8,170 | 7,432 |
| Accrued interest receivable | 2,837 | 3,048 |
| Premises and equipment, net | 6,558 | 6,289 |
| Core deposit intangible asset, net of accumulated amortization of \$2,797 and \$2,741, respectively | 27 | 83 |
| Goodwill | 4,324 | 4,324 |
| Other assets | 16,787 | 16,064 |
| TOTAL ASSETS | \$ 674,134 | \$ 660,839 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Liabilities | | |
| Deposits | \$ 479,729 | \$ 470,521 |
| Advances from the Federal Home Loan Bank | 123,013 | 121,260 |
| Advances from borrowers for taxes and insurance | 2,271 | 1,915 |
| Accrued interest payable | 3,021 | 2,052 |
| Other liabilities | 3,227 | 2,443 |
| Total liabilities | 611,261 | 598,191 |
| Stockholders equity | | |
| Preferred stock, no par value; 2,000,000 shares authorized at June 30, 2006 and December 31, 2005, none issued | | |
| Common stock, \$0.10 par value; 10,000,000 shares authorized, 5,290,000 shares issued, 2,695,199 and 2,714,173 shares outstanding at June 30, 2006 and December 31, 2005, respectively, net of shares in treasury | | |
| 2,419,515 and 2,390,943 respectively | 529 | 529 |
| Retained earnings | 63,232 | 61,610 |
| Additional paid-in capital | 52,422 | 53,048 |
| Unearned restricted stock | | (1,080) |
| Unearned ESOP shares | (1,753) | (1,849) |
| Treasury stock at cost | (48,941) | (47,920) |
| Accumulated other comprehensive loss | (2,616) | (1,690) |
| Total stockholders equity | 62,873 | 62,648 |
| TOTAL LIABILITIES AND STOCKHOLDERS EQUITY | \$ 674,134 | \$ 660,839 |

The accompanying notes are an integral part of these statements

TF Financial Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | For the three months ended June 30, 2006 | | For the six months ended June 30, 2006 | |
|---|---|-----------------|---|-----------------|
| | 2005 | 2005 | 2005 | 2005 |
| | (in thousands, except per share data) | | | |
| Interest income | | | | |
| Loans, including fees | \$ 8,167 | \$ 6,703 | \$ 15,838 | \$ 13,174 |
| Mortgage-backed securities | 957 | 1,292 | 1,969 | 2,595 |
| Investment securities | 489 | 364 | 901 | 677 |
| Interest-bearing deposits and other | 14 | 12 | 22 | 22 |
| TOTAL INTEREST INCOME | 9,627 | 8,371 | 18,730 | 16,468 |
| Interest expense | | | | |
| Deposits | 2,560 | 1,831 | 4,808 | 3,367 |
| Borrowings | 1,388 | 966 | 2,736 | 1,897 |
| TOTAL INTEREST EXPENSE | 3,948 | 2,797 | 7,544 | 5,264 |
| NET INTEREST INCOME | 5,679 | 5,574 | 11,186 | 11,204 |
| Provision for loan losses | 60 | 150 | 150 | 300 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 5,619 | 5,424 | 11,036 | 10,904 |
| Non-interest income | | | | |
| Service fees, charges and other operating income | 647 | 669 | 1,319 | 1,309 |
| Gain on sale of loans | 29 | 8 | 38 | 30 |
| Loss on sale of mortgage-backed securities available for sale | (51) |) | (51) |) |
| TOTAL NON-INTEREST INCOME | 625 | 677 | 1,306 | 1,339 |
| Non-interest expense | | | | |
| Employee compensation and benefits | 2,683 | 2,303 | 5,322 | 4,694 |
| Occupancy and equipment | 694 | 640 | 1,398 | 1,301 |
| Federal deposit insurance premium | 15 | 16 | 30 | 33 |
| Professional fees | 135 | 211 | 347 | 437 |
| Marketing and advertising | 175 | 186 | 352 | 362 |
| Other operating | 571 | 553 | 1,166 | 1,179 |
| Amortization of core deposit intangible asset | 28 | 34 | 56 | 68 |
| TOTAL NON-INTEREST EXPENSE | 4,301 | 3,943 | 8,671 | 8,074 |
| INCOME BEFORE INCOME TAXES | 1,943 | 2,158 | 3,671 | 4,169 |
| Income taxes | 551 | 553 | 1,024 | 1,088 |
| NET INCOME | \$ 1,392 | \$ 1,605 | \$ 2,647 | \$ 3,081 |
| Earnings per share - basic | \$ 0.52 | \$ 0.59 | \$ 0.98 | \$ 1.12 |
| Earnings per share - diluted | \$ 0.51 | \$ 0.57 | \$ 0.98 | \$ 1.09 |
| Dividends paid | \$ 0.19 | \$ 0.18 | \$ 0.38 | \$ 0.36 |

