FLUSHING FINANCIAL CORP
Form 10-Q
November 09, 2011

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

FORM 10-Q

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

For the quarterly period ended September 30, 2011

Commission file number 001-33013

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

Delaware
(State or other jurisdiction of incorporation or organization)

11-3209278
(I.R.S. Employer Identification No.)

1979 Marcus Avenue, Suite E140, Lake Success, New York 11042
(Address of principal executive offices)

(718) 961-5400
(Registrant's telephone number, including area code)

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. [X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] Yes [ ] No

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

Large accelerated filer [ ] Accelerated filer [X]

Non-accelerated filer [ ] Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). [ ] Yes [X] No

The number of shares of the registrant's Common Stock outstanding as of October 31, 2011 was 31,160,639.

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(Unaudited)

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(Dollars in thousands, except per share data)	September 30, 2011	December 31, 2010
ASSETS		
Cash and due from banks	$ 50,902	$ 47,789
Securities available for sale:		
Mortgage-backed securities ($40,770 and $51,475 at fair value pursuant to the fair value option at September 30, 2011 and December 31, 2010, respectively)	784,524	754,077
Other securities ($30,716 and $21,574 at fair value pursuant to the fair value option at September 30, 2011 and December 31, 2010 respectively)	47,166	50,112
Loans:		
Multi-family residential	1,333,806	1,252,176
Commercial real estate	604,781	662,794
One-to-four family mixed-use property	705,936	728,810
One-to-four family residential	222,552	241,376
Co-operative apartments	5,562	6,215
Construction	51,522	75,519
Small Business Administration	14,460	17,511
Taxi medallion	68,570	88,264
Commercial business and other	206,560	187,161
Net unamortized premiums and unearned loan fees	15,312	16,503
Allowance for loan losses	(29,603)	(27,699)
Net loans	3,199,458	3,248,630
Interest and dividends receivable	18,485	19,475
Bank premises and equipment, net	23,193	23,041
Federal Home Loan Bank of New York stock	30,827	31,606
Bank owned life insurance	78,196	76,129
Goodwill	16,127	16,127
Core deposit intangible	1,054	1,405
Other assets	53,604	56,354
Total assets	$ 4,303,536	$ 4,324,745
LIABILITIES		
Due to depositors:		
Non-interest bearing	$ 111,175	$ 96,198
Interest-bearing:		
Certificate of deposit accounts	1,549,958	1,520,572
Savings accounts	363,025	388,512
Money market accounts	230,608	371,998
NOW accounts	862,047	786,015
Total interest-bearing deposits	3,005,638	3,067,097
Mortgagors' escrow deposits	33,254	27,315
Borrowed funds ($27,189 and $32,226 at fair value pursuant to the fair value option at September 30, 2011 and December 31, 2010, respectively)	513,359	542,683

Securities sold under agreements to repurchase		185,300		166,000
Other liabilities		35,818		35,407
Total liabilities		3,884,544		3,934,700
STOCKHOLDERS' EQUITY				
Preferred stock ($0.01 par value; 5,000,000 shares authorized; none issued)		-		-
Common stock ($0.01 par value; 100,000,000 shares authorized; 31,530,595 shares and 31,255,934 shares issued at September 30, 2011 and December 31, 2010, respectively; 31,160,639 shares and 31,255,934 shares outstanding a September 30, 2011 and December 31, 2010, respectively)		315		313
Additional paid-in capital		195,138		189,348
Treasury stock (369,956 shares at September 30, 2011 and none at December 31, 2010)		(4,235)		-
Retained earnings		219,282		204,128
Accumulated other comprehensive income (loss), net of taxes		8,492		(3,744)
Total stockholders' equity		418,992		390,045
Total liabilities and stockholders' equity	$	4,303,536	$	4,324,745

The accompanying notes are an integral part of these consolidated financial statements

PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Consolidated Statements of Income
(Unaudited)

	For the three months ended September 30,		For the nine months ended September 30 ,	
	2011	2010	2011	2010
Interest and dividend income				
Interest and fees on loans	$47,767	$50,098	$144,578	$148,775
Interest and dividends on securities:				
Interest	8,325	7,955	24,581	23,600
Dividends	202	207	606	610
Other interest income	35	11	89	33
Total interest and dividend income	56,329	58,271	169,854	173,018
Interest expense				
Deposits	12,266	13,315	36,954	40,641
Other interest expense	6,962	9,095	21,849	29,571
Total interest expense	19,228	22,410	58,803	70,212
Net interest income	37,101	35,861	111,051	102,806
Provision for loan losses	5,000	5,000	15,000	15,000
Net interest income after provision for loan losses	32,101	30,861	96,051	87,806
Non-interest income (loss)				
Other-than-temporary impairment ("OTTI") charge	(4,816)	(3,319)	(8,999)	(6,136)
Less: Non-credit portion of OTTI charge recorded in Other Comprehensive Income, before taxes	4,164	2,769	7,421	4,598
Net OTTI charge recognized in earnings	(652)	(550)	(1,578)	(1,538)
Loan fee income	538	433	1,487	1,283
Banking services fee income	430	437	1,279	1,350
Net gain (loss) on sale of loans	493	(6)	493	17
Net gain from sale of securities	-	39	-	62
Net gain (loss) from fair value adjustments	2,085	(20)	1,265	(154)
Federal Home Loan Bank of New York stock dividends	338	444	1,180	1,508
Bank owned life insurance	705	702	2,067	2,040
Other income	358	470	1,108	1,676
Total non-interest income	4,295	1,949	7,301	6,244
Non-interest expense				
Salaries and employee benefits	9,715	8,754	29,424	26,126
Occupancy and equipment	1,971	1,850	5,712	5,315
Professional services	1,697	1,535	4,933	5,059
FDIC deposit insurance	1,030	1,200	3,409	3,723
Data processing	1,139	1,106	3,325	3,274
Depreciation and amortization	792	692	2,337	2,094

Other real estate owned / foreclosure expense	770	389	1,638	769
Other operating expenses	2,376	2,130	7,592	6,842
Total non-interest expense	19,490	17,656	58,370	53,202
Income before income taxes	16,906	15,154	44,982	40,848
Provision (benefit) for income taxes				
Federal	5,099	7,489	13,575	15,189
State and local	1,657	(6,963)	4,230	(4,627)
Total taxes	6,756	526	17,805	10,562
Net income	$10,150	$14,628	$27,177	$30,286
Basic earnings per common share	$0.33	$0.48	$0.89	$1.00
Diluted earnings per common share	$0.33	$0.48	$0.88	$1.00
Dividends per common share	$0.13	$0.13	$0.39	$0.39

The accompanying notes are an integral part of these consolidated financial statements.

PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Consolidated Statements of Cash Flows
(Unaudited)

(Dollars in thousands)	For the nine months ended September 30, 2011	2010
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	$ 27,177	$ 30,286
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	15,000	15,000
Depreciation and amortization of bank premises and equipment	2,337	2,094
Net gain on sales of loans (including delinquent loans)	(493)	(17)
Net gain on sales of securities	-	(62)
Amortization of premium, net of accretion of discount	4,167	3,691
Net (gain) loss from fair value adjustments	(1,265)	154
OTTI charge recognized in earnings	1,578	1,538
Income from bank owned life insurance	(2,067)	(2,040)
Stock-based compensation expense	2,101	1,780
Deferred compensation	395	153
Amortization of core deposit intangibles	351	352
Excess tax expense (benefit) from stock-based payment arrangements	(260)	14
Deferred income benefit provision	(335)	(8,760)
(Decrease) increase in other liabilities	(4,928)	1,895
Increase in other assets	(4,306)	(5,511)
Net cash provided by operating activities	39,452	40,567
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of bank premises and equipment	(2,489)	(1,382)
Net redemptions of Federal Home Loan Bank of New York shares	779	6,352
Purchases of securities available for sale	(121,570)	(217,591)
Proceeds from sales and calls of securities available for sale	8,000	42,311
Proceeds from maturities and prepayments of securities available for sale	103,495	139,312
Net (originations) and repayment of loans	29,016	(73,066)
Purchases of loans	(14,455)	(7,698)
Proceeds from sale of real estate owned	842	2,090
Proceeds from sale of delinquent loans	15,340	6,605
Net cash provided by (used) in investing activities	18,958	(103,067)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase (decrease) in non-interest bearing deposits	14,977	(1,812)
Net (decrease) increase in interest-bearing deposits	(62,329)	237,704
Net increase in mortgagors' escrow deposits	5,939	6,338
Net activity of short-term borrowed funds	-	(18,200)
Proceeds from long-term borrowings	245,447	42,505
Repayment of long-term borrowings	(245,149)	(193,928)
Purchases of treasury stock	(4,508)	(347)

Excess tax benefit (expense) from stock-based payment arrangements	260	(14)
Proceeds from issuance of common stock upon exercise of stock options	2,039	235
Cash dividends paid	(11,973)	(11,840)
Net cash (used) in provided by financing activities	(55,297)	60,641
Net increase (decrease) in cash and cash equivalents	3,113	(1,859)
Cash and cash equivalents, beginning of period	47,789	28,426
Cash and cash equivalents, end of period	$ 50,902	$ 26,567
SUPPLEMENTAL CASH FLOW DISCLOSURE		
Interest paid	$ 58,427	$ 70,306
Income taxes paid	19,334	21,107
Taxes paid if excess tax benefits were not tax deductible	19,594	21,093
Non-cash activities:		
Securities purchased, not yet settled	1,000	-
Loans transferred to other real estate owned	4,750	3,850
Loans provided for the sale of other real estate owned	1,345	2,862

The accompanying notes are an integral part of these consolidated financial statements.

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PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity and Consolidated Statements of Comprehensive Income
(Unaudited)

	For the nine months ended September 30,	
(Dollars in thousands, except per share data)	2011	2010
Common Stock		
Balance, beginning of period	$ 313	$ 311
Issuance upon exercise of stock options (155,061 and 18,994 common shares for the nine months ended September 30, 2011 and 2010, respectively)	1	-
Shares issued upon vesting of restricted stock unit awards (119,600 and 87,821 common shares for the nine months ended September 30, 2011 and 2010, respectively)	1	1
Balance, end of period	$ 315	$ 312
Additional Paid-In Capital		
Balance, beginning of period	$ 189,348	$ 185,842
Award of common shares released from Employee Benefit Trust (140,298 and 130,499 common shares for the nine months ended September 30, 2011 and 2010, respectively)	1,505	1,131
Shares issued upon vesting of restricted stock unit awards (119,800 and 103,109 common shares for the nine months ended September 30, 2011 and 2010, respectively)	1,668	1,394
Issuance upon exercise of stock options (155,061 and 18,994 common shares for the nine months ended September 30, 2011and 2010, respectively)	1,825	208
Stock-based compensation activity, net	532	112
Stock-based income tax benefit (expense)	260	(14)
Balance, end of period	$ 195,138	$ 188,673
Treasury Stock		
Balance, beginning of period	$ -	$ (36)
Purchases of common shares outstanding (362,050 common shares for the nine months ended September 30, 2011)	(4,132)	-
Shares issued upon vesting of restricted stock unit awards (200 and 18,583 common shares for the nine months ended September 30, 2011 and 2010, respectively)	3	238
Issuance upon exercise of stock options (23,129 and 37,266 common shares for the nine months ended September 30, 2011 and 2010, respectively)	324	515

Repurchase of shares to satisfy tax obligations (27,441 and 26,443 common shares for the nine months ended September 30, 2011 and 2010, respectively)		(376)		(347)
Repurchase of shares to pay for option exercise (3,794 and 26,011 common shares for the nine months ended September 30, 2011 and 2010)		(54)		(370)
Balance, end of period	$	(4,235)	$	-
Unearned Compensation				
Balance, beginning of period	$	-	$	(575)
Release of shares from the Employee Benefit Trust (143,995 common shares for the nine months ended September 30, 2010)		-		491
Balance, end of period	$	-	$	(84)

The accompanying notes are an integral part of these consolidated financial statements.

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PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Consolidated Statements of Changes in Stockholders' Equity and
Consolidated Statements of Comprehensive Income (continued)
(Unaudited)

(Dollars in thousands, except per share data)	For the nine months ended September 30, 2011	2010
Retained Earnings		
Balance, beginning of period	$ 204,128	$ 181,181
Net income	27,177	30,286
Cash dividends declared and paid on common shares ($0.39 per common share for the nine months ended September 30, 2011 and 2010, respectively)	(11,973)	(11,840)
Issuance upon exercise of stock options (23,129 and 37,266 common shares for the nine months ended September 30, 2011 and 2010, respectively)	(50)	(92)
Shares issued upon vesting of restricted stock unit awards (3,295 common shares for the nine months ended September 30, 2010)	-	(8)
Balance, end of period	$ 219,282	$ 199,527
Accumulated Other Comprehensive (Loss) Gain		
Balance, beginning of period	$ (3,744)	$ (6,579)
Change in net unrealized gains on securities available for sale, net of taxes of approximately ($8,707) and ($8,548) for the nine months ended September 30, 2011 and 2010, respectively	11,137	10,710
Amortization of actuarial losses, net of taxes of approximately ($183) and ($103) for the nine months ended September 30, 2011 and 2010, respectively	233	129
Amortization of prior service credits, net of taxes of approximately $15 and $13 for the nine months ended September 30, 2011 and 2010, respectively	(19)	(16)
OTTI charges included in income, net of taxes of approximately ($693) and ($683)for the nine months ended September 30, 2011 and 2010, respectively	885	855
Reclassification adjustment for gains included in net income, net of taxes of approximately $28 for the nine months ended September 30, 2010	-	(34)
Balance, end of period	$ 8,492	$ 5,065
Total Stockholders' Equity	$ 418,992	$ 379,617

	For the three months ended	For the nine months ended

	September 30, 2011	2010	September 30, 2011	2010
Comprehensive Income				
Net income	$10,150	$14,628	$27,177	$30,286
Reclassification adjustment for gains included in income	-	(21)	-	(34)
Amortization of actuarial losses	77	44	233	129
Amortization of prior service credits	(6)	(6)	(19)	(16)
OTTI charges included in income	367	306	885	855
Unrealized gains on securities, net	10,694	2,260	11,137	10,710
Comprehensive income	$21,282	$17,211	$39,413	$41,930

The accompanying notes are an integral part of these consolidated financial statements.

PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation

The primary business of Flushing Financial Corporation (the “Holding Company”) is the operation of its wholly-owned subsidiary, Flushing Savings Bank, FSB (the “Savings Bank”). The Holding Company and its direct and indirect wholly-owned subsidiaries, the Savings Bank, Flushing Commercial Bank, Flushing Preferred Funding Corporation, Flushing Service Corporation and FSB Properties Inc., are collectively herein referred to as the “Company.” The unaudited consolidated financial statements presented in this Quarterly Report on Form 10-Q (“Quarterly Report”) include the collective results of the Company on a consolidated basis.

The accompanying unaudited consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”). The information furnished in these interim statements reflects all adjustments which are, in the opinion of management, necessary for a fair statement of the results for such presented periods of the Company. Such adjustments are of a normal recurring nature, unless otherwise disclosed in this Quarterly Report. All inter-company balances and transactions have been eliminated in consolidation. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for the full year.

The accompanying unaudited consolidated financial statements have been prepared in conformity with the instructions to Quarterly Report on Form 10-Q and Article 10, Rule 10-01 of Regulation S-X for interim financial statements. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”). The unaudited consolidated interim financial information should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2010.

Certain reclassifications have been made to the prior-period consolidated financial statements to conform to the current-period presentation.

2. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates.

3. Earnings Per Share

Earnings per share is computed in accordance with Accounting Standards Codification (“ASC”) Topic 260 “Earnings Per Share,” which provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and as such should be included in the calculation of earnings per share. Basic earnings per common share is computed by dividing net income available to common shareholders by the total weighted average number of common shares outstanding, which includes unvested participating securities. The Company’s unvested restricted stock and restricted stock unit awards are considered participating securities. Therefore, weighted average common shares outstanding used for computing basic earnings per common share includes common shares outstanding plus unvested restricted stock and restricted stock unit awards. The computation of diluted earnings per share includes the additional dilutive effect of stock options outstanding during the period. Common stock equivalents that are anti-dilutive are not included in the computation of diluted earnings per common share. The numerator for calculating basic and diluted earnings per common share is net income available to common shareholders.

PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

Earnings per common share has been computed based on the following:

	For the three months ended September 30,		For the nine months ended September 30,	
	2011	2010	2011	2010
	(In thousands, except per share data)			
Net income, as reported	$10,150	$14,628	$ 27,177	$ 30,286
Divided by:				
Weighted average common shares outstanding	30,679	30,359	30,707	30,323
Weighted average common stock equivalents	14	19	37	29
Total weighted average common shares outstanding and common stock equivalents	30,693	30,378	30,744	30,352
Basic earnings per common share	$0.33	$0.48	$ 0.89	$ 1.00
Diluted earnings per common share (1) (2)	$0.33	$0.48	$ 0.88	$ 1.00
Dividend payout ratio	39.4 %	27.1 %	43.8 %	39.0 %

(1) For the three months ended September 30, 2011, options to purchase 869,200 shares at an average exercise price of $15.99 were not included in the computation of diluted earnings per common share since they were anti-dilutive. For the three months ended September 30, 2010, options to purchase 1,064,983 shares at an average exercise price of $15.42 were not included in the computation of diluted earnings per common share since they were anti-dilutive.

(2) For the nine months ended September 30, 2011, options to purchase 721,240 shares at an average exercise price of $16.71 were not included in the computation of diluted earnings per common share since they were anti-dilutive. For the nine months ended September 30, 2010, options to purchase 955,723 shares at an average exercise price of $15.77 were not included in the computation of diluted earnings per common share since they were anti-dilutive.

4. Debt and Equity Securities

The Company's investments are classified in one of the following three categories and accounted for accordingly: (1) trading securities, (2) securities available for sale and (3) securities held-to-maturity.

The Company did not hold any trading securities or securities held-to-maturity during the three and nine month periods ended September 30, 2011 and 2010. Securities available for sale are recorded at fair value.

The following table summarizes the Company's portfolio of securities available for sale at September 30, 2011:

	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
	(In thousands)			
U.S. government agencies	$2,137	$ 2,220	$ 83	$ -
Other	29,059	23,667	5	5,397

Mutual funds	21,279	21,279	-	-
Total other securities	52,475	47,166	88	5,397
REMIC and CMO	485,976	501,520	25,353	9,809
GNMA	66,214	71,349	5,135	-
FNMA	182,513	189,377	6,864	-
FHLMC	21,463	22,278	815	-
Total mortgage-backed securities	756,166	784,524	38,167	9,809
Total securities available for sale	$808,641	$ 831,690	$ 38,255	$ 15,206

Mortgage-backed securities shown in the table above include one private issue collateralized mortgage obligation ("CMO") that is collateralized by commercial real estate mortgages with an amortized cost and market value of $11.4 million at September 30, 2011. The remaining private issue mortgage-backed securities are backed by one-to-four family residential mortgage loans.

PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Notes to Consolidated Financial Statements
(Unaudited)

The following table shows the Company's available for sale securities with gross unrealized losses and their fair value aggregated by category and length of time the individual securities have been in a continuous unrealized loss position, at September 30, 2011:

	Total		Less than 12 months		12 months or more	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
Other	$6,164	$ 5,397	$1,996	$ 4	$4,168	$ 5,393
REMIC and CMO	35,001	9,809	7,319	20	27,682	9,789
Total securities available for sale	$41,165	$ 15,206	$9,315	$ 24	$31,850	$ 15,182

Other-than-temporary impairment ("OTTI") losses on impaired securities must be fully recognized in earnings if an investor has the intent to sell the debt security or if it is more likely than not that the investor will be required to sell the debt security before recovery of its amortized cost. However, even if an investor does not expect to sell a debt security, the investor must evaluate the expected cash flows to be received and determine if a credit loss has occurred. In the event that a credit loss has occurred, only the amount of impairment associated with the credit loss is recognized in earnings in the Consolidated Statements of Income. Amounts relating to factors other than credit losses are recorded in accumulated other comprehensive income ("AOCI") within Stockholders' Equity. Additional disclosures regarding the calculation of credit losses as well as factors considered by the investor in reaching a conclusion that an investment is not other-than-temporarily impaired are required.

The Company reviewed each investment that had an unrealized loss at September 30, 2011. An unrealized loss exists when the current fair value of an investment is less than its amortized cost basis. Unrealized losses on available for sale securities, that are deemed to be temporary, are recorded in AOCI, net of tax. Unrealized losses that are considered to be other-than-temporary are split between credit related and noncredit related impairments, with the credit related impairment being recorded as a charge against earnings and the noncredit related impairment being recorded in AOCI, net of tax.

The Company evaluates its pooled trust preferred securities, included in the table above in the row labeled "Other", using an impairment model through an independent third party, which includes evaluating the financial condition of each counterparty. For single issuer trust preferred securities, the Company evaluates the issuer's financial condition. The Company evaluates its mortgage-backed securities by reviewing the characteristics of the securities, including delinquency and foreclosure levels, projected losses at various loss severity levels and credit enhancement and coverage. In addition, private issue CMOs are evaluated using an impairment model through an independent third party. When an OTTI is identified, the portion of the impairment that is credit related is determined by management by using the following methods: (1) for trust preferred securities, the credit related impairment is determined by using a discounted cash flow model from an independent third party, with the difference between the present value of the projected cash flows and the amortized cost basis of the security recorded as a credit related loss against earnings; (2) for mortgage-backed securities, credit related impairment is determined for each security by estimating losses based on a set of assumptions, which includes delinquency and foreclosure levels, projected losses at various loss severity levels, credit enhancement and coverage and (3) for private issue CMOs, through an impairment model from an independent third party and then recording those estimated losses as a credit related loss against earnings.

Other Securities:

The unrealized losses in Other Securities at September 30, 2011, consist of losses on two municipal securities, one single issuer trust preferred security and two pooled trust preferred securities.

The unrealized losses on the two municipal securities were caused by movements in interest rates. It is not anticipated that these securities would be settled at a price that is less than the amortized cost of the Company’s investment. Each of these securities is performing according to its terms and, in the opinion of management, will continue to perform according to its terms. The Company does not have the intent to sell these securities and it is more likely than not the Company will not be required to sell the securities before recovery of the securities amortized cost basis. This conclusion is based upon considering the Company’s cash and working capital requirements and contractual and regulatory obligations, none of which the Company believes would cause the sale of the securities. Therefore, the Company did not consider these investments to be other-than-temporarily impaired at September 30, 2011.

PART I – FINANCIAL INFORMATION

FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
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The unrealized losses on the single issuer trust preferred security and two pooled trust preferred securities were caused by market interest volatility, a significant widening of credit spreads across markets for these securities and illiquidity and uncertainty in the financial markets. These securities are currently rated below investment grade. The pooled trust preferred securities do not have collateral that is subordinate to the classes we own. The Company evaluates these securities using an impairment model, through an independent third party, that is applied to debt securities. In estimating other-than-temporary impairment losses, management considers: (1) the length of time and the extent to which the fair value has been less than amortized cost; (2) the current interest rate environment; (3) the financial condition and near-term prospects of the issuer, if applicable and (4) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Additionally, management reviews the financial condition of each individual issuer within the pooled trust preferred securities. All of the issuers of the underlying collateral of the pooled trust preferred securities we reviewed are banks.

For each bank, our review included the following performance items:

- Ratio of tangible equity to assets
- Tier 1 Risk Weighted Capital
- Net interest margin
- Efficiency ratio for most recent two quarters
- Return on average assets for most recent two quarters
- Texas Ratio (ratio of non-performing assets plus assets past due over 90 days divided by tangible equity plus the reserve for loan losses)
- Credit ratings (where applicable)
- Capital issuances within the past year (where applicable)
- Ability to complete Federal Deposit Insurance Corporation ("FDIC") assisted acquisitions (where applicable)

Based on the review of the above factors, we concluded that:

- All of the performing issuers in our pools are well capitalized banks and do not appear likely to be closed by their regulators.

- All of the performing issuers in our pools will continue as a going concern and will not default on their securities.

In order to estimate potential future defaults and deferrals, we segregated the performing underlying issuers by their Texas Ratio. We then reviewed performing issuers with Texas Ratios in excess of 50%. The Texas Ratio is a key indicator of the health of the institution and the likelihood of failure. This ratio compares the problem assets of the institution to the institution's available capital and reserves to absorb losses that are likely to occur in these assets. There were four issuers with Texas Ratios in excess of 50% for which we concluded there would not be a default, primarily due to their current operating results and demonstrated ability to raise additional capital.

There were no remaining issuers in our pooled trust preferred securities which had a Texas Ratio in excess of 75.00%. For the remaining issuers with a Texas Ratio between 50.00% and 74.99%, we estimated 25% of the related cash flows of the issuer would not be realized. We concluded that issuers with a Texas Ratio below 50.00% are considered healthy and there was a minimal risk of default. We assigned a zero default rate to these issuers. Our analysis also assumed that issuers currently deferring would default with no recovery and issuers that have defaulted will have no recovery.

We had an independent third party prepare a discounted cash flow analysis for each of these pooled trust preferred securities based on the assumptions discussed above. Other significant assumptions were: (1) no issuers will prepay; (2) senior classes will not call the debt on their portions and (3) use of the forward London Interbank Offered Rate ("LIBOR") curve. The cash flows were discounted at the effective rate for each security. For each issuer that we assumed a 25% shortfall in the cash flows, the cash flow analysis eliminates 25% of the cash flow for each issuer effective immediately.

One of the pooled trust preferred securities is over 90 days past due and the Company has stopped accruing interest. The remaining pooled trust preferred security as well as the single issuer trust preferred security both are performing according to their terms. The Company also owns a pooled trust preferred security that is carried under the fair value option, where the unrealized losses are included in the Consolidated Statements of Income – Net gain (loss) from fair value adjustments. This security is over 90 days past due and the Company has stopped accruing interest.

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It is not anticipated at this time that the one single issuer trust preferred security and the two pooled trust preferred securities would be settled at a price that is less than the amortized cost of the Company's investment. Each of these securities is performing according to its terms; except for the pooled trust preferred securities for which the Company has stopped accruing interest as discussed above and, in the opinion of management based on the review performed at September 30, 2011, will continue to perform according to its terms. The Company does not have the intent to sell these securities and it is more likely than not the Company will not be required to sell the securities before recovery of the securities' amortized cost basis. This conclusion is based upon considering the Company's cash and working capital requirements and contractual and regulatory obligations, none of which the Company believes would cause the sale of the securities. Therefore, the Company did not consider the one single issuer trust preferred security and the two pooled trust preferred securities to be other-than-temporarily impaired at September 30, 2011.

At September 30, 2011, the Company held six trust preferred issues which had a current credit rating of at least one rating below investment grade. Two of those issues are carried under the fair value option and therefore, changes in fair value are included in the Consolidated Statement of Income – Net gain (loss) from fair value adjustments.

The following table details the remaining four trust preferred issues that were evaluated to determine if they were other-than-temporarily impaired at September 30, 2011. The class the Company owns in pooled trust preferred securities does not have any excess subordination.

Issuer Type (Dollars in thousands)	Class	Performing Banks	Amortized Cost	Fair Value	Cumulative Credit Related OTTI	Deferrals/Defaults (1) Actual as a Percentage of Original Security	Deferrals/Defaults (1) Expected Percentage of Performing Collateral	Current Lowest Rating
Single issuer	n/a	1	$ 300	$ 258	$ -	None	None	BB+
Single issuer	n/a	1	500	505	-	None	None	BB-
Pooled issuer	B1	19	5,617	2,160	2,196	28.2 %	2.3 %	C
Pooled issuer	C1	19	3,645	1,750	1,542	25.6 %	2.9 %	C
Total			$ 10,062	$ 4,673	$ 3,738			

(1) Represents deferrals/defaults as a percentage of the original security and expected deferrals/defaults as a percentage of performing issuers.

REMIC and CMO:

The unrealized losses in Real Estate Mortgage Investment Conduit ("REMIC") and CMO securities at September 30, 2011 consist of one issue from the Federal Home Loan Mortgage Corporation ("FHLMC"), one issue from the Federal National Mortgage Association ("FNMA") and eight private issues.

The unrealized losses on the REMIC and CMO securities issued by FHLMC and FNMA were caused by movements in interest rates. It is not anticipated that these securities would be settled at a price that is less than the amortized cost of the Company's investment. Each of these securities is performing according to its terms and, in the opinion of management, will continue to perform according to its terms. The Company does not have the intent to sell these securities and it is more likely than not the Company will not be required to sell the securities before recovery of the securities amortized cost basis. This conclusion is based upon considering the Company's cash and working capital requirements and contractual and regulatory obligations, none of which the Company believes would cause the sale of the securities. Therefore, the Company did not consider these investments to be other-than-temporarily impaired at September 30, 2011.

The unrealized losses at September 30, 2011 on REMIC and CMO securities issued by private issuers were caused by movements in interest rates, a significant widening of credit spreads across markets for these securities and illiquidity and uncertainty in the financial markets. Each of these securities has some level of credit enhancements and none are collateralized by sub-prime loans. Currently, four of these securities are performing according to their terms, with four of these securities remitting less than the full principal amount due. The principal loss for these four securities totaled $1.2 million for the nine months ended September 30, 2011. These losses were anticipated in the cumulative credit related OTTI charges recorded for these four securities.

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Credit related impairment for mortgage-backed securities are determined for each security by estimating losses based on the following set of assumptions: (1) delinquency and foreclosure levels; (2) projected losses at various loss severity levels and (3) credit enhancement and coverage. Based on these reviews, an OTTI charge was recorded during the three months ended September 30, 2011, on four private issue CMOs of $4.8 million before tax, of which $0.7 million was charged against earnings in the Consolidated Statements of Income and $4.1 million before tax ($2.3 million after-tax) was recorded in AOCI. During the nine months ended September 30, 2011, an OTTI charge was recorded on five private issue CMOs of $9.0 million before tax, of which $1.6 million was charged against earnings in the Consolidated Statements of Income and $7.4 million before tax ($4.2 million after-tax) was recorded in AOCI.

The portion of the above mentioned OTTI, recorded during the three and nine months ended September 30, 2011, that was related to credit losses was calculated using the following significant assumptions: (1) delinquency and foreclosure levels of 21%; (2) projected loss severity of 50%; (3) assumed default rates of 10% for the first 12 months, 8% for the next 12 months, 6% for the next 12 months and 2% thereafter and (4) prepayment speeds of 10%.

It is not anticipated at this time that the four private issue securities for which an OTTI charge during the three months ended September 30, 2011 was not recorded, would be settled at a price that is less than the current amortized cost of the Company's investment. Except for one private issue security that is remitting less than the full principal amount due, each of these securities is performing according to its terms, and in the opinion of management will continue to perform according to its terms. The Company does not have the intent to sell these securities and it is more likely than not the Company will not be required to sell the securities before recovery of the securities amortized cost basis. This conclusion is based upon considering the Company's cash and working capital requirements and contractual and regulatory obligations, none of which the Company believes would cause the sale of the securities. Therefore, the Company did not consider these investments to be other-than-temporarily impaired at September 30, 2011.

At September 30, 2011, the Company held 16 private issue CMOs which had a current credit rating of at least one rating below investment grade. Six of those issues are carried under the fair value option and therefore, changes in fair value are included in the Consolidated Statement of Income – Net gain (loss) from fair value adjustments.

The following table details the remaining 10 private issue CMOs that were evaluated to determine if they were other-than-temporarily impaired at September 30, 2011:

Security	Amortized Cost	Fair Value	Outstanding Principal	Cumulative OTTI Charges Recorded	Year of Issuance	Maturity	Current Lowest Rating	Collateral Located in: CA	FL	VA	NY	NJ	TX	MD	Average FICO Score
		(Dollars in thousands)													
1	$12,406	$9,202	$14,041	$3,279	2006	05/25/36	D	44 %			15 %				721
2	5,494	3,897	5,876	447	2006	08/19/36	D	51 %							737
3	5,503	3,887	6,082	954	2006	08/25/36	D	37 %	14 %						714
4	4,198	3,618	4,812	657	2006	08/25/36	D	35 %	14 %		12 %		11 %		726
5	3,398	3,028	3,681	221	2006	03/25/36	CC	37 %							728
6	2,412	2,418	2,428	-	2005	12/25/35	B2	39 %							736

7	4,973	2,613	5,249	222	2006	05/25/36	CC	26 %		18 %	10 %	10 %		714
8	1,354	1,362	1,366	-	2006	08/25/36	CCC	29 %						738
9	1,734	1,726	1,759	-	2005	11/25/35	B	39 %		17 %			12 %	731
10	1,498	1,437	1,501	-	2005	11/25/35	CCC	45 %	10 %					740
Total	$42,970	$33,188	$46,795	$5,780										

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The following table details the total impairment on debt securities, as of September 30, 2011, for which the Company has previously recorded a credit related OTTI charge in the Consolidated Statements of Income:

(in thousands)	Amortized Cost	Fair Value	Gross Unrealized Losses Recorded In AOCI	Cumulative Credit OTTI Losses
Private issued CMO's (1)	$ 35,972	$ 26,245	$ 9,727	$ 3,698
Trust preferred securities (1)	9,262	3,910	5,352	3,738
Total	$ 45,234	$ 30,155	$ 15,079	$ 7,436

(1) The Company has recorded OTTI charges in the Consolidated Statements of Income on six private issue CMOs and two pooled trust preferred securities for which a portion of the OTTI is currently recorded in AOCI.