The accompanying notes are an integral part of these statements

TF Financial Corporation and Subsidiaries

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | For the six months ended | |
|--|--------------------------|------------------|
| | June 30, 2006 | 2005 |
| | (in thousands) | |
| OPERATING ACTIVITIES | | |
| Net income | \$ 2,647 | \$ 3,081 |
| Adjustments to reconcile net income to net cash provided by operating activities | | |
| Amortization of | | |
| Mortgage loan servicing rights | 11 | 2 |
| Deferred loan origination fees | (43 |) (31 |
| Premiums and discounts on investment securities, net | 33 | 42 |
| Premiums and discounts on mortgage-backed securities, net | 149 | 236 |
| Premiums and discounts on loans, net | 85 | 60 |
| Discount on brokered deposits | 5 | |
| Core deposit intangibles | 56 | 68 |
| Provision for loan losses | 150 | 300 |
| Depreciation of premises and equipment | 472 | 468 |
| Increase in value of bank-owned life insurance | (248 |) (252 |
| Stock grant expense | 181 | |
| Stock option expense | 189 | |
| Stock-based benefit programs: ESOP | 282 | 258 |
| Tax benefit arising from stock compensation | 102 | 110 |
| Proceeds from sale of loans originated for sale | 4,855 | 3,311 |
| Origination of loans held for sale | (5,473 |) (3,385 |
| (Gain)/loss on sale of | | |
| Mortgage loans available for sale | (38 |) (30 |
| Mortgage-backed securities available for sale | 51 | |
| Real estate acquired through foreclosure | (26 |) |
| Loss from mortgage loan derivatives | 13 | |
| Income associated with forward loan sales | (13 |) |
| (Increase) decrease in | | |
| Accrued interest receivable | 211 | (90 |
| Other assets | (641 |) (249 |
| Increase (decrease) in | | |
| Accrued interest payable | 969 | 346 |
| Other liabilities | 682 | 789 |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | 4,661 | 5,034 |
| INVESTING ACTIVITIES | | |
| Loan originations | (84,115 |) (57,895 |
| Loan principal payments | 55,153 | 35,484 |
| Principal repayments on mortgage-backed securities held to maturity | 1,583 | 2,377 |
| Principal repayments on mortgage-backed securities available for sale | 8,320 | 16,484 |
| Proceeds from sale of loan participations | 2,452 | |
| Purchases and (maturities) of certificates of deposit in other financial institutions, net | | (2 |
| Purchase of investment securities available for sale | (1,917 |) (5,985 |
| Purchase of mortgage-backed securities available for sale | | (8,956 |
| Proceeds from maturities of investment securities held to maturity | 2,673 | |
| Proceeds from the sale of mortgage-backed securities available for sale | 4,971 | |
| (Purchase)/redemption of Federal Home Loan Bank stock | (738 |) 641 |
| Purchase of premises and equipment | (741 |) (437 |
| Proceeds from the sale of real estate acquired through foreclosure | 726 | |
| NET CASH USED IN INVESTING ACTIVITIES | (11,633 |) (18,289 |

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

| | For the six months ended | |
|--|---------------------------------|---------------|
| | June 30, | 2005 |
| | 2006 | |
| | (in thousands) | |
| FINANCING ACTIVITIES | | |
| Net increase in demand deposit/NOW accounts, passbook savings accounts and certificates of deposit | 9,203 | 19,676 |
| Net decrease in short-term Federal Home Loan Bank advances from Federal Home Loan Bank | (4,655) | (5,529) |
| Proceeds of long-term Federal Home Loan Bank advances | 15,535 | 11,367 |
| Repayment of long-term Federal Home Loan Bank advances | (9,127) | (7,455) |
| Net increase in advances from borrowers for taxes and insurance | 356 | 358 |
| Treasury stock acquired | (1,421) | (1,668) |
| Exercise of stock options | 298 | 565 |
| Common stock dividends paid | (1,025) | (989) |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | 9,164 | 16,325 |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 2,192 | 3,070 |
| Cash and cash equivalents at beginning of period | 3,821 | 7,900 |
| Cash and cash equivalents at end of period | \$ 6,013 | \$ 10,970 |
| Supplemental disclosure of cash flow information | | |
| Cash paid for | | |
| Interest on deposits and advances from Federal Home Loan Bank | \$ 6,575 | \$ 4,918 |
| Income taxes | \$ 1,015 | \$ 60 |

The accompanying notes are an integral part of these statements

TF FINANCIAL CORPORATION AND SUBSIDIARIES
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - PRINCIPLES OF CONSOLIDATION

The consolidated financial statements as of June 30, 2006 (unaudited) and December 31, 2005 and for the six-month periods ended June 30, 2006 and 2005 (unaudited) include the accounts of TF Financial Corporation (the Company) and its wholly owned subsidiaries Third Federal Bank (the Bank), TF Investments Corporation and Penns Trail Development Corporation. The Company's business is conducted principally through the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation.

NOTE 2 - BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include all of the disclosures or footnotes required by accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments, consisting of normal recurring accruals, necessary for fair presentation of the consolidated financial statements have been included. The results of operations for the period ended June 30, 2006 are not necessarily indicative of the results which may be expected for the entire fiscal year or any other period. For further information, refer to consolidated financial statements and footnotes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

NOTE 3 - 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 this litigation, if any, would not have a material adverse effect on the Company's consolidated financial position or results of operations.

NOTE 4 - OTHER COMPREHENSIVE INCOME

The Company's other comprehensive income consists of net unrealized losses on investment securities and mortgage-backed securities available for sale. Total comprehensive income for the three-month periods ended June 30, 2006 and 2005 was \$1,161,000 and \$2,546,000, net of applicable income tax expense of \$432,000 and \$1,037,000, respectively. Total comprehensive income for the six-month periods ended June 30, 2006 and 2005 was \$1,721,000 and \$2,915,000, net of applicable income tax expense of \$545,000 and \$1,003,000, respectively.

NOTE 5 - EARNINGS PER SHARE

The following tables illustrate the reconciliation of the numerators and denominators of the basic and diluted earnings per share computations (dollars in thousands, except per share data):

| | Three months ended June 30, 2006 | | |
|--|----------------------------------|---|---------------------|
| | Income (numerator) | Weighted average shares (denominator) | Per share Amount |
| Basic earnings per share | | | |
| Income available to common stockholders | \$ 1,392 | 2,695,094 | \$ 0.52 |
| Effect of dilutive securities | | | |
| Stock options | | 19,108 | (0.01) |
| Diluted earnings per share | | | |
| Income available to common stockholders plus effect of dilutive securities | \$ 1,392 | 2,714,202 | \$ 0.51 |
| | | | |
| | Six months ended June 30, 2006 | | |
| | Income (numerator) | Weighted average shares (denominator) | Per share Amount |
| Basic earnings per share | | | |
| Income available to common stockholders | \$ 2,647 | 2,696,236 | \$ 0.98 |
| Effect of dilutive securities | | | |