The following table represents the activity related to the credit loss component recognized in earnings on debt securities held by the Company for which a portion of OTTI was recognized in AOCI for the period indicated:

(in thousands)	For the nine months ended September 30, 2011
Beginning balance	$ 7,011
Recognition of actual losses	(1,153)
OTTI charges due to credit loss recorded in earnings	1,578
Securities sold during the period	-
Securities where there is an intent to sell or requirement to sell	-
Ending balance	$ 7,436

The following table details the amortized cost and estimated fair value of the Company's securities, classified as available for sale at September 30, 2011, by contractual maturity. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Amortized Cost (In thousands)	Fair Value
Due in one year or less	$28,422	$ 28,418
Due after one year through five years	7,137	7,220
Due after five years through ten years	-	-

Due after ten years	16,916	11,528
Total other securities	52,475	47,166
Mortgage-backed securities	756,166	784,524
Total securities available for sale	$808,641	$ 831,690

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The following table summarizes the Company's portfolio of securities available for sale at December 31, 2010:

	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
		(In thousands)		
U.S. government agencies	$10,556	$ 10,459	$ 111	$ 208
Other	31,423	29,028	6	2,401
Mutual funds	10,625	10,625	-	-
Total other securities	52,604	50,112	117	2,609
REMIC and CMO	456,210	453,465	10,039	12,784
GNMA	81,439	85,955	4,580	64
FNMA	192,750	194,540	3,813	2,023
FHLMC	19,561	20,117	556	-
Total mortgage-backed securities	749,960	754,077	18,988	14,871
Total securities available for sale	$802,564	$ 804,189	$ 19,105	$ 17,480

Mortgage-backed securities shown in the table above included one private issue CMO that was collateralized by commercial real estate mortgages with an amortized cost and market value of $14.6 million at December 31, 2010. The remaining private issue mortgage-backed securities are backed by one-to-four family residential mortgage loans.

The following table shows the Company's available for sale securities with gross unrealized losses and their fair value, aggregated by category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2010:

	Total		Less than 12 months		12 months or more	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(In thousands)			
U.S. government agencies	$7,792	$ 208	$7,792	$ 208	$-	$ -
Other	9,161	2,401	2,000	1	7,161	2,400
Total other securities	16,953	2,609	9,792	209	7,161	2,400
REMIC and CMO	209,682	12,784	169,356	5,783	40,326	7,001
GNMA	16,214	64	16,214	64	-	-
FNMA	97,255	2,023	97,255	2,023	-	-
Total mortgage-backed securities	323,151	14,871	282,825	7,870	40,326	7,001
Total securities available for sale	$340,104	$ 17,480	$292,617	$ 8,079	$47,487	$ 9,401

5. Loans

Loans are reported at their outstanding principal balance net of any unearned income, charge-offs, deferred loan fees and costs on originated loans and unamortized premiums or discounts on purchased loans. Interest on loans is recognized on the accrual basis. The accrual of income on loans is generally discontinued when certain factors, such as contractual delinquency of 90 days or more, indicate reasonable doubt as to the timely collectability of such income. Uncollected interest previously recognized on non-accrual loans is reversed from interest income at the time the loan is placed on non-accrual status. A non-accrual loan can be returned to accrual status when contractual delinquency returns to less than 90 days delinquent. Subsequent cash payments received on non-accrual loans that do not bring the loan to less than 90 days delinquent are recorded on a cash basis. Subsequent cash payments can also be applied first as a reduction of principal until all principal is recovered and then subsequently to interest, if in management’s opinion, it is evident that recovery of all principal due is unlikely to occur. Net loan origination costs and premiums or discounts on loans purchased are amortized into interest income over the contractual life of the loans using the level-yield method. Prepayment penalties received on loans which pay in full prior to their scheduled maturity are included in interest income in the period they are collected.

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The Company maintains an allowance for loan losses at an amount, which, in management's judgment, is adequate to absorb probable estimated losses inherent in the loan portfolio. Management's judgment in determining the adequacy of the allowance is based on evaluations of the collectability of loans. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revisions as more information becomes available. In assessing the adequacy of the Company's allowance for loan losses, management considers various factors such as, the current fair value of collateral for collateral dependent loans, the Company's historical loss experience, recent trends in losses, collection policies and collection experience, trends in the volume of non-performing and classified loans, changes in the composition and volume of the gross loan portfolio and local and national economic conditions. The Company's Board of Directors (the "Board of Directors") reviews and approves management's evaluation of the adequacy of the allowance for loan losses on a quarterly basis.

The allowance for loan losses is established through charges to earnings in the form of a provision for loan losses. Increases and decreases in the allowance other than charge-offs and recoveries are included in the provision for loan losses. When a loan or a portion of a loan is determined to be uncollectible, the portion deemed uncollectible is charged against the allowance and subsequent recoveries, if any, are credited to the allowance.

The Company recognizes a loan as non-performing when the borrower has indicated the inability to bring the loan current, or due to other circumstances which, in our opinion, indicate the borrower will be unable to bring the loan current within a reasonable time, or if the collateral value is deemed to have been impaired. All loans classified as non-performing, which includes all loans past due 90 days or more, are classified as non-accrual unless there is, in our opinion, compelling evidence the borrower will bring the loan current in the immediate future. Appraisals and/or updated internal evaluations are obtained as soon as practical and before the loan become 90 days delinquent. The loan balances of collateral dependant impaired loans are compared to the loan's updated fair value. The balance which exceeds fair value is charged-off. Management reviews the allowance for loan losses on a quarterly basis and records as a provision the amount deemed appropriate, after considering current year charge-offs, charge-off trends, new loan production, current balance by particular loan categories and delinquent loans by particular loan categories.

A loan is considered impaired when, based upon the most current information, the Company believes it is probable that it will be unable to collect all amounts due, both principal and interest, according to the contractual terms of the loan. Impaired loans are measured based on the present value of the expected future cash flows discounted at the loan's effective interest rate or at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. Interest income on impaired loans is recorded on a cash basis. The Company's management considers all non-accrual loans impaired.

The Company reviews each impaired loan to determine if a charge-off is to be recorded or if a valuation allowance is to be allocated to the loan. The Company does not allocate a valuation allowance to loans for which we have concluded the current value of the underlying collateral will allow for recovery of the loan balance either through the sale of the loan or by foreclosure and sale of the property.

The Company uses multiple valuation approaches in evaluating the underlying collateral. These include obtaining a third party appraisal, an income approach and a sales approach. When obtained, third party appraisals are given the most weight. The income approach is used for income producing properties and uses current revenues less operating expenses to determine the net cash flow of the property. Once the net cash flow is determined, the value of the property is calculated using an appropriate capitalization rate for the property. The sales approach uses comparable sales prices in the market. When we do not obtain third party appraisals, we place greater reliance on the income approach to value the collateral.

In preparing internal evaluations of property values, the Company seeks to obtain current data on the subject property from various sources, including: (1) the borrower; (2) copies of existing leases; (3) local real estate brokers and appraisers; (4) public records (such as for real estate taxes and water and sewer charges); (5) comparable sales and rental data in the market; (6) an inspection of the property and (7) interviews with tenants. These internal evaluations primarily focus on the income approach and comparable sales data to value the property.

As of September 30, 2011, the Company utilized recent third party appraisals of the collateral to measure impairment for $74.4 million, or 53.8%, of collateral dependent impaired loans and used internal evaluations of the property's value for $64.0 million, or 46.2%, of collateral dependent impaired loans.

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The following table shows net loan charge-offs (recoveries) for the periods indicated:

	For the three months ended		For the nine months ended	
(In thousands)	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Multi-family residential	$2,188	$1,808	$3,984	$4,042
Commercial real estate	1,549	806	4,071	1,138
One-to-four family – mixed-use property	808	758	1,288	1,583
One-to-four family – residential	-	21	1,928	115
Construction	-	-	703	862
Small Business Administration	137	93	608	345
Commercial business and other	73	22	514	(163)
Total net loan charge-offs	$4,755	$3,508	$13,096	$7,922

The Company may restructure a loan to enable a borrower to continue making payments when it is deemed to be in our best long-term interest. This restructure may include reducing the interest rate or amount of the monthly payment for a specified period of time, after which the interest rate and repayment terms revert to the original terms of the loan. The Company classifies these loans as troubled debt restructured ("TDR").

The Company reviews its delinquencies on a loan by loan basis and continually explores ways to help borrowers meet their obligations and return them back to current status. Management takes a proactive approach to managing delinquent loans, including conducting site examinations and encouraging borrowers to meet with a Bank representative. We have been developing short-term payment plans that enable certain borrowers to bring their loans current. In addition, we have restructured certain problem loans by either: reducing the interest rate until the next reset date, extending the amortization period thereby lowering the monthly payments, deferring a portion of the interest payment, or changing the loan to interest only payments for a limited time period. At times, certain problem loans have been restructured by combining more than one of these options. These restructurings have not included a reduction of principal balance. We believe that restructuring these loans in this manner will allow certain borrowers to become and remain current on their loans. Restructured loans are classified as a TDR when the Savings Bank grants a concession to a borrower who is experiencing financial difficulties. Loans which have been current for six consecutive months at the time they are restructured as TDR remain on accrual status. Loans which were delinquent at the time they are restructured as a TDR are placed on non-accrual status until they have made timely payments for six consecutive months. Loans that are restructured as TDR but are not performing in accordance with the restructured terms are excluded from the TDR table below, as they are placed on non-accrual status and reported as non-performing loans.

No loans were modified and classified as a TDR during the three months ended September 30, 2011.During the three months ended September 30, 2010, two multi-family loans totaling $7.2 million were modified and classified as a TDR as each of these borrowers was given an interest rate that was considered below market for that borrower, with one also having the loan's amortization term extended, and one also having deferral of the payment of a portion of the interest; and two commercial mortgage loans totaling $2.5 million were modified and classified as TDR as each of these borrowers was given an interest rate that was considered below market for that borrower, with one loan also changed to payments of interest only.

During the nine months ended September 30, 2011, six multi-family loans totaling $1.8 million were modified and classified as a TDR as each of these borrowers was given an interest rate that was considered below market for that borrower and each had the loan's amortization term extended; two constructions loans totaling $24.2 million were modified and classified as a TDR as each of these borrowers was given an interest rate that was considered below market for that borrower; one commercial business loan for $2.0 million was modified and classified as a TDR as the borrower was given an interest rate that was considered below market for that borrower; and three one-to-four family – mixed-use property loans totaling $0.9 million was modified and classified as a TDR as each of these borrowers was given an interest rate that was considered below market for that borrower with two of the loans also having the loan's amortization term extended. During the nine months ended September 30, 2010, three multi-family loans totaling $7.5 million were modified and classified as a TDR as each of these borrowers was given an interest rate that was considered below market for that borrower, with one also having the loan's amortization term extended, and one also having deferral of the payment of a portion of the interest; three commercial mortgage loans totaling $5.6 million were modified and classified as a TDR as each of these borrowers was given an interest rate that was considered below market for that borrower, with one loan also changed to payments of interest only; and one one-to-four family – mixed-use property loan for $0.5 million was modified and classified as a TDR as the borrower was given an interest rate that was considered below market for that borrower. For each of the loans that were modified and classified as a TDR the borrower was experiencing financial difficulties. The recorded investment of each of the loans modified and classified to a TDR was unchanged as there was no principal forgiven in any of these modifications.

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The allocation of a portion of the allowance for loan losses for a TDR loan is based upon the present value of the future expected cash flows discounted at the loan's original effective rate or if the loan is collateral dependent, the fair value of the collateral less costs to sell. At September 30, 2011, there were no commitments to lend additional funds to borrowers whose loans were modified to a TDR. The modification of loans to a TDR did not have a significant effect on our operating results, nor did it require a significant allocation of the allowance for loan losses to these loans.

The following table shows loans classified as TDR that are performing according to their restructured terms at the periods indicated:

	September 30, 2011		December 31, 2010	
(Dollars in thousands)	Number of contracts	Recorded investment	Number of contracts	Recorded investment
Multi-family residential	11	$ 9,893	5	$ 7,946
Commercial real estate	2	2,480	3	5,815
One-to-four family - mixed-use property	3	797	1	206
Construction	1	8,508	-	-
Commercial business and other	1	2,000	-	-
Total performing troubled debt restructured	18	$ 23,678	9	$ 13,967

During the three months ended September 30, 2011, one construction loan for $11.5 million, which was modified and classified as a TDR within the previous 12 months, was reclassified to non-accrual status as it was no longer performing in accordance with its modified terms. No loans which were previously modified and classified as a TDR were reclassified to non-accrual status during the three months ended September 30, 2010. During the nine months ended September 30, 2011, one construction loan for $11.5 million, one commercial loan for $3.3 million and two one-to-four family – mixed-use property loans totaling $0.7 million , which were modified and classified as a TDR within the previous 12 months, were reclassified to non-accrual status as they are no longer performing in accordance with their modified terms. During the nine months ended September 30, 2010, one commercial loan for $1.4 million and two one-to-four family – mixed-use property loans totaling $0.9 million , which were modified and classified as a TDR within the previous 12 months, were reclassified to non-accrual status as they are no longer performing in accordance with their modified terms.

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The following table shows loans classified as TDR that are not performing according to their restructured terms at the periods indicated:

	September 30, 2011		December 31, 2010	
(Dollars in thousands)	Number of contracts	Recorded investment	Number of contracts	Recorded investment
Multi-family residential	-	$ -	-	$ -
Commercial real estate	2	4,427	1	1,496
One-to-four family - mixed-use property	4	1,626	3	1,287
One-to-four family - residential	-	-	1	491
Construction	1	11,466	-	-
Total troubled debt restructurings that subsequently defaulted	7	$ 17,519	5	$ 3,274

The following table shows non-performing loans at the periods indicated:

(In thousands)	September 30, 2011	December 31, 2010
Loans 90 days or more past due and still accruing:		
Multi-family residential	$ -	$ 103
Commercial real estate	423	3,328
Construction	5,245	-
Commercial business and other	-	6
Total	5,668	3,437
Non-accrual loans:		
Multi-family residential	27,846	35,633
Commercial real estate	21,062	22,806
One-to-four family - mixed-use property	29,890	30,478
One-to-four family - residential	10,673	10,695
Co-operative apartments	152	-
Construction	14,331	4,465
Small business administration	613	1,159
Commercial business and other	6,122	3,419
Total	110,689	108,655
Total non-performing loans	$ 116,357	$ 112,092

The interest foregone on non-accrual loans and loans classified as TDR totaled $2.2 million and $1.9 million for the three months ended September 30, 2011 and 2010, respectively. The interest foregone on non-accrual loans and loans classified as TDR totaled $6.3 million and $5.5 million for the nine months ended September 30, 2011 and 2010, respectively.