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

| | | | |
|--|----------|-----------|---------|
| Stock options | | 17,077 | |
| Diluted earnings per share | | | |
| Income available to common stockholders plus effect of dilutive securities | \$ 2,647 | 2,713,313 | \$ 0.98 |

7

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

There were options to purchase 21,018 shares of common stock at a price of \$34.14 per share which were outstanding during the six months ended June 30, 2006 that were not included in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the common shares.

| | Three months ended June 30, 2005 | | |
|--|----------------------------------|--|---------------------|
| | Income (numerator) | Weighted average shares (denominator) | Per share Amount |
| Basic earnings per share | | | |
| Income available to common stockholders | \$ 1,605 | 2,744,223 | \$ 0.59 |
| Effect of dilutive securities | | | |
| Stock options | | 74,383 | (0.02) |
| Diluted earnings per share | | | |
| Income available to common stockholders plus effect of dilutive securities | \$ 1,605 | 2,818,606 | \$ 0.57 |

| | Six months ended June 30, 2005 | | |
|--|--------------------------------|--|---------------------|
| | Income (numerator) | Weighted average shares (denominator) | Per share Amount |
| Basic earnings per share | | | |
| Income available to common stockholders | \$ 3,081 | 2,746,625 | \$ 1.12 |
| Effect of dilutive securities | | | |
| Stock options | | 74,444 | (0.03) |
| Diluted earnings per share | | | |
| Income available to common stockholders plus effect of dilutive securities | \$ 3,081 | 2,821,069 | \$ 1.09 |

There were options to purchase 27,594 shares of common stock at a price of \$34.14 per share which were outstanding during the the six months ended June 30, 2005 that were not included in the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the common shares.

NOTE 6- STOCK BASED COMPENSATION

The Company has stock benefit plans that allow the Company to grant options and stock to employees and directors. The options, which have a term of up to 10 years when issued, vest over a three to five year period. The exercise price of each option equals the market price of the Company's stock on the date of the grant.

On January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards (SFAS) 123R, Share-Based Payment, using the modified prospective transition method. Under this transition method, compensation cost to be recognized beginning in the first quarter of 2006 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123R. Stock-based compensation expense included in net income related to stock options was \$94,000, resulting in a tax benefit of \$28,000, for the three months ended June 30, 2006. Stock-based compensation expense included in net income related to stock options was \$189,000, resulting in a tax benefit of \$57,000, for the six months ended June 30, 2006. Results for prior periods have not been restated. As of June 30, 2006, there was \$927,000 of total unrecognized compensation cost, net of estimated forfeitures, related to non-vested options under the Plan. That cost is expected to be recognized over a weighted average period of 29.8 months

Prior to 2006, the Company disclosed pro forma compensation expense quarterly and annually by calculating the stock option grant's fair value using the intrinsic value method under APB Opinion No. 25, Accounting for Stock Issued to Employees, as permitted by SFAS No. 123

Accounting for Stock-Based Compensation, which contains a fair value-based method for valuing stock-based compensation that entities may use, which measures compensation cost at the grant date based on the fair value of the award. Compensation is then recognized over the service period, which is usually the vesting period. No stock-based compensation expense was reflected in net income in 2005, as all options granted under the plans had an exercise price equal to the market value of the underlying common stock on the date of the grant.

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

The tables below reflect the estimated impact the fair value method would have had on the Company's net income and net income per share if SFAS 123R had been in effect for the three and six months ended June 30, 2005 (dollars in thousands except per share data):

Three months ended June 30, 2005

| | |
|---|----------|
| Net income | |
| As reported | \$ 1,605 |
| Deduct: stock-based compensation expense determined using the fair value method, net of related tax effects | 15 |
| Pro forma | \$ 1,590 |
| Basic earnings per share | |
| As reported | \$ 0.59 |
| Deduct: stock-based compensation expense determined using the fair value method, net of related tax effects | 0.01 |
| Pro forma | \$ 0.58 |
| Diluted earnings per share | |
| As reported | \$ 0.57 |
| Deduct: stock-based compensation expense determined using the fair value method, net of related tax effects | |
| Pro forma | \$ 0.57 |

Six months ended June 30, 2005

| | |
|---|----------|
| Net income | |
| As reported | \$ 3,081 |
| Deduct: stock-based compensation expense determined using the fair value method, net of related tax effects | 34 |
| Pro forma | \$ 3,047 |
| Basic earnings per share | |
| As reported | \$ 1.12 |
| Deduct: stock-based compensation expense determined using the fair value method, net of related tax effects | 0.01 |
| Pro forma | \$ 1.11 |
| Diluted earnings per share | |
| As reported | \$ 1.09 |
| Deduct: stock-based compensation expense determined using the fair value method, net of related tax effects | |
| Pro forma | \$ 1.09 |

Option activity under the Company's stock option plan as of June 30, 2006 is as follows:

| | 2006 | | | |
|--------------------------------------|------------------|---|--|-----------------------------------|
| | Number of shares | Weighted average exercise price per share | Weighted average remaining contractual term (in years) | Aggregate intrinsic value (\$000) |
| Outstanding at beginning of year | 384,848 | \$ 23.18 | | |
| Options granted | | | | |
| Options exercised | (19,832) | 15.01 | | |
| Options forfeited | (8,094) | 29.66 | | |
| Outstanding at end of quarter | 356,922 | \$ 23.49 | 3.72 | \$ 1,913 |
| Options exercisable at June 30, 2006 | 175,494 | \$ 18.21 | 3.20 | \$ 1,867 |

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the second quarter of 2006 and the exercise price, multiplied by the number of in-the money options).

9

Stock options outstanding were 356,922 and 244,412 at June 30, 2006 and 2005, respectively. The aggregate intrinsic value of options exercised during the six months ended June 30, 2006 and 2005 was \$299,000 and \$524,000, respectively. Exercise of stock option during the six months ended June 30, 2006 and 2005 resulted in cash receipts of \$298,000 and \$565,000, respectively.

Stock-based compensation expense included in net income related to stock grants was \$90,000 for the three months ended June 30, 2006. Stock-based compensation expense included in net income related to the Company's employee stock ownership plan totaled \$108,000 and \$96,000 for the three-month periods ended June 30, 2006 and 2005, respectively.

Stock-based compensation expense included in net income related to stock grants was \$180,000 for the six months ended June 30, 2006. Stock-based compensation expense included in net income related to the Company's employee stock ownership plan totaled \$215,000 and \$204,000 for the six-month periods ended June 30, 2006 and 2005, respectively.

NOTE 7- EMPLOYEE BENEFIT PLANS

Net periodic defined benefit pension cost included the following (in thousands):

| | Three months ended June 30 | |
|--|---------------------------------------|---------------|
| | 2006 | 2005 |
| Components of net periodic benefit cost | | |
| Service cost | \$ 77 | \$ 78 |
| Interest cost | 52 | 53 |
| Expected return on plan assets | (80) | (56) |
| Amortization of prior service cost | 15 | 16 |
| Recognized net actuarial (gain) loss | 13 | 11 |
| Net periodic benefit cost | \$ 77 | \$ 102 |

| | Six months ended June 30 | |
|--|-------------------------------------|---------------|
| | 2006 | 2005 |
| Components of net periodic benefit cost | | |
| Service cost | \$ 154 | \$ 156 |
| Interest cost | 105 | 106 |
| Expected return on plan assets | (161) | (103) |
| Amortization of prior service cost | 31 | 32 |
| Recognized net actuarial (gain) loss | 26 | 22 |
| Net periodic benefit cost | \$ 155 | \$ 213 |

The employer contributions made for the six months ended June 30, 2006 and 2005 were \$620,000 and \$1,015,000, respectively.

NOTE 8- RECLASSIFICATIONS

Certain prior period amounts have been reclassified to conform to the current period presentation.