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The following table shows an age analysis of our recorded investment in loans at September 30, 2011:

(in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans
Multi-family residential	$ 15,200	$ 4,228	$26,671	$ 46,099	$1,287,708	$ 1,333,807
Commercial real estate	10,911	5,215	21,062	37,188	567,593	604,781
One-to-four family - mixed-use property	22,030	1,834	29,890	53,754	652,182	705,936
One-to-four family - residential	5,114	1,477	10,672	17,263	205,289	222,552
Co-operative apartments	204	-	152	356	5,206	5,562
Construction loans	13,960	5,353	2,865	22,178	29,344	51,522
Small Business Administration	112	-	566	678	13,782	14,460
Taxi medallion	-	-	-	-	68,570	68,570
Commercial business and other	1,929	2,150	6,123	10,202	196,357	206,559
Total	$ 69,460	$ 20,257	$98,001	$ 187,718	$3,026,031	$ 3,213,749

The following table shows an age analysis of our recorded investment in loans at December 31, 2010:

(in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days	Total Past Due	Current	Total Loans
Multi-family residential	$ 30,799	$ 7,014	$35,736	$ 73,549	$1,178,627	$ 1,252,176
Commercial real estate	17,167	2,181	26,134	45,482	617,312	662,794
One-to-four family - mixed-use property	19,596	6,376	30,478	56,450	672,360	728,810
One-to-four family - residential	4,826	1,046	10,695	16,567	224,809	241,376
Co-operative apartments	133	-	-	133	6,082	6,215
Construction loans	2,900	5,485	4,465	12,850	62,669	75,519
Small Business Administration	418	991	1,159	2,568	14,943	17,511
Taxi medallion	-	-	-	-	88,264	88,264
Commercial business and other	4,534	3	3,425	7,962	179,199	187,161
Total	$ 80,373	$ 23,096	$112,092	$ 215,561	$3,044,265	$ 3,259,826

The following table shows the changes in the allowance for loan losses for the periods indicated:

(In thousands)	For the nine months ended September 30 2011	2010
Balance, beginning of period	$27,699	$20,324

Provision for loan losses	15,000	15,000
Charge-off's	(13,534)	(8,851)
Recoveries	438	929
Balance, end of period	$29,603	$27,402

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The following table shows the activity in the allowance for loan losses for the nine months ended September 30, 2011:

(in thousands)	Multi-family residential	Commercial real estate	One-to-four family - mixed-use property	One-to-four family residential	Co-operative apartments	Construction loans	Small Business Administration	Taxi medallion	Commercial business and other	Total
Allowance for credit losses:										
Beginning balance	$9,007	$4,905	$5,997	$938	$17	$589	$1,303	$639	$4,304	$27,699
Charge-off's	4,093	4,194	1,401	1,991	-	703	628	-	524	13,534
Recoveries	109	123	113	63	-	-	20	-	10	438
Provision	4,835	4,596	(224)	2,676	7	1,101	491	(588)	2,106	15,000
Ending balance	$9,858	$5,430	$4,485	$1,686	$24	$987	$1,186	$51	$5,896	$29,603
Ending balance: individually evaluated for impairment	$83	$139	$32	$-	$-	$321	$255	$-	$2,927	$3,757
Ending balance: collectively evaluated for impairment	$9,775	$5,291	$4,453	$1,686	$24	$666	$931	$51	$2,969	$25,846
Financing Recevables:										
Ending balance	$1,333,807	$604,781	$705,936	$222,552	$5,562	$51,522	$14,460	$68,570	$206,559	$3,213,749
Ending balance: individually evaluated for impairment	$27,817	$13,366	$16,123	$2,684	$-	$19,974	$510	$-	$7,854	$88,328
Ending balance: collectively evaluated for impairment	$1,305,990	$591,415	$689,813	$219,868	$5,562	$31,548	$13,950	$68,570	$198,705	$3,125,421

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The following table shows our recorded investment, unpaid principal balance and allocated allowance for loan losses, average recorded investment and interest income recognized for loans that were considered impaired at or for the nine month period ended September 30, 2011:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
			(Dollars in thousands)		
With no related allowance recorded:					
Mortgage loans:					
Multi-family residential	$34,537	$38,716	$ -	$ 36,707	$ 296
Commercial real estate	43,466	49,448	-	37,099	938
One-to-four family mixed-use property	34,016	36,317	-	32,306	192
One-to-four family residential	11,589	13,610	-	10,656	60
Co-operative apartments	152	152	-	95	-
Construction	12,079	12,080	-	11,223	377
Non-mortgage loans:					
Small Business Administration	-	-	-	-	-
Taxi Medallion	9,231	9,540	-	14,681	219
Commercial Business and other	-	-	-	-	-
Total loans with no related allowance recorded	145,070	159,863	-	142,767	2,082
With an allowance recorded:					
Mortgage loans:					
Multi-family residential	9,894	9,894	83	12,011	299
Commercial real estate	2,480	2,480	139	3,395	77
One-to-four family mixed-use property	797	797	32	1,589	34
One-to-four family residential	-	-	-	191	-
Co-operative apartments	-	-	-	-	-
Construction	19,974	19,974	321	22,540	485
Non-mortgage loans:					
Small Business Administration	510	510	255	971	3
Taxi Medallion	-	-	-	-	-
Commercial Business and other	7,814	8,478	2,927	7,999	160
Total loans with an allowance recorded	41,469	42,133	3,757	48,696	1,058
Total Impaired Loans:					
Total mortgage loans	$168,984	$183,468	$ 575	$ 167,812	$ 2,758
Total non-mortgage loans	$17,555	$18,528	$ 3,182	$ 23,651	$ 382

In accordance with our policy and the current regulatory guidelines, we designate loans as “Special Mention,” which are considered “Criticized Loans,” and “Substandard,” “Doubtful,” or “Loss,” which are considered “Classified Loans”. If a lo does not fall within one of the previous mentioned categories then the loan would be considered “Pass.” We designate a loan as Substandard when a well-defined weakness is identified that jeopardizes the orderly liquidation of the debt. We designate a loan Doubtful when it displays the inherent weakness of a Substandard loan with the added provision that collection of the debt in full, on the basis of existing facts, is highly improbable. We designate a loan as Loss if it is deemed the debtor is incapable of repayment. Loans that are designated as Loss are charged to the Allowance for Loan Losses. Loans that are non-accrual are designated as Substandard, Doubtful or Loss. We designate a loan as Special Mention if the asset does not warrant classification within one of the other classifications, but does contain a potential weakness that deserves closer attention.

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The following table sets forth the recorded investment in loans designated as Criticized or Classified at September 30, 2011:

(In thousands)	Special Mention	Substandard	Doubtful	Loss	Total
Multi-family residential	$ 14,894	$ 43,362	$-	$-	$58,256
Commercial real estate	13,381	45,946	-	-	59,327
One-to-four family - mixed-use property	17,842	34,016	-	-	51,858
One-to-four family - residential	3,410	11,590	-	-	15,000
Co-operative apartments	-	152	-	-	152
Construction loans	2,570	32,053	-	-	34,623
Small Business Administration	768	221	289	-	1,278
Commercial business and other	14,556	15,810	1,237	-	31,603
Total loans	$ 67,421	$ 183,150	$1,526	$-	$252,097

The following table sets forth the recorded investment in loans designated as Criticized or Classified at December 31, 2010:

(In thousands)	Special Mention	Substandard	Doubtful	Loss	Total
Multi-family residential	$ 20,277	$ 51,626	$-	$-	$71,903
Commercial real estate	13,228	32,120	-	-	45,348
One-to-four family - mixed-use property	15,546	33,539	-	-	49,085
One-to-four family - residential	2,849	10,874	-	-	13,723
Co-operative apartments	-	-	-	-	-
Construction loans	5,945	30,589	-	-	36,534
Small Business Administration	558	1,432	-	-	1,990
Commercial business and other	14,302	13,628	1,238	-	29,168
Total loans	$ 72,705	$ 173,808	$1,238	$-	$247,751

6. Other Real Estate Owned

The following are changes in Other Real Estate Owned (“OREO”) during the period indicated:

	For the nine months ended September 30,	
	2011	2010
	(In thousands)	
Balance at beginning of period	$ 1,588	$ 2,262
Acquisitions	4,750	3,811

Writedown of carrying value	(176)	-
Sales	(1,912)	(4,983)
Balance at end of period	$ 4,250	$ 1,090

During the three months ended September 30, 2011 and 2010, the Company recorded gross gains from the sale of OREO in the amount of $31,000 and $10,000, respectively. During the three months ended September 30, 2011, the Company recorded no gross losses from the sale of OREO and in 2010, recorded losses in the amount of $9,000. During the nine months ended September 30, 2011 and 2010, the Company recorded gross gains from the sale of OREO in the amount of $287,000 and $127,000, respectively. During the nine months ended September 30, 2011 and 2010, the Company recorded gross losses from the sale of OREO in the amount of $12,000 and $159,000, respectively. The net gains / losses on the sale of OREO are included in the Consolidated Statements of Income in Other operating expenses.

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7. Stock-Based Compensation

For the three months ended September 30, 2011 and 2010, the Company's net income, as reported, includes $0.4 million and $0.4 million, respectively, of stock-based compensation costs and $0.2 million and $0.2 million, respectively, of income tax benefits related to the stock-based compensation plans. For the nine months ended September 30, 2011 and 2010, the Company's net income, as reported, includes $2.1 million and $1.8 million, respectively, of stock-based compensation costs and $0.8 million and $0.7 million, respectively, of income tax benefits related to the stock-based compensation plans.

The Company estimates the fair value of stock options using the Black-Scholes valuation model. Key assumptions used to estimate the fair value of stock options include the exercise price of the award, the expected option term, the expected volatility of the Company's stock price, the risk-free interest rate over the options' expected term and the annual dividend yield. The Company uses the fair value of the common stock on the date of award to measure compensation cost for restricted stock unit awards. Compensation cost is recognized over the vesting period of the award using the straight line method. During the three months ended September 30, 2011, the Company granted 1,000 restricted stock units. There were no restricted stock units granted during the three months ended September 30, 2010. During the nine months ended September 30, 2011 and 2010, the Company granted 214,095 and 169,820 restricted stock units, respectively. There were no stock options granted during the three and nine month periods ended September 30, 2011 and 2010.

The 2005 Omnibus Incentive Plan ("Omnibus Plan") became effective on May 17, 2005 after adoption by the Board of Directors and approval by the stockholders. The Omnibus Plan authorizes the Compensation Committee of the Company's Board of Directors (the "Compensation Committee") to grant a variety of equity compensation awards as well as long-term and annual cash incentive awards, all of which can be structured so as to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"). On May 17, 2011, stockholders approved an amendment to the Omnibus Plan authorizing an additional 625,000 shares for use for full value awards. These additional shares, along with shares remaining that were previously authorized by stockholders under the 1996 Restricted Stock Incentive Plan and the 1996 Stock Option Incentive Plan, are available for use as full value awards and non-full value awards under the Omnibus Plan. As of September 30, 2011, there are 720,776 shares available for full value awards and 300 shares available for non-full value awards. To satisfy stock option exercises or fund restricted stock and restricted stock unit awards, shares are issued from treasury stock, if available, otherwise new shares are issued. Grants and awards under the 1996 Restricted Stock Incentive Plan and the 1996 Stock Option Incentive Plan prior to the effective date of the Omnibus Plan remained outstanding as issued. The Company will maintain separate pools of available shares for full value as opposed to non-full value awards, except that shares can be moved from the non-full value pool to the full value pool on a 3-for-1 basis. The exercise price per share of a stock option grant may not be less than the fair market value of the common stock of the Company, as defined in the Omnibus Plan, on the date of grant and may not be re-priced without the approval of the Company's stockholders. Options, stock appreciation rights, restricted stock, restricted stock units and other stock based awards granted under the Omnibus Plan are generally subject to a minimum vesting period of three years with stock options having a 10-year contractual term. Other awards do not have a contractual term of expiration. Restricted stock unit awards include participants who have reached or are close to reaching retirement eligibility, at which time such awards fully vest. These amounts are included in stock-based compensation expense.

Full Value Awards: The first pool is available for full value awards, such as restricted stock unit awards. The pool will be decreased by the number of shares granted as full value awards. The pool will be increased from time to time by: (1) the number of shares that are returned to or retained by the Company as a result of the cancellation, expiration, forfeiture or other termination of a full value award (under the Omnibus Plan or the 1996 Restricted Stock Incentive Plan); (2) the settlement of such an award in cash; (3) the delivery to the award holder of fewer shares than the number underlying the award, including shares which are withheld from full value awards or (4) the surrender of shares by an award holder in payment of the exercise price or taxes with respect to a full value award. The Omnibus Plan will allow the Company to transfer shares from the non-full value pool to the full value pool on a 3-for-1 basis, but does not allow the transfer of shares from the full value pool to the non-full value pool.

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The following table summarizes the Company’s full value awards at or for the nine months ended September 30, 2011:

Full Value Awards	Shares	Weighted-Average Grant-Date Fair Value
Non-vested at December 31, 2010	287,004	$ 13.02
Granted	214,095	14.52
Vested	(121,329)	14.26
Forfeited	(5,504)	13.83
Non-vested at September 30, 2011	374,266	$ 13.47
Vested but unissued at September 30, 2011	87,904	$ 12.92

As of September 30, 2011, there was $3.7 million of total unrecognized compensation cost related to non-vested full value awards granted under the Omnibus Plan. That cost is expected to be recognized over a weighted-average period of 3.0 years. The total fair value of awards vested for the three months ended September 30, 2011 and 2010 were $3,000 and $14,000 million, respectively. The total fair value of awards vested for the nine months ended September 30, 2011 and 2010 were $1.7 million and $1.4 million, respectively. The vested but unissued full value awards consist of awards made to employees and directors who are eligible for retirement. According to the terms of the Omnibus Plan, these employees and directors have no risk of forfeiture. These shares will be issued at the original contractual vesting dates.

Non-Full Value Awards: The second pool is available for non-full value awards, such as stock options. The pool will be increased from time to time by the number of shares that are returned to or retained by the Company as a result of the cancellation, expiration, forfeiture or other termination of a non-full value award (under the Omnibus Plan or the 1996 Stock Option Incentive Plan). The second pool will not be replenished by shares withheld or surrendered in payment of the exercise price or taxes, retained by the Company as a result of the delivery to the award holder of fewer shares than the number underlying the award or the settlement of the award in cash.

The following table summarizes certain information regarding the non-full value awards, all of which have been granted as stock options, at or for the nine months ended September 30, 2011:

Non-Full Value Awards	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value ($000)*
Outstanding at December 31, 2010	1,247,888	$ 14.51		
Granted	-	-		
Exercised	(178,190)	11.75		
Forfeited	(92,858)	12.94		
Outstanding at September 30, 2011	976,840	$ 15.16	3.7	$ 254
Exercisable shares at September 30 2011	857,280	$ 15.51	3.3	$ 94
Vested but unexercisable shares at September 30, 2011	3,600	$ 14.58	6.5	$ 3

* The intrinsic value of a stock option is the difference between the market value of the underlying stock and the exercise price of the option.

As of September 30, 2011, there was $0.2 million of total unrecognized compensation cost related to unvested non-full value awards granted under the Omnibus Plan. That cost is expected to be recognized over a weighted-average period of 1.5 years. The vested but unexercisable non-full value awards were made to employees who are eligible for retirement. According to the terms of the Omnibus Plan, these employees have no risk of forfeiture. These awards will be exercisable at the original contractual vesting dates.

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Cash proceeds, fair value received, tax benefits, intrinsic value related to stock options exercised and the weighted average grant date fair value for options granted, during the nine months ended September 30, 2011 are provided in the following table:

	For the three months ended September 30,		For the nine months ended September 30,	
(In thousands)	2011	2010	2011	2010
Proceeds from stock options exercised	$ 22	$ 1	$ 2,039	$ 235
Fair value of shares received upon exercised of stock options	-	-	54	370
Tax benefit related to stock options exercised	1	-	184	15
Intrinsic value of stock options exercised	7	-	426	156

Phantom Stock Plan: the Company maintains a non-qualified phantom stock plan as a supplement to its profit sharing plan for officers who have achieved the level of Senior Vice President and above and completed one year of service. However, officers who had achieved at least the level of Vice President and completed one year of service prior to January 1, 2009 remain eligible to participate in the phantom stock plan. Awards are made under this plan on certain compensation not eligible for awards made under the profit sharing plan, due to the terms of the profit sharing plan and the Internal Revenue Code. Employees receive awards under this plan proportionate to the amount they would have received under the profit sharing plan, but for limits imposed by the profit sharing plan and the Internal Revenue Code. The awards are made as cash awards and then converted to common stock equivalents (phantom shares) at the then current market value of the Company's common stock. Dividends are credited to each employee's account in the form of additional phantom shares each time the Company pays a dividend on its common stock. In the event of a change of control (as defined in this plan), an employee's interest is converted to a fixed dollar amount and deemed to be invested in the same manner as their interest in the Savings Bank's non-qualified deferred compensation plan. Employees vest under this plan 20% per year for 5 years. Employees also become 100% vested upon a change of control. Employees receive their vested interest in this plan in the form of a cash lump sum payment or installments, as elected by the employee, after termination of employment. The Company adjusts its liability under this plan to the fair value of the shares at the end of each period.

The following table summarizes the Phantom Stock Plan at or for the nine months ended September 30, 2011:

Phantom Stock Plan	Shares	Fair Value
Outstanding at December 31, 2010	30,970	$ 14.00
Granted	8,110	14.02
Forfeited	-	-
Distributions	(168)	14.11
Outstanding at September 30 , 2011	38,912	$ 10.80
Vested at September 30, 2011	38,563	$ 10.80

The Company recorded stock-based compensation benefit for the Phantom Stock Plan of $79,000 and $16,000 for the three months ended September 30, 2011 and 2010, respectively. The total fair value of the distributions from the Phantom Stock Plan was $1,000 for each of the three month periods ended September 30, 2011 and 2010, respectively.