TF FINANCIAL CORPORATION AND SUBSIDIARIES

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL POSITION AND RESULTS OF OPERATIONS**

GENERAL

The Company may from time to time make written or oral forward-looking statements, including statements contained in the Company's filings with the Securities and Exchange Commission (including this Quarterly Report on Form 10-Q and the exhibits thereto), in its reports to stockholders and in other communications by the Company, which are made in good faith by the Company pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995.

These forward-looking statements involve risks and uncertainties, such as statements of the Company's plans, objectives, expectations, estimates and intentions that are subject to change based on various important factors (some of which are beyond the Company's control). The following factors, among others, could cause the Company's financial performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements: the strength of the United States economy in general and the strength of the local economies in which the Company conducts operations; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System, inflation, interest rate, market and monetary fluctuations; the timely development of and acceptance of new products and services of the Company and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services; the willingness of users to substitute competitors' products and services for the Company's products and services; the success of the Company in gaining regulatory approval of its products and services, when required; the impact of changes in financial services laws and regulations (including laws concerning taxes, banking, securities and insurance); technological changes, acquisitions; changes in consumer spending and saving habits; and the success of the Company at managing the risks involved in the foregoing.

The Company cautions that the foregoing list of important factors is not exclusive. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Company.

Financial Position

The Company's total assets at June 30, 2006 and December 31, 2005 were \$674.1 million and \$660.8 million, respectively, an increase of \$13.3 million, or 2.0%, during the six-month period. Cash and cash equivalents increased by \$2.2 million. Investment securities available for sale increased by \$1.5 million due to purchases of \$1.9 million of tax free municipal bonds offset by a \$0.4 million reduction in the market value of investment securities available for sale. Investment securities held to maturity decreased by \$2.7 million as a result of security maturities. Mortgage-backed securities available for sale decreased by \$14.5 million due to sales of \$5.0 million, principal repayments of \$8.3 million, as well as a decrease in the market value of these securities and amortization of net premiums totaling \$1.2 million. Mortgage-backed securities held to maturity decreased by \$1.6 million as a result of principal repayments.

Loans receivable increased by \$26.9 million during the first six months of 2006. Consumer and single-family residential mortgage loans of \$41.6 million and commercial loans of \$42.5 million were originated during the first six months of 2006. Principal repayments of loans receivable were \$55.2 million and proceeds from sales of loan participations totaled \$2.5 million in the first half of 2006. Additionally, the Company during June 2006 entered into an agreement to sell \$16.0 million of previously purchased loans and, accordingly has reclassified these loans receivable as loans held for sale. Loans originated for sale during this period totaled \$5.5 million, and there were \$4.9 million in proceeds from the sale of these loans in the secondary market during this period. In June 2006, the Company sold for \$0.7 million the sole parcel of foreclosed real estate owned at December 31, 2005.

Total liabilities increased by \$13.1 million. Deposit balances increased by \$9.2 million during the first six months of 2006. Savings, money market, interest-bearing, and non-interest bearing checking accounts decreased by a combined \$31.8 million. Retail certificates of deposit increased by \$29.3 million and broker originated deposits received during the second quarter of 2006 totaled \$11.7 million. Advances from the Federal Home Loan Bank increased by \$1.8 million due to a \$15.5 million increase in long-term fixed rate advances, less scheduled amortization payments of \$9.1 million and repayments of \$4.6 million of short term advances.

Total consolidated stockholders' equity of the Company was \$62.9 million or 9.3% of total assets at June 30, 2006. During the first six months of 2006 the Company repurchased 48,404 shares of its common stock and issued 19,832 shares pursuant to the exercise of stock options. As of June 30, 2006, there were approximately 76,000 shares available for repurchase under the previously announced share repurchase plan.

Asset Quality

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

During the first six months of 2006 and 2005, the Company's provision for loan losses was \$150,000 and \$300,000, respectively. Management of the Company believes that there has not been any significant deterioration in its asset quality during the first six months of 2006.

The following table sets forth information regarding the Company's asset quality (dollars in thousands):

| | June 30, 2006 | December 31, 2005 | June 30, 2005 | |
|--|------------------|----------------------|------------------|---|
| Non-performing loans | \$ 1,314 | \$ 1,588 | \$ 724 | |
| Ratio of non-performing loans to gross loans | 0.25 | % 0.32 | % 0.16 | % |
| Ratio of non-performing loans to total assets | 0.19 | % 0.24 | % 0.11 | % |
| Foreclosed property | \$ | \$ 700 | \$ 700 | |
| Foreclosed property to total assets | | % 0.11 | % 0.11 | % |
| Ratio of total non-performing assets to total assets | 0.19 | % 0.35 | % 0.22 | % |
| Ratio of allowance for loan losses to total loans | 0.54 | % 0.54 | % 0.53 | % |
| Ratio of allowance for loan losses to non-performing loans | 212.18 | % 166.31 | % 172.75 | % |

Management maintains an allowance for loan losses at levels that are believed to be adequate; however, there can be no assurances that further additions will not be necessary or that losses inherent in the existing loan portfolio will not exceed the allowance. The following table sets forth the activity in the allowance for loan losses during the periods indicated (in thousands):

| | 2006 | 2005 |
|-------------------------------------|----------|----------|
| Beginning balance, January 1, | \$ 2,641 | \$ 2,307 |
| Provision | 150 | 300 |
| Less: charge-offs (recoveries), net | 3 | 147 |
| Ending balance, June 30, | 2,788 | 2,460 |

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2006 AND 2005

Net Income. The Company recorded net income of \$1,392,000, or \$0.51 per diluted share, for the three months ended June 30, 2006 as compared to net income of \$1,605,000, or \$0.57 per diluted share, for the three months ended June 30, 2005.

Average Balance Sheet

Edgar Filing: TF FINANCIAL CORP - Form 10-Q

The following table sets forth information (dollars in thousands) relating to the Company's average balance sheet and reflects the average yield on assets and average cost of liabilities for the periods indicated. Yield and cost are computed by dividing income or expense by the average daily balance of interest-earning assets or interest-bearing liabilities, respectively, at-or for the three-month periods indicated.

| | June 30, 2006 Average balance | Interest | Average yld/cost | | 2005 Average balance | Interest | Average yld/cost |
|--|--|----------|---------------------|---|----------------------------|----------|---------------------|
| ASSETS | | | | | | | |
| Interest-earning assets: | | | | | | | |
| Loans receivable(1) | \$ 512,542 | \$ 8,167 | 6.39 | % | \$ 457,289 | \$ 6,703 | 5.88 % |
| Mortgage-backed securities | 82,311 | 957 | 4.66 | % | 112,939 | 1,292 | 4.59 % |
| Investment securities(2) | 41,703 | 583 | 5.61 | % | 35,635 | 441 | 4.96 % |
| Other interest-earning assets(3) | 999 | 14 | 5.62 | % | 2,368 | 12 | 2.03 % |
| Total interest-earning assets | 637,555 | 9,721 | 6.12 | % | 608,231 | 8,448 | 5.57 % |
| Non interest-earning assets | 35,757 | | | | 36,599 | | |
| Total assets | \$ 673,312 | | | | \$ 644,830 | | |
| LIABILITIES AND STOCKHOLDERS | | | | | | | |
| EQUITY | | | | | | | |
| Interest-bearing liabilities: | | | | | | | |
| Deposits | \$ 467,570 | 2,560 | 2.20 | % | \$ 466,679 | 1,831 | 1.57 % |
| Advances from the FHLB | 135,399 | 1,388 | 4.11 | % | 111,734 | 966 | 3.47 % |
| Total interest-bearing liabilities | 602,969 | 3,948 | 2.63 | % | 578,413 | 2,797 | 1.94 % |
| Non interest-bearing liabilities | 7,963 | | | | 6,331 | | |
| Total liabilities | 610,932 | | | | 584,744 | | |
| Stockholders' equity | 62,380 | | | | 60,086 | | |
| Total liabilities and stockholders' equity | | | | | | | |