For the nine months ended September 30, 2011 and 2010, the Company recorded stock-based compensation (benefit) expense for the Phantom Stock Plan of $(110,000) and $17,000, respectively. The total fair value of the distributions from the Phantom Stock Plan during the nine months ended September 30, 2011 and 2010 were $2,000 and $5,000, respectively.

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8. Pension and Other Postretirement Benefit Plans

The following table sets forth information regarding the components of net expense for the pension and other postretirement benefit plans.

(In thousands)	Three months ended September 30, 2011	Three months ended September 30, 2010	Nine months ended September 30, 2011	Nine months ended September 30, 2010
Employee Pension Plan:				
Interest cost	$246	$239	$738	$717
Amortization of unrecognized loss	153	91	459	273
Expected return on plan assets	(308)	(312)	(924)	(936)
Net employee pension expense	$91	$18	$273	$54
Outside Director Pension Plan:				
Service cost	$17	$16	$51	$48
Interest cost	31	33	93	99
Amortization of unrecognized gain	(13)	(14)	(39)	(42)
Amortization of past service liability	10	10	30	30
Net outside director pension expense	$45	$45	$135	$135
Other Postretirement Benefit Plans:				
Service cost	$78	$68	$234	$204
Interest cost	52	52	156	156
Amortization of unrecognized loss	-	2	-	6
Amortization of past service credit	(21)	(21)	(63)	(63)
Net other postretirement expense	$109	$101	$327	$303

The Company previously disclosed in its Consolidated Financial Statements for the year ended December 31, 2010 that it expects to contribute $0.2 million to each of the Company's Employee Pension Plan (the "Employee Pension Plan") and the Outside Director Pension Plan (the "Outside Director Pension Plan") and $0.1 million to the other post retirement benefit plans (the "Other Postretirement Benefit Plans") during the year ending December 31, 2011. As of September 30, 2011, the Company has contributed $176,000 to the Employee Pension Plan, $66,000 to the Outside Director Pension Plan and $41,000 to the Other Postretirement Benefit Plans. As of September 30, 2011, the Company has not revised its expected contributions for the year ending December 31, 2011.

9. Fair Value of Financial Instruments

The Company carries certain financial assets and financial liabilities at fair value in accordance with ASC Topic 825, "Financial Instruments" ("ASC Topic 825") and values those financial assets and financial liabilities in accordance with ASC Topic 820, "Fair Value Measurements and Disclosures" ("ASC Topic 820"). ASC Topic 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC Topic 825 permits entities to choose to measure many financial instruments and certain other items at fair value. At September 30, 2011, the Company carried financial assets and financial liabilities under the fair value option with fair values of $71.5 million and $27.2 million, respectively. At December 31, 2010, the Company carried financial assets and financial liabilities under the fair value option with fair values of $73.0 million and $32.2 million, respectively. The Company elected to measure at fair value securities with a cost of $10.0 million that were purchased during the nine months ended September 30, 2011. During the nine months ended September 30, 2010, the Company did not elect to carry any additional financial assets or financial liabilities under the fair value option.

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The following table presents the financial assets and financial liabilities reported at fair value under the fair value option and the changes in fair value included in the Consolidated Statement of Income – Net gain from fair value adjustments, at or for the periods ended as indicated:

	Fair Value Measurements at September 30,	Fair Value Measurements at December 31,	Changes in Fair Values For Items Measured at Fair Value Pursuant to Election of the Fair Value Option			
			Three Months Ended		Nine Months Ended	
(Dollars in thousands)	2011	2010	September 30, 2011	September 30, 2010	September 30, 2011	September 30, 2010
Mortgage-backed securities	$ 40,770	$ 51,475	$ (159)	$ (86)	$ (554)	$ 1,099
Other securities	30,716	21,574	(364)	359	(1,133)	483
Borrowed funds	27,189	32,227	3,517	1,225	5,038	4,154
Net gain from fair value adjustments (1) (2)			$ 2,994	$ 1,498	$ 3,351	$ 5,736

(1) The net gain from fair value adjustments presented in the above table does not include net losses of $0.9 million and $1.5 million for the three months ended September 30, 2011 and 2010, respectively, from the change in the fair value of interest rate caps.

(2) The net gain from fair value adjustments presented in the above table does not include net losses of $2.1 million and $5.9 million for the nine months ended September 30, 2011 and 2010, respectively, from the change in the fair value of interest rate caps.

Included in the fair value of the financial assets and financial liabilities selected for the fair value option is the accrued interest receivable or payable for the related instrument. One pooled trust preferred security is over 90 days past due and the Company has stopped accruing interest. The Company continues to accrue on the remaining financial instruments and reports, as interest income or interest expense in the Consolidated Statement of Income, the interest receivable or payable on the financial instruments selected for the fair value option at their respective contractual rates.

The borrowed funds had a contractual principal amount of $61.9 million at September 30, 2011 and December 31, 2010. The fair value of borrowed funds includes accrued interest payable of $0.4 million at September 30, 2011 and December 31, 2010.

The Company generally holds its earning assets, other than securities available for sale, to maturity and settles its liabilities at maturity. However, fair value estimates are made at a specific point in time and are based on relevant market information. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company’s entire holdings of a particular instrument. Accordingly, as assumptions change, such as interest rates and prepayments, fair value estimates change and these amounts may not necessarily be realized in an immediate sale.

Disclosure of fair value does not require fair value information for items that do not meet the definition of a financial instrument or certain other financial instruments specifically excluded from its requirements. These items include core deposit intangibles and other customer relationships, premises and equipment, leases, income taxes, foreclosed properties and equity.

Further, fair value disclosure does not attempt to value future income or business. These items may be material and accordingly, the fair value information presented does not purport to represent, nor should it be construed to represent, the underlying "market" or franchise value of the Company.

Financial assets and financial liabilities reported at fair value are required to be measured based on either: (1) quoted prices in active markets for identical financial instruments (Level 1); (2) significant other observable inputs (Level 2); or (3) significant unobservable inputs (Level 3).

A description of the methods and significant assumptions utilized in estimating the fair value of the Company's assets and liabilities that are carried at fair value on a recurring basis are as follows:

Level 1 – where quoted market prices are available in an active market. The Company did not value any of its assets or liabilities that are carried at fair value on a recurring basis as Level 1 at September 30, 2011 and December 31, 2010.

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Level 2 – when quoted market prices are not available, fair value is estimated using quoted market prices for similar financial instruments and adjusted for differences between the quoted instrument and the instrument being valued. Fair value can also be estimated by using pricing models, or discounted cash flows. Pricing models primarily use market-based or independently sourced market parameters as inputs, including, but not limited to, yield curves, interest rates, equity or debt prices and credit spreads. In addition to observable market information, models also incorporate maturity and cash flow assumptions. At September 30, 2011 and December 31, 2010, Level 2 includes mortgage related securities, corporate debt and interest rate caps.

Level 3 – when there is limited activity or less transparency around inputs to the valuation, financial instruments are classified as Level 3. At September 30, 2011 and December 31, 2010, Level 3 includes trust preferred securities owned by and junior subordinated debentures issued by the Company.

The methods described above may produce fair values that may not be indicative of net realizable value or reflective of future fair values. While the Company believes its valuation methods are appropriate and consistent with those of other market participants, the use of different methodologies, assumptions and models to determine fair value of certain financial instruments could produce different estimates of fair value at the reporting date.

The following table sets forth the assets and liabilities that are carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the period indicated:

	For the nine months ended September 30, 2011	
	Trust preferred securities	Junior subordinated debentures
	(In thousands)	
Beginning balance	$ 10,144	$ 32,226
Transfer into Level 3	-	-
Net loss from fair value adjustment of financial assets	(1,625)	-
Net gain from fair value adjustment of financial liabilities	-	(5,037)
Change in unrealized losses included in other comprehensive income	(3,005)	-
Ending balance	$ 5,514	$ 27,189

The following table sets forth the assets and liabilities that are carried at fair value on a recurring basis and the method that was used to determine their fair value, at September 30, 2011 and December 31, 2010:

Quoted Prices	Significant Other	Significant Other

	in Active Markets for Identical Assets (Level 1)		Observable Inputs (Level 2)		Unobservable Inputs (Level 3)		Total carried at fair value on a recurring basis	
	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010
				(in thousands)				
Assets:								
Mortgage-backed Securities	$-	$ -	$784,524	$ 754,077	$-	$ -	$ 784,524	$ 754,077
Other securities	-	-	41,652	39,968	5,514	10,144	47,166	50,112
Interest rate caps	-	-	423	2,509	-	-	423	2,509
Total assets	$-	$ -	$826,599	$ 796,554	$5,514	$ 10,144	$ 832,113	$ 806,698
Liabilities:								
Borrowings	$-	$ -	$-	$ -	$27,189	$ 32,226	$ 27,189	$ 32,226
Total liabilities	$-	$ -	$-	$ -	$27,189	$ 32,226	$ 27,189	$ 32,226

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The following table sets forth the Company's assets that are carried at fair value on a non-recurring basis and the method that was used to determine their fair value, at September 30, 2011 and December 31, 2010:

	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Other Unobservable Inputs (Level 3)		Total carried at fair value on a non-recurring basis	
	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 2011	December 31, 2010	September 30, 1022	December 31, 2010
	(in thousands)							
Assets:								
Impaired loans		$ -		$ -	$ 50,161	$ 51,615	$ 50,161	$ 51,615
Other Real estate owned		-		-	4,250	1,588	4,250	1,588
Total assets	$ -	$ -	$ -	$ -	$ 54,411	$ 53,203	$ 54,411	$ 53,203

The Company did not have any liabilities that were carried at fair value on a non-recurring basis at September 30, 2011 and December 31, 2010.

The estimated fair value of each material class of financial instruments at September 30, 2011 and December 31, 2010 and the related methods and assumptions used to estimate fair value are as follows:

Cash and Due from Banks, Overnight Interest-Earning Deposits and Federal Funds Sold, FHLB-NY stock, Bank Owned Life Insurance, Interest and Dividends Receivable, Mortgagors' Escrow Deposits and Other Liabilities:

The carrying amounts are a reasonable estimate of fair value.

Securities Available for Sale:

Securities available for sale are carried at fair value in the Consolidated Financial Statements. Fair value is based upon quoted market prices (Level 1 input), where available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities and adjusted for differences between the quoted instrument and the instrument being valued (Level 2 input). When there is limited activity or less transparency around inputs to the valuation, securities are classified as (Level 3 input).

Loans:

The estimated fair value of loans, with carrying amounts of $3,229.1 million and $3,276.3 million at September 30, 2011 and December 31, 2010, respectively, was $3,375.1 million and $3,359.8 million at September 30, 2011 and December 31, 2010, respectively.

Fair value is estimated by discounting the expected future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and remaining maturities (Level 2 input).

For non-accruing loans, fair value is generally estimated by discounting management's estimate of future cash flows with a discount rate commensurate with the risk associated with such assets (Level 2 input).

Due to Depositors:

The estimated fair value of due to depositors, with carrying amounts of $3,116.8 million and $3,163.3 million at September 30, 2011 and December 31, 2010, respectively, was $3,173.4 million and $3,212.6 million at September 30, 2011 and December 31, 2010, respectively.

The fair values of demand, passbook savings, NOW and money market deposits are, by definition, equal to the amount payable on demand at the reporting dates (i.e. their carrying value). The fair value of fixed-maturity certificates of deposits are estimated by discounting the expected future cash flows using the rates currently offered for deposits of similar remaining maturities (Level 2 input).

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Borrowings:

The estimated fair value of borrowings, with carrying amounts of $698.7 million and $708.7 million at September 30, 2011 and December 31, 2010, respectively, was $743.8 million and $736.4 million at September 30, 2011 and December 31, 2010, respectively.

The fair value of borrowings is estimated by discounting the contractual cash flows using interest rates in effect for borrowings with similar maturities and collateral requirements (Level 2 input) or using a market-standard model (Level 3 input).

Interest Rate Caps:

The estimated fair value of interest rate caps at September 30, 2011 and December 31, 2010 was $0.4 million and $2.5 million, respectively. The Company has not designated the interest rate cap agreements as hedges as defined under the Derivatives and Hedging Topic of the Financial Accounting Standards Board ("FASB") ASC. Interest rate caps are carried at fair value in the Consolidated Financial Statements in "Other assets" and changes in their fair value are recorded through earnings in the Consolidated Statements of Income - Net gain (loss) from fair value adjustments. The Company purchased interest rate caps during 2009 with a notional amount of $100.0 million. The Company uses interest rate caps to manage its exposure to rising interest rates on its financial liabilities without stated maturities. Fair value for interest rate caps is based upon broker quotes (Level 2 input). The Company recorded net losses of $0.9 million and $1.5 million for the three months ended September 30, 2011 and 2010, respectively, from the change in the fair value of interest rate caps and net losses of $2.1 million and $5.9 million for the nine months ended September 30, 2011 and 2010, respectively, from the change in the fair value of interest rate caps.

Other Real Estate Owned:

OREO are carried at fair value less selling costs. The fair value is based on appraised value through a current appraisal, or sometimes through an internal review, additionally adjusted by the estimated costs to sell the property (Level 3 input).

Other Financial Instruments:

The fair values of commitments to sell, lend or borrow are estimated using the fees currently charged or paid to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties or on the estimated cost to terminate them or otherwise settle with the counterparties at the reporting date. For fixed-rate loan commitments to sell, lend or borrow, fair values also consider the difference between current levels of interest rates and committed rates (where applicable).

At September 30, 2011 and December 31, 2010, the fair values of the above financial instruments approximate the recorded amounts of the related fees and were not considered to be material.

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10. Income Taxes

Flushing Financial Corporation files consolidated Federal and combined New York State and New York City income tax returns with its subsidiaries, with the exception of Flushing Financial Capital Trust II, Flushing Financial Capital Trust III and Flushing Financial Capital Trust IV, which file separate Federal income tax returns as trusts, and Flushing Preferred Funding Corporation, which files a separate Federal and New York State income tax return as a real estate investment trust.

Income tax provisions are summarized as follows:

(In thousands)	For the three months ended September 30, 2011	2010	For the nine months ended September 30, 2011	2010
Federal:				
Current	$4,959	$5,336	$13,825	$14,446
Deferred	140	2,155	(250)	744
Total federal tax provision	5,099	7,491	13,575	15,190
State and Local:				
Current	1,564	2,410	4,316	4,876
Deferred	93	(9,375)	(86)	(9,504)
Total state and local tax provision	1,657	(6,965)	4,230	(4,628)
Total income tax provision	$6,756	$526	$17,805	$10,562

The income tax provision in the Consolidated Statements of Income has been provided at effective rates of 40.0% and 3.5% for the three months ended September 30, 2011 and 2010, respectively, and 39.6% and 25.9% for the nine months ended September 30, 2011 and 2010, respectively.

The effective rates differ from the statutory federal income tax rate as follows:

(dollars in thousands)	For the three months ended September 30, 2011		2010		For the nine months ended September 30, 2011		2010	
Taxes at federal statutory rate	$5,917	35.0 %	$5,304	35.0 %	$15,744	35.0 %	14,297	35.0 %
Increase (reduction) in taxes resulting from:								
State and local income tax, net of Federal income tax benefit	1,078	6.4	(4,526)	(29.9)	2,750	6.1	(3,008)	(7.4)
Other	(239)	(1.4)	(252)	(1.6)	(689)	(1.5)	(727)	(1.7)
Taxes at effective rate	$6,756	40.0 %	$526	3.5 %	$17,805	39.6 %	$10,562	25.9 %

The three and nine months ended September 30, 2010 included a net tax benefit of $5.5 million due to a legislative change in the New York State and City tax bad debt deduction. Excluding this net tax benefit, income tax expense and the effective tax rate would have been $6.0 million and 39.8%, respectively, for the three months ended September 30, 2010 and $16.1 million and 39.8%, respectively, for the nine months ended September 30, 2010.

The Company has recorded a deferred tax asset of $33.0 million at September 30, 2011, which is included in "Other assets" in the Consolidated Statements of Financial Condition. This represents the anticipated net federal, state and local tax benefits expected to be realized in future years upon the utilization of the underlying tax attributes comprising this balance. The Company has reported taxable income for federal, state and local tax purposes in each of the past three fiscal years. In management's opinion, in view of the Company's previous, current and projected future earnings trend, the probability that some of the Company's $30.9 million deferred tax liability can be used to offset a portion of the deferred tax asset, as well as certain tax planning strategies, it is more likely than not that the deferred tax asset will be fully realized. Accordingly, no valuation allowance was deemed necessary for the deferred tax asset at September 30, 2011.

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11. Accumulated Other Comprehensive Income (Loss):

The components of accumulated other comprehensive income (loss) at September 30, 2011 and December 31, 2010 and the changes during the period are as follows:

	September 30, 2011	Other Comprehensive Income (loss)	December 31, 2010
	(In thousands)		
Net unrealized gain on securities available for sale	$12,925	$12,022	$903
Net actuarial loss on pension plans and other postretirement benefits	(4,789)	233	(5,022)
Prior service cost on pension plans and other postretirement benefits	356	(19)	375
Accumulated other comprehensive loss	$8,492	$12,236	$(3,744)

12. Regulatory

On July 21, 2011, under provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Savings Bank's primary regulator, the Office of Thrift Supervision ("OTS"), was merged into the Office of the Comptroller of the Currency ("OCC") and the Holding Company's primary regulator, which had been the OTS, became the Federal Reserve. The OCC, on July 21, 2011, issued an Interim Final Rule containing the regulations issued by the OTS that the OCC has authority to promulgate and enforce as of July 21, 2011. This Interim Final Rule was effective as of July 21, 2011. The Savings Bank and the Holding Company will continue to file regulatory reports through the end of 2011 in accordance with the requirements that existed under the OTS. Beginning with the quarter ended March 31, 2012, the Savings Bank and the Holding Company will file regulatory reports in accordance with the requirements of the OCC and the Federal Reserve, respectively. Under the regulations of the OTS, the Holding Company was not required to meet capital requirements. Under the regulations of the Federal Reserve, the Holding Company will be required to meet capital requirements similar to that of the Savings Bank. If the Holding Company had been subject to the capital requirements that applied to the Savings Bank, its capital ratios would have been slightly higher than those of the Savings Bank and it would have been considered "well-capitalized" under regulatory requirements.

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Under current regulatory capital requirements, the Savings Bank is required to comply with each of three separate capital adequacy standards. At September 30, 2011, the Savings Bank exceeded each of the three capital requirements and is categorized as "well-capitalized" under the prompt corrective action regulations. Set forth below is a summary of the Savings Bank's compliance:

(Dollars in thousands)	Amount	Percent of Assets	
Core Capital:			
Capital level	$407,084	9.51	%
Well capitalized	213,862	5.00	
Excess	193,222	4.51	
Tier 1 Risk-Based Capital:			
Capital level	$407,084	14.24	%
Well capitalized	171,489	6.00	
Excess	235,595	8.24	
Risk-Based Capital:			
Capital level	$436,687	15.28	%
Well capitalized	285,816	10.00	
Excess	150,871	5.28	

13. New Authoritative Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update ("ASU") No. 2010-06, which amends the authoritative accounting guidance under ASC Topic 820. The update requires the following additional disclosures: (1) separately disclose the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and (2) separately disclose information about purchases, sales, issuances and settlements in the reconciliation for fair value measurements using Level 3. The update provides for amendments to existing disclosures as follows: (1) fair value measurement disclosures are to be made for each class of assets and liabilities and (2) disclosures are to be made about valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. The update also includes conforming amendments to guidance on employers' disclosures about postretirement benefit plan assets. The update is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. Adoption of this update did not have a material effect on the Company's results of operations or financial condition.

In February 2010, the FASB issued ASU No. 2010-09, which amends the authoritative accounting guidance under ASC Topic 855 "Subsequent Events." The update provides that an SEC filer is required to evaluate subsequent events through the date financial statements are issued. However, an SEC filer is not required to disclose the date through which subsequent events have been evaluated. The update was effective as of the date of issuance. Adoption of this update did not have a material effect on the Company's results of operations or financial condition.

In July 2010, the FASB issued ASU No. 2010-20, which amends the authoritative accounting guidance under ASC Topic 310 "Receivables." The update is to provide financial statement users with greater transparency about an entity's allowance for credit losses and the credit quality of its financing receivables. The update requires disclosures that facilitate financial statement users' evaluation of the following: (1) the nature of credit risk inherent in the entity's portfolio of financing receivables; (2) how that risk is analyzed and assessed in arriving at the allowance for credit losses and (3) the changes and reasons for those changes in the allowance for credit losses. An entity is required to provide disclosures on a disaggregated basis by portfolio segment and class of financing receivables. This update requires the expansion of currently required disclosures about financing receivables as well as requiring additional disclosures about financing receivables. The disclosures as of the end of a reporting period are effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period are effective for interim and annual reporting periods beginning on or after December 15, 2010. Adoption of this update did not have a material effect on the Company's results of operations or financial condition. See Note 5 of Notes to Consolidated Financial Statements "Loans."

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In January 2011, the FASB issued ASU No. 2011-01, which temporarily delays the effective date of the required disclosures about troubled debt restructurings contained in ASU No. 2010-20. The delay is intended to allow the FASB additional time to deliberate what constitutes a troubled debt restructuring. All other amendments contained in ASU No. 2010-20 are effective as issued. Adoption of this update did not have a material effect on the Company's results of operations or financial condition.

In April 2011, the FASB issued ASU No. 2011-02, which amends the authoritative accounting guidance under ASC Topic 310 "Receivables." The update provides clarifying guidance as to what constitutes a troubled debt restructuring. The update provides clarifying guidance on a creditor's evaluation of the following: (1) how a restructuring constitutes a concession and (2) if the debtor is experiencing financial difficulties. The amendments in this update are effective for the first interim or annual period beginning on or after June 15, 2011 and should be applied retrospectively to the beginning of the annual period of adoption. In addition, disclosures about troubled debt restructurings which were delayed by the issuance of ASU No. 2011-01, are effective for interim and annual periods beginning on or after June 15, 2011. Adoption of this update did not have a material effect on the Company's results of operations or financial condition. See Note 5 of Notes to Consolidated Financial Statements "Loans."

In April 2011, the FASB issued ASU No. 2011-03, which amends the authoritative accounting guidance under ASC Topic 860 "Transfers and Servicing." The amendments in this update remove from the assessment of effective control (1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee and (2) the collateral maintenance implementation guidance related to that criterion. The amendments in this update are effective for the first interim or annual period beginning on or after December 15, 2011 and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.

In May 2011, the FASB issued ASU No. 2011-04, which amends the authoritative accounting guidance under ASC Topic 820 "Fair Value Measurement." The amendments in this update clarify how to measure and disclose fair value under ASC Topic 820. The amendments in this update are effective for the first interim or annual period beginning on or after December 15, 2011 and should be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. Early adoption is not permitted. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.

In June 2011, the FASB issued ASU No. 2011-05, which amends the authoritative accounting guidance under ASC Topic 220 "Comprehensive Income." The amendments eliminate the option to present components of other comprehensive income in the statement of stockholders' equity. Instead, the new guidance requires entities to present all nonowner changes in stockholders' equity either as a single continuous statement of comprehensive income or as two separate but consecutive statements. The amendments in this update are effective for the first interim or annual period beginning on or after December 15, 2011 and must be applied retrospectively. Early adoption is permitted. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.

In September 2011, the FASB issued ASU No. 2011-08, which amends the authoritative accounting guidance under ASC Topic 350 "Intangibles – Goodwill and Other." The amendments in the update permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test described in Topic 350. The more-likely-than-not threshold is defined as having a likelihood of more than 50 percent. The amendments in this update 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. Adoption of this update is not expected to have a material effect on the Company's results of operations or financial condition.

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FLUSHING FINANCIAL CORPORATION and SUBSIDIARIES
Management's Discussion and Analysis of
Financial Condition and Results of Operations

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report should be read in conjunction with the more detailed and comprehensive disclosures included in our Annual Report on Form 10-K for the year ended December 31, 2010. In addition, please read this section in conjunction with our Consolidated Financial Statements and Notes to Consolidated Financial Statements contained herein.

As used in this Quarterly Report, the words "we," "us," "our" and the "Company" are used to refer to Flushing Financia Corporation and its direct and indirect wholly-owned subsidiaries, Flushing Savings Bank, FSB (the "Savings Bank"), Flushing Commercial Bank (the "Commercial Bank," and together with the Savings Bank, the "Banks"), Flushing Preferred Funding Corporation, Flushing Service Corporation and FSB Properties, Inc.

Statements contained in this Quarterly Report relating to plans, strategies, objectives, economic performance and trends, projections of results of specific activities or investments and other statements that are not descriptions of historical facts may be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking information is inherently subject to risks and uncertainties and actual results could differ materially from those currently anticipated due to a number of factors, which include, but are not limited to, factors discussed elsewhere in this Quarterly Report and in other documents filed by us with the Securities and Exchange Commission from time to time, including, without limitation, our Annual Report on Form 10-K for the year ended December 31, 2010. Forward-looking statements may be identified by terms such as "may," "will," "should," "could," "expects," "plans," "intends," "anticipates," "believes," "estimates," "predicts," "fo or "continue" or similar terms or the negative of these terms. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We have no obligation to update these forward-looking statements.

Executive Summary

We are a Delaware corporation organized in May 1994 at the direction of the Savings Bank. The Savings Bank was organized in 1929 as a New York State chartered mutual savings bank. In 1994, the Savings Bank converted to a federally chartered mutual savings bank and changed its name from Flushing Savings Bank to Flushing Savings Bank, FSB. The Savings Bank converted from a federally chartered mutual savings bank to a federally chartered stock savings bank on November 21, 1995, at which time Flushing Financial Corporation acquired all of the stock of the Savings Bank. The primary business of Flushing Financial Corporation at this time is the operation of its wholly owned subsidiary, the Savings Bank. The Savings Bank owns four subsidiaries: Flushing Commercial Bank, Flushing Preferred Funding Corporation, Flushing Service Corporation and FSB Properties Inc. In November 2006, the Savings Bank launched an internet branch, iGObanking.com®. The activities of Flushing Financial Corporation are primarily funded by dividends, if any, received from the Savings Bank, issuances of junior subordinated debt and issuances of equity securities. Flushing Financial Corporation's common stock is traded on the NASDAQ Global Select Market under the symbol "FFIC."

Our principal business is attracting retail deposits from the general public and investing those deposits together with funds generated from ongoing operations and borrowings, primarily in; (1) originations and purchases of one-to-four family (focusing on mixed-use properties, which are properties that contain both residential dwelling units and commercial units), multi-family residential and, to a lesser extent, commercial real estate mortgage loans; (2)

construction loans, primarily for residential properties; (3) Small Business Administration ("SBA") loans and other small business loans; (4) mortgage loan surrogates such as mortgage-backed securities and (5) U.S. government securities, corporate fixed-income securities and other marketable securities. We also originate certain other consumer loans.

Our results of operations depend primarily on net interest income, which is the difference between the income earned on its interest-earning assets and the cost of our interest-bearing liabilities. Net interest income is the result of our interest rate margin, which is the difference between the average yield earned on interest-earning assets and the average cost of interest-bearing liabilities, adjusted for the difference in the average balance of interest-earning assets compared to the average balance of interest-bearing liabilities. We also generate non-interest income from loan fees, service charges on deposit accounts, mortgage servicing fees, other fees, income earned on Bank Owned Life Insurance ("BOLI"), dividends on Federal Home Bank of New York ("FHLB-NY") stock and net gains and losses on sales of securities and loans. Our operating expenses consist principally of employee compensation and benefits, occupancy and equipment costs, other general and administrative expenses and income tax expense. Our results of operations also can be significantly affected by our periodic provision for loan losses and specific provision for losses on real estate owned.

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Our strategy is to continue our focus on being an institution serving consumers, businesses and governmental units in our local markets. In furtherance of this objective, we intend to:

- continue our emphasis on the origination of multi-family residential and one-to-four family mixed-use property mortgage loans;
- transition from a traditional thrift to a more 'commercial-like' banking institution;
- increase our commitment to the multi-cultural marketplace, with a particular focus on the Asian community in Queens;
- maintain asset quality;
- manage deposit growth and maintain a low cost of funds through:
  - § business banking deposits,
  - § municipal deposits through government banking, and
  - § new customer relationships via iGObanking.com®;
- cross sell to lending and deposit customers;
- take advantage of market disruptions to attract talent and customers from competitors; and
- manage interest rate risk and capital.

There can be no assurance that we will be able to effectively implement this strategy. Our strategy is subject to change by the Board of Directors.

Our investment policy, which is approved by the Board of Directors, is designed primarily to manage the interest rate sensitivity of our overall assets and liabilities, to generate a favorable return without incurring undue interest rate risk and credit risk, to complement our lending activities and to provide and maintain liquidity. In establishing our investment strategies, we consider our business and growth strategies, the economic environment, our interest rate risk exposure, our interest rate sensitivity "gap" position, the types of securities to be held and other factors. We classify our investment securities as available for sale.

We carry a portion of our financial assets and financial liabilities at fair value and record changes in their fair value through earnings in non-interest income on our Consolidated Statements of Income and Comprehensive Income. A description of the financial assets and financial liabilities that are carried at fair value through earnings can be found in Note 9 of the Notes to the Consolidated Financial Statements.

At September 30, 2011, total assets were $4,303.5 million, a decrease of $21.2 million from $4,324.7 million at December 31, 2010. Total loans, net decreased $49.2 million, or 1.5%, during the nine months ended September 30, 2011 to $3,199.5 million from $3,248.6 million at December 31, 2010. Loan originations and purchases were $283.3 million for the nine months ended September 30, 2011, a decrease of $37.3 million from $320.6 million for the nine months ended September 30, 2010. The decline in originations was attributable to the current economic environment and the shifting of our focus to multi-family properties and deemphasizing non-owner occupied commercial real estate and construction lending. However, loan applications in process increased to $214.4 million compared to $197.4 million at June 30, 2011 and $142.2 million at December 31, 2010.

We continue to maintain conservative underwriting standards that include, among other things, a loan-to-value ratio of 75% or less and a debt coverage ratio of at least 125%. Multi-family residential, commercial real estate and one-to-four family mixed-use property mortgage loans originated during the third quarter of 2011 had an average loan-to-value ratio of 42.8% and an average debt coverage ratio of 237%.

We also focus on the performance of the Savings Bank's existing loan portfolio. Non-performing loans were $116.4 million at September 30, 2011, an increase of $4.3 million from $112.1 million at December 31, 2010. Performing loans delinquent 60 to 89 days were $14.3 million at September 30, 2011, a decrease of $5.5 million from $19.8 million at December 31, 2010. Performing loans delinquent 30 to 59 days were $58.0 million at September 30, 2011, a decrease of $15.5 million from $73.5 million at December 31, 2010. The majority of non-performing loans are collateralized by residential income producing properties in the New York City metropolitan area that remain occupied and generate revenue. Given New York City's low vacancy rates, they have retained value and provided us with low loss content in our non-performing loans. We review the property values of impaired loans quarterly and charge-off amounts in excess of 90% of the value of the loan's collateral. Net loan charge-offs during the nine months ended September 30, 2011 were 54 basis points of average loans, which continue to be below the industry average.

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Total liabilities were $3,884.5 million at September 30, 2011, a decrease of $50.2 million, or 1.3%, from $3,934.7 million at December 31, 2010. During the nine months ended September 30, 2011, due to depositors decreased $46.5 million, or 1.5%, to $3,116.8 million. This decrease was the result of a $75.9 million decrease in core deposits partially offset by a $29.4 million increase in certificates of deposit. Borrowed funds decreased $10.0 million during the nine months ended September 30, 2011.

Net income for the nine months ended September 30, 2011 was $27.2 million, a decrease of $3.1 million, or 10.3%, compared to $30.3 million for the nine months ended September 30, 2010. Diluted earnings per common share were $0.88 for the nine months ended September 30, 2011, a decrease of $0.12, or 12.0%, from $1.00 for the nine months ended September 30, 2010. Return on average equity was 9.1% for the nine months ended September 30, 2011 compared to 10.9% for the nine months ended September 30, 2010. The nine months ended September 30, 2010 included a net tax benefit of $5.5 million, or $0.18 per diluted common share, due to a legislative change in the New York State and City tax bad debt deduction. Excluding this net tax benefit, net income, diluted earnings per common share would have increased $2.4 million and $0.06, respectively. In addition, return on average equity and return on average assets would have been 8.9% and 0.8%, respectively, for the nine months ended September 30, 2010.

The net interest margin for the nine months ended September 30, 2011 increased 17 basis points to 3.61% from 3.44% for the nine months ended September 30, 2010. The increase in the net interest margin was primarily due to a reduction of 45 basis points in the cost of interest-bearing liabilities for the nine months ended September 30, 2011 from the comparable prior year period. The decrease in the cost of interest-bearing liabilities was primarily attributable to reductions in the rates paid on deposits.

We recorded a provision for loan losses of $15.0 million during the nine months ended September 30, 2011, which was the same as recorded during the nine months ended September 30, 2010. The provision was deemed necessary as a result of the regular quarterly analysis of the allowance for loan losses. The regular quarterly analysis is based on management's evaluation of the risks inherent in the various components of the loan portfolio and other factors, including historical loan loss experience (which is updated quarterly), changes in the composition and volume of the portfolio, collection policies and experience, trends in the volume of non-accrual loans and local and national economic conditions. See "-ALLOWANCE FOR LOAN LOSSES."

The Savings Bank continues to be well-capitalized under regulatory requirements, with Core, Tier 1 risk-based and Total risk-based capital ratios of 9.51%, 14.24% and 15.28%, respectively, at September 30, 2011.

On July 21, 2011, under provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Savings Bank's primary regulator, the Office of Thrift Supervision ("OTS"), was merged into the Office of the Comptroller of the Currency ("OCC") and Flushing Financial Corporation's primary regulator, which had been the OTS, became the Federal Reserve. The OCC, on July 21, 2011, issued an Interim Final Rule containing the regulations issued by the OTS that the OCC has authority to promulgate and enforce as of July 21, 2011. This Interim Final Rule was effective as of July 21, 2011.

COMPARISON OF OPERATING RESULTS FOR THE THREE MONTHS ENDED
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General. Net income for the three months ended September 30, 2011 was $10.2 million, a decrease of $4.5 million, or 30.6%, compared to $14.6 million for the three months ended September 30, 2010. Diluted earnings per common share were $0.33 for the three months ended September 30, 2011, a decrease of $0.15, or 31.3%, from $0.48 for the three months ended September 30, 2010. The three months ended September 30, 2010 included a net tax benefit of $5.5 million, or $0.18 per diluted common share, due to a legislative change in the New York State and City tax bad debt deduction. Excluding this net tax benefit, net income and diluted earnings per common share would have increased $1.0 million and $0.03, respectively.

Return on average equity was 9.9% for the three months ended September 30, 2011 compared to 15.4% for the three months ended September 30, 2010. Return on average assets was 0.9% for the three months ended September 30, 2011 compared to 1.4% for the three months ended September 30, 2010. Excluding the net tax benefit discussed above, return on average equity and return on average assets would have been 9.6% and 0.9%, respectively, for the three months ended September 30, 2010.

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Interest Income. Total interest and dividend income decreased $1.9 million, or 3.3%, to $56.3 million for the three months ended September 30, 2011 from $58.3 million for the three months ended September 30, 2010. The decrease in interest income was attributable to a 32 basis point decline in the yield of interest-earning assets to 5.47% for the three months ended September 30, 2011 from 5.79% in the comparable prior year period combined with a $52.2 million decrease in the average balance of total loans to $3,205.6 million for the three months ended September 30, 2011 from $3,257.8 million for the comparable prior year period. These declines were partially offset by an $88.1 million increase in the average balance of interest-earning assets to $4,117.1 million for the three months ended September 30, 2011 from $4,029.0 million for the comparable prior year period. The 32 basis point decline in the yield of interest-earning assets was primarily due to a 19 basis point reduction in the yield of the loan portfolio to 5.96% for the three months ended September 30, 2011 from 6.15% for the three months ended September 30, 2010, combined with a 34 basis point decline in the yield on total securities to 4.07% for the three months ended September 30, 2011 from 4.41% for the comparable prior year period. In addition, the yield of interest-earning assets was negatively impacted by a $140.3 million increase in the combined average balances of the lower yielding securities portfolio and interest-earning deposits for the three months ended September 30, 2011, both of which have a lower yield than the yield of total interest-earning assets. The 19 basis point decrease in the loan portfolio was primarily due to the decline in the rates earned on new loan originations. The 34 basis point decrease in the securities portfolio was primarily due to the purchase of new securities at lower yields than the existing portfolio. The yield on the mortgage loan portfolio decreased 19 basis points to 6.03% for the three months ended September 30, 2011 from 6.22% for the three months ended September 30, 2010. The yield on the mortgage loan portfolio, excluding prepayment penalty income, decreased 21 basis points to 5.94% for the three months ended September 30, 2011 from 6.15% for the three months ended September 30, 2010.

Interest Expense. Interest expense decreased $3.2 million, or 14.2%, to $19.2 million for the three months ended September 30, 2011 from $22.4 million for the three months ended September 30, 2010. The decrease in interest expense was due to the reduction in the cost of interest-bearing liabilities, which decreased 36 basis points to 2.03% for the three months ended September 30, 2011 from 2.39% for the comparable prior year period. This decrease was partially offset with a $41.4 million increase in the average balance of interest-bearing liabilities to $3,790.2 million for the three months ended September 30, 2011 from $3,748.8 million for the comparable prior year period. The 36 basis point decrease in the cost of interest-bearing liabilities was primarily attributable to the Banks reducing the rates they pay on their deposit products and reducing higher costing borrowed funds. The cost of certificates of deposit, money market accounts, savings accounts and NOW accounts decreased 37 basis points, 44 basis points, 22 basis points and 28 basis points, respectively, for the three months ended September 30, 2011 from the comparable prior year period. This resulted in a decrease in the cost of due to depositors of 21 basis points to 1.62% for the three months ended September 30, 2011 from 1.83% for the three months ended September 30, 2010. The cost of borrowed funds decreased 63 basis points from the comparable prior year period to 3.83% for the three months ended September 30, 2011, while the average balance decreased $88.5 million to $726.7 million for the three months ended September 30, 2011 from $815.2 million for the comparable prior year period.

Net Interest Income. For the three months ended September 30, 2011, net interest income was $37.1 million, an increase of $1.2 million, or 3.5%, from $35.9 million for the three months ended September 30, 2010. The increase in net interest income was attributable to a four basis point increase in the net-interest spread to 3.44% for the three months ended September 30, 2011 from 3.40% for the three months ended September 30, 2010, combined with an increase in the average balance of interest-earning assets of $88.1 million to $4,117.1 million for the three months ended September 30, 2011. The increase in the net-interest spread was partially offset by a $52.2 million decrease in the average balance of total loans to $3,205.6 million for the three months ended September 30, 2011 from $3,257.8

million for the comparable prior year period. The yield on interest-earning assets decreased 32 basis points to 5.47% for the three months ended September 30, 2011 from 5.79% for the three months ended September 30, 2010. However, this was more than offset by a decline in the cost of funds of 36 basis points to 2.03% for the three months ended September 30, 2011 from 2.39% for the comparable prior year period. The net interest margin improved four basis points to 3.60% for the three months ended September 30, 2011 from 3.56% for the three months ended September 30, 2010. Excluding prepayment penalty income, the net interest margin would have increased three basis points to 3.54% for the three months ended September 30, 2011 from 3.51% for the three months ended September 30, 2010.

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Provision for Loan Losses. A provision for loan losses of $5.0 million was recorded for the three months ended September 30, 2011, which was the same as that recorded for the three months ended September 30, 2010. During the three months ended September 30, 2011, non-performing loans increased $6.3 million to $116.4 million from $110.0 million at June 30, 2011. Net charge-offs for the three months ended September 30, 2011 totaled $4.8 million. Non-performing loans primarily consists of mortgage loans collateralized by residential income producing properties located in the New York City metropolitan market that continue to show low vacancy rates, thereby retaining more of their value. The current loan-to-value ratio for our non-performing loans collateralized by real estate was 61.7% at September 30, 2011. When we have obtained properties through foreclosure, we have been able to quickly sell the properties at amounts that approximate book value. We anticipate that we will continue to see low loss content in this segment of the loan portfolio that constitutes the majority of our non-performing loans. The Savings Bank continues to maintain conservative underwriting standards. However, given the level of non-performing loans, the current economic uncertainties and the charge-offs recorded in the third quarter of 2011, management, as a result of the regular quarterly analysis of the allowance for loans losses, deemed it necessary to record a $5.0 million provision for possible loan losses in the third quarter of 2011. See "-ALLOWANCE FOR LOAN LOSSES."

Non-Interest Income. Non-interest income for the three months ended September 30, 2011 was $4.3 million, an increase of $2.3 million from $1.9 million for the three months ended September 30, 2010. The increase in non-interest income was primarily due to a $2.1 million increase in net gains from fair value adjustments and a $0.5 million increase in net gains from the sale of loans. These increases were partially offset by a $0.1 million increase in OTTI charges recorded and a $0.1 million decline in dividends received from the FHLB-NY from the comparable prior year period.

Non-Interest Expense. Non-interest expense was $19.5 million for the three months ended September 30, 2011, an increase of $1.8 million, or 10.4%, from $17.7 million for the three months ended September 30, 2010. The increase was primarily due to the growth of the Company over the past year, which included the opening of a new branch in January 2011, an increase in stock based compensation expense, employee benefits expense and other real estate owned/foreclosure expense. Salaries and benefits increased $1.0 million due to a new branch, employee salary increases as of January 1, 2011 and increases in stock based compensation, payroll taxes and employee medical and retirement costs. Other real estate owned/foreclosure expense increased $0.4 million and other operating expense increased $0.2 million. These increases were partially offset by a $0.2 million decrease in FDIC assessments during the three months ended September 30, 2011 from the comparable prior year period. The efficiency ratio was 48.3% for the three months ended September 30, 2011 compared to 46.0% for the three months ended September 30, 2010.

Income before Income Taxes. Income before the provision for income taxes increased $1.8 million, or 11.6%, to $16.9 million for the three months ended September 30, 2011 from $15.2 million for the three months ended September 30, 2010 for the reasons discussed above.

Provision for Income Taxes. Income tax expense increased $6.2 million to $6.8 million for the three months ended September 30, 2011 from $0.5 million for the three months ended September 30, 2010. The effective tax rate was 39.8% and 3.5% for the three months ended September 30, 2011 and 2010, respectively. The three months ended September 30, 2010 included a net tax benefit of $5.5 million, due to a legislative change in the New York State and City tax bad debt deduction. Excluding this net tax benefit, income tax expense and the effective tax rate would have been $6.0 million and 39.8%, respectively, for the three months ended September 30, 2010.

COMPARISON OF OPERATING RESULTS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011 AND 2010

General. Net income for the nine months ended September 30, 2011 was $27.2 million, a decrease of $3.1 million, or 10.3%, compared to $30.3 million for the nine months ended September 30, 2010. Diluted earnings per common share were $0.88 for the nine months ended September 30, 2011, a decrease of $0.12, or 12.0%, from $1.00 for the nine months ended September 30, 2010. The nine months ended September 30, 2010 included a net tax benefit of $5.5 million, or $0.18 per diluted common share, due to a legislative change in the New York State and City tax bad debt deduction. Excluding this net tax benefit, net income and diluted earnings per common share would have increased $2.4 million and $0.06, respectively.

Return on average equity was 9.1% for the nine months ended September 30, 2011 compared to 10.9% for the nine months ended September 30, 2010. Return on average assets was 0.8% for the nine months ended September 30, 2011 compared to 1.0% for the nine months ended September 30, 2010. Excluding the net tax benefit discussed previously return on average equity and return on average assets would have been 8.9% and 0.8%, respectively, for the nine months ended September 30, 2010.

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Interest Income. Total interest and dividend income decreased $3.2 million, or 1.8%, to $169.9 million for the nine months ended September 30, 2011 from $173.0 million for the nine months ended September 30, 2010. The decrease in interest income was attributable to a 27 basis point decline in the yield of interest-earning assets to 5.52% for the nine months ended September 30, 2011 from 5.79% in the comparable prior year period. The decrease in the yield was partially offset by a $114.7 million increase in the average balance of interest-earning assets to $4,101.2 million for the nine months ended September 30, 2011 from $3,986.6 million for the comparable prior year period. The 27 basis point decline in the yield of interest-earning assets was primarily due to a 15 basis point reduction in the yield of the loan portfolio to 5.98% for the nine months ended September 30, 2011 from 6.13% for the nine months ended September 30, 2010, combined with a 34 basis point decline in the yield on total securities to 4.14% for the nine months ended September 30, 2011 from 4.48% for the comparable prior year period. In addition, the yield of interest-earning assets was negatively impacted by a $124.7 million increase in the combined average balances of the lower yielding securities portfolio and interest-earning deposits for the nine months ended September 30, 2011, both of which have a lower yield than the yield of total interest-earning assets. The 15 basis point decrease in the loan portfolio was primarily due to the decline in the rates earned on new loan originations. The 34 basis point decrease in the securities portfolio was primarily due to the purchase of new securities at lower yields than the existing portfolio. The yield on the mortgage loan portfolio decreased 13 basis points to 6.06% for the nine months ended September 30, 2011 from 6.19% for the nine months ended September 30, 2010. The yield on the mortgage loan portfolio, excluding prepayment penalty income, decreased 16 basis points to 5.98% for the nine months ended September 30, 2011 from 6.14% for the nine months ended September 30, 2010.

Interest Expense. Interest expense decreased $11.4 million, or 16.2%, to $58.8 million for the nine months ended September 30, 2011 from $70.2 million for the nine months ended September 30, 2010. The decrease in interest expense was due to the reduction in the cost of interest-bearing liabilities, which decreased 45 basis points to 2.07% for the nine months ended September 30, 2011 from 2.52% for the comparable prior year period. This decrease was partially offset with a $68.6 million increase in the average balance of interest-bearing liabilities to $3,787.2 million for the nine months ended September 30, 2011 from $3,718.6 million for the comparable prior year period. The 45 basis point decrease in the cost of interest-bearing liabilities was primarily attributable to the Banks reducing the rates they pay on their deposit products. The cost of certificates of deposit, money market accounts, savings accounts and NOW accounts decreased 50 basis points, 47 basis points, 22 basis points and 33 basis points, respectively, for the nine months ended September 30, 2011 from the comparable prior year period. This resulted in a decrease in the cost of due to depositors of 34 basis points to 1.61% for the nine months ended September 30, 2011 from 1.95% for the nine months ended September 30, 2010. The cost of borrowed funds decreased 19 basis points to 4.20% for the nine months ended September 30, 2011 from 4.39% for the nine months ended September 30, 2010 with the average balance decreasing $204.2 million to $693.3 million for the nine months ended September 30, 2011 from $897.5 million for the nine months ended September 30, 2010.

Net Interest Income. For the nine months ended September 30, 2011, net interest income was $111.1 million, an increase of $8.2 million, or 8.0%, from $102.8 million for the nine months ended September 30, 2010. The increase in net interest income was attributable to an increase in the average balance of interest-earning assets of $114.7 million to $4,101.2 million for the nine months ended September 30, 2011, combined with an increase in the net interest spread of 18 basis points to 3.45% for the nine months ended September 30, 2011 from 3.27% for the nine months ended September 30, 2010. The yield on interest-earning assets decreased 27 basis points to 5.52% for the nine months ended September 30, 2011 from 5.79% for the nine months ended September 30, 2010. However, this was more than offset by a decline in the cost of funds of 45 basis points to 2.07% for the nine months ended September 30, 2011 from 2.52% for the comparable prior year period. The net interest margin improved 17 basis points to 3.61% for the nine months ended September 30, 2011 from 3.44% for the nine months ended September 30, 2010. Excluding prepayment penalty income, the net interest margin would have increased 15 basis points to 3.55% for the nine months ended September 30, 2011 from 3.40% for the nine months ended September 30, 2010.

Provision for Loan Losses. A provision for loan losses of $15.0 million was recorded for the nine months ended September 30, 2011, which was the same as that recorded in the nine months ended September 30, 2010. During the nine months ended September 30, 2011, non-performing loans increased $4.3 million to $116.4 million from $112.1 million at December 31, 2010. Net charge-offs for the nine months ended September 30, 2011 totaled $13.1 million. Non-performing loans primarily consists of mortgage loans collateralized by residential income producing properties located in the New York City metropolitan market that continue to show low vacancy rates, thereby

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retaining more of their value. The current loan-to-value ratio for our non-performing loans collateralized by real estate was 61.7% at September 30, 2011. When we have obtained properties through foreclosure, we have been able to quickly sell the properties at amounts that approximate book value. We anticipate that we will continue to see low loss content in this segment of the loan portfolio that constitutes the majority of our non-performing loans. The Savings Bank continues to maintain conservative underwriting standards. However, given the level of non-performing loans, the current economic uncertainties and the charge-offs recorded in 2011, management, as a result of the regular quarterly analysis of the allowance for loans losses, deemed it necessary to record a $15.0 million provision for possible loan losses for the nine months ended September 30, 2011. See "-ALLOWANCE FOR LOAN LOSSES."

Non-Interest Income. Non-interest income for the nine months ended September 30, 2011 was $7.3 million, an increase of $1.1 million from $6.2 million for the nine months ended September 30, 2010. The increase in non-interest income was primarily due to a $1.4 million increase in net gains recorded from fair value adjustments and a $0.5 million increase in net gains on the sale of loans for the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010. These increases were partially offset by a $0.6 million decrease in other income and a $0.3 million decline in dividends received from the FHLB-NY during the nine months ended September 30, 2011 compared to the nine months ended September 30, 2010.

Non-Interest Expense. Non-interest expense was $58.4 million for the nine months ended September 30, 2011, an increase of $5.2 million, or 9.7%, from $53.2 million for the nine months ended September 30, 2010. The increase was primarily due to the growth of the Company over the past year, which included the opening of a new branch in January 2011, an increase in stock based compensation expense and an increase in other real estate owned/foreclosure expense. Salaries and benefits increased $3.3 million due to a new branch, employee salary increases as of January 1, 2011 and increases in stock based compensation, payroll taxes and employee medical and retirement costs. Other real estate owned/foreclosure expense increased $0.9 million and other operating expense increased $0.8 million. The efficiency ratio was 49.2% for the nine months ended September 30, 2011 compared to 48.0% for the nine months ended September 30, 2010.

Income before Income Taxes. Income before the provision for income taxes increased $4.1 million, or 10.1%, to $45.0 million for the nine months ended September 30, 2011 from $40.8 million for the nine months ended September 30, 2010 for the reasons discussed above.

Provision for Income Taxes. Income tax expense increased $7.2 million to $17.8 million for the nine months ended September 30, 2011 compared to $10.6 million for the nine months ended September 30, 2010. The effective tax rate was 39.6% and 25.9% for the nine months ended September 30, 2011 and 2010, respectively. The nine months ended September 30, 2010 included a net tax benefit of $5.5 million, due to a legislative change in the New York State and City tax bad debt deduction. Excluding this net tax benefit, income tax expense and the effective tax rate would have been $16.0 million and 39.3%, respectively, for the nine months ended September 30, 2010.

FINANCIAL CONDITION

Assets. Total assets at September 30, 2011 were $4,303.5 million, a decrease of $21.2 million, or 0.5% from $4,324.7 million at December 31, 2010. Total loans, net decreased $49.2 million, or 1.5%, during the nine months ended September 30, 2011 to $3,199.5 million from $3,248.6 million at December 31, 2010. Loan originations and purchases were $283.3 million for the nine months ended September 30, 2011, a decrease of $37.3 million from $320.6 million for the nine months ended September 30, 2010. The decline in originations was attributable to the current economic environment and the shifting of our focus to multi-family properties and deemphasizing non-owner occupied commercial real estate and construction lending. However, loan applications in process increased to $214.4 million at September 30, 2011 compared to $197.4 million at June 30, 2011 and $142.2 million at December 31, 2010.

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The following table shows loan originations and purchases for the periods indicated. The table includes loan purchases of $0.7 million for the three months ended September 30, 2010 and $14.5 million and $7.7 million for the nine months ended September 30, 2011 and 2010, respectively. There were no loan purchases for the three months ended September 30, 2011.

	For the three months ended September 30,		For the nine months ended September 30,	
(In thousands)	2011	2010	2011	2010
Multi-family residential	$61,038	$38,631	$161,518	$127,406
Commercial real estate	4,050	6,015	7,062	33,367
One-to-four family – mixed-use property	5,907	7,657	18,552	22,459
One-to-four family – residential	8,362	8,379	15,571	29,293
Co-operative apartments	-	-	-	407
Construction	80	2,231	1,283	6,211
Small Business Administration	332	1,378	3,170	3,831
Taxi Medallion	-	4,075	26,234	52,852
Commercial business and other	26,158	11,344	49,875	44,749
Total	$105,927	$79,710	$283,265	$320,575

We continue to maintain conservative underwriting standards that include, among other things, a loan-to-value ratio of 75% or less and a debt coverage ratio of at least 125%. Multi-family residential, commercial real estate and one-to-four family mixed-use property mortgage loans originated during the third quarter of 2011 had an average loan-to-value ratio of 42.8% and an average debt coverage ratio of 237%.

The Savings Bank's non-performing assets totaled $123.1 million at September 30, 2011, an increase of $4.3 million from $118.8 million at December 31, 2010. Total non-performing assets as a percentage of total assets were 2.86% at September 30, 2011 compared to 2.75% at December 31, 2010. The ratio of allowance for loan losses to total non-performing loans was 25.4% at September 30, 2011 compared to 25.7% at December 31, 2010. See – "TROUBLED DEBT RESTRUCUTURED AND NON-PERFORMING ASSETS."

During the nine months ended September 30, 2011, mortgage-backed securities increased $30.4 million, or 4.0%, to $784.5 million from $754.1 million at December 31, 2010. The increase in mortgage-backed securities during the nine months ended September 30, 2011 was primarily due to purchases of $105.7 million and the $23.7 million improvement in fair value. These increases were partially offset by principal repayments of $95.6 million and $1.6 million in OTTI charges. During the nine months ended September 30, 2011, other securities decreased $2.9 million, or 5.9%, to $47.2 million from $50.1 million at December 31, 2010. Other securities primarily consists of securities issued by government agencies and mutual or bond funds that invest in government and government agency securities. During the nine months ended September 30, 2011, there were $16.9 million in purchases offset by maturities of $7.5 million, calls of $8.0 million and a reduction in the fair value of $3.9 million.

Liabilities. Total liabilities were $3,884.5 million at September 30, 2011, a decrease of $50.2 million, or 1.3%, from $3,934.7 million at December 31, 2010. During the nine months ended September 30, 2011, due to depositors decreased $46.5 million, or 1.5%, to $3,116.8 million, as a result of a $75.9 million decrease in core deposits partially offset by a $29.4 million increase in certificates of deposit. Borrowed funds decreased $10.0 million during the nine months ended September 30, 2011.

Equity. Total stockholders' equity increased $28.9 million, or 7.4%, to $419.0 million at September 30, 2011 from $390.0 million at December 31, 2010. Stockholders' equity was increased by net income of $27.2 million for the nine months ended September 30, 2011, an increase in other comprehensive income of $12.2 million primarily due to an increase in the fair value of the securities portfolio, the net issuance of 266,755 common shares during the nine months ended September 30, 2011 upon vesting of restricted stock awards, the exercise of stock options and the annual funding of certain employee retirement plans through the release of common shares from the Employee Benefit Trust. These increases were partially offset by the declaration and payment of dividends on the Company's common stock of $12.0 million and the purchase of 362,050 treasury shares at a cost of $4.1 million. Book value per common share was $13.45 at September 30, 2011 compared to $12.48 at December 31, 2010.

During the three months ended September 30, 2001, the Company completed its previously outstanding stock repurchase program by repurchasing 362,050 shares of the Company's common stock at an average cost of $11.41 per share. On September 28, 2011, the Company announced the authorization by the Board of Directors of a new common stock repurchase program which authorizes the purchase of up to 1,000,000 shares of its common stock. At September 30, 2011, 1,000,000 shares remain to be repurchased under the current stock repurchase program.

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Cash flow. During the nine months ended September 30, 2011, funds provided by the Company's operating activities amounted to $39.5 million. The Company's primary business objective is the origination and purchase of one-to-four family (including mixed-use properties), multi-family residential and commercial real estate mortgage loans and commercial, business and SBA loans. During the nine months ended September 30, 2011, due to a reduction in the level of loan originations, the net total of loan originations and purchases less loan repayments and sales was a $29.9 million inflow of cash. During the nine months ended September 30, 2011, the Company had $121.6 million in purchases of securities available for sale. During the nine months ended September 30, 2011, additional funds were provided by $111.5 million in proceeds from maturities, sales, calls and prepayments of securities available for sale. These increases funded a $47.4 million decrease in customer deposits. The Company also used funds of $12.0 million and $4.1 million for dividend payments and purchases of treasury stock, respectively, during the nine months ended September 30, 2011.

INTEREST RATE RISK

The Consolidated Statements of Financial Position have been prepared in accordance with generally accepted accounting principles in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars without considering the changes in fair value of certain investments due to changes in interest rates. Generally, the fair value of financial investments such as loans and securities fluctuates inversely with changes in interest rates. As a result, increases in interest rates could result in decreases in the fair value of the Company's interest-earning assets which could adversely affect the Company's results of operation if such assets were sold, or, in the case of securities classified as available-for-sale, decreases in the Company's stockholders' equity, if such securities were retained.

The Company manages the mix of interest-earning assets and interest-bearing liabilities on a continuous basis to maximize return and adjust its exposure to interest rate risk. On a quarterly basis, management prepares the "Earnings and Economic Exposure to Changes in Interest Rate" report for review by the Board of Directors, as summarized below. This report quantifies the potential changes in net interest income and net portfolio value should interest rates go up or down (shocked) 200 basis points, assuming the yield curves of the rate shocks will be parallel to each other. The Company's regulators currently place focus on the net portfolio value, focusing on a rate shock up or down of 200 basis points. Net portfolio value is defined as the market value of assets net of the market value of liabilities. The market value of assets and liabilities is determined using a discounted cash flow calculation. The net portfolio value ratio is the ratio of the net portfolio value to the market value of assets. All changes in income and value are measured as percentage changes from the projected net interest income and net portfolio value at the base interest rate scenario. The base interest rate scenario assumes interest rates at September 30, 2011. Various estimates regarding prepayment assumptions are made at each level of rate shock. However, prepayment penalty income is excluded from this analysis. Actual results could differ significantly from these estimates. At September 30, 2011, the Company was within the guidelines set forth by the Board of Directors for each interest rate level.

The following table presents the Company's interest rate shock as of September 30, 2011:

	Projected Percentage Change In		
Change in Interest Rate	Net Interest Income	Net Portfolio Value	Net Portfolio Value Ratio

-200 Basis points	-3.51 %	31.30 %	14.75 %
-100 Basis points	0.26	16.76	13.43
Base interest rate	0.00	0.00	11.86
+100 Basis points	-3.24	-13.95	10.57
+200 Basis points	-6.35	-27.38	9.23

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AVERAGE BALANCES

Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends upon the relative amount of interest-earning assets and interest-bearing liabilities and the interest rate earned or paid on them. The following table sets forth certain information relating to the Company's Consolidated Statements of Financial Condition and Consolidated Statements of Income for the three months ended September 30, 2011 and 2010 and reflects the average yield on assets and average cost of liabilities for the periods indicated. Such yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown. Average balances are derived from average daily balances. The yields include amortization of fees which are considered adjustments to yields.

	For the three months ended September 30,					
	2011			2010		
	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
Assets						
Interest-earning assets:						
Mortgage loans, net (1)	$ 2,923,686	$ 44,082	6.03 %	$ 2,965,095	$ 46,075	6.22 %
Other loans, net (1)	281,941	3,685	5.23	292,726	4,023	5.50
Total loans, net	3,205,627	47,767	5.96	3,257,821	50,098	6.15
Mortgage-backed securities	777,186	8,036	4.14	693,652	7,783	4.49
Other securities	59,868	491	3.28	46,026	379	3.29
Total securities	837,054	8,527	4.07	739,678	8,162	4.41
Interest-earning deposits and federal funds sold	74,388	35	0.19	31,513	11	0.14
Total interest-earning assets	4,117,069	56,329	5.47	4,029,012	58,271	5.79
Other assets	223,280			214,416		
Total assets	$ 4,340,349			$ 4,243,428		
Liabilities and Equity						
Interest-bearing liabilities:						
Deposits:						
Savings accounts	$ 368,026	560	0.61	$ 411,546	853	0.83
NOW accounts	833,403	1,600	0.77	746,183	1,957	1.05
Money market accounts	239,270	309	0.52	392,715	947	0.96
Certificate of deposit accounts	1,589,433	9,783	2.46	1,348,782	9,543	2.83
	3,030,132	12,252	1.62	2,899,226	13,300	1.83

Total due to depositors								
Mortgagors' escrow accounts	33,358	14	0.17		34,360	15	0.17	
Total deposits	3,063,490	12,266	1.60		2,933,586	13,315	1.82	
Borrowed funds	726,736	6,962	3.83		815,228	9,095	4.46	
Total interest-bearing liabilities	3,790,226	19,228	2.03		3,748,814	22,410	2.39	
Non interest-bearing deposits	110,800				88,055			
Other liabilities	30,664				26,348			
Total liabilities	3,931,690				3,863,217			
Equity	408,659				380,211			
Total liabilities and equity	$ 4,340,349				$ 4,243,428			
Net interest income / net interest rate spread		$ 37,101	3.44	%		$ 35,861	3.40	%
Net interest-earning assets / net interest margin	$ 326,843		3.60	%	$ 280,198		3.56	%
Ratio of interest-earning assets to interest-bearing liabilities			1.09	X			1.07	X

(1) Loan interest income includes loan fee income (which includes net amortization of deferred fees and costs, late charges and prepayment penalties) of approximately $0.4 million for each of the three months ended September 30, 2011 and 2010.

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The following table sets forth certain information relating to the Company's Consolidated Statements of Financial Condition and Consolidated Statements of Income for the nine months ended September 30, 2011 and 2010 and reflect the average yield on assets and average cost of liabilities for the periods indicated. Such yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods shown. Average balances are derived from average daily balances. The yields include amortization of fees which are considered adjustments to yields.

	For the nine months ended September 30,					
	2011			2010		
	Average Balance	Interest	Yield/ Cost	Average Balance	Interest	Yield/ Cost
Assets						
Interest-earning assets:						
Mortgage loans, net (1)	$2,932,399	$133,326	6.06 %	$2,955,810	$137,250	6.19 %
Other loans, net (1)	292,502	11,252	5.13	279,138	11,525	5.51
Total loans, net	3,224,901	144,578	5.98	3,234,948	148,775	6.13
Mortgage-backed securities	752,362	23,740	4.21	661,627	22,733	4.58
Other securities	59,524	1,447	3.24	58,419	1,477	3.37
Total securities	811,886	25,187	4.14	720,046	24,210	4.48
Interest-earning deposits and federal funds sold	64,446	89	0.18	31,566	33	0.14
Total interest-earning assets	4,101,233	169,854	5.52	3,986,560	173,018	5.79
Other assets	217,902			215,912		
Total assets	$4,319,135			$4,202,472		
Liabilities and Equity						
Interest-bearing liabilities:						
Deposits:						
Savings accounts	$373,676	1,732	0.62	$417,528	2,643	0.84
NOW accounts	823,074	5,100	0.83	649,022	5,642	1.16
Money market accounts	300,956	1,118	0.50	399,535	2,905	0.97
Certificate of deposit accounts	1,557,212	28,966	2.48	1,316,394	29,408	2.98
Total due to depositors	3,054,918	36,916	1.61	2,782,479	40,598	1.95
Mortgagors' escrow accounts	38,958	38	0.13	38,546	43	0.15
Total deposits	3,093,876	36,954	1.59	2,821,025	40,641	1.92
Borrowed funds	693,292	21,849	4.20	897,529	29,571	4.39
Total interest-bearing liabilities	3,787,168	58,803	2.07	3,718,554	70,212	2.52
	105,405			86,300		

Non interest-bearing deposits								
Other liabilities	27,664				26,880			
Total liabilities	3,920,237				3,831,734			
Equity	398,898				370,738			
Total liabilities and equity	$4,319,135				$4,202,472			
Net interest income / net interest rate spread		$111,051	3.45	%		$102,806	3.27	%
Net interest-earning assets / net interest margin	$314,065		3.61	%	$268,006		3.44	%
Ratio of interest-earning assets to interest-bearing liabilities			1.08	X			1.07	X

(1) Loan interest income includes loan fee income (which includes net amortization of deferred fees and costs, late charges and prepayment penalties) of approximately \$1.2 million and \$0.9 million for the nine months ended September 30, 2011 and 2010, respectively.

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LOANS

The following table sets forth the Company's loan originations (including the net effect of refinancing) and the changes in the Company's portfolio of loans, including purchases, sales and principal reductions for the periods indicated.

	For the nine months ended September 30,			
(In thousands)		2011		2010
Mortgage Loans				
At beginning of period	$	2,966,890	$	2,943,213
Mortgage loans originated:				
Multi-family residential		161,518		127,406
Commercial real estate		7,062		33,367
One-to-four family – mixed-use property		18,552		22,459
One-to-four family – residential		15,571		29,293
Co-operative apartments		-		407
Construction		1,283		6,211
Total mortgage loans originated		203,986		219,143
Less:				
Principal and other reductions		231,741		180,970
Sales		14,976		6,493
At end of period	$	2,924,159	$	2,974,893
Commercial Business and Other Loans				
At beginning of period	$	292,936	$	260,160
Other loans originated:				
Small business administration		3,170		3,831
Taxi Medallion		46,229		45,154
Commercial business		11,779		40,525
Other		3,646		4,224
Total other loans originated		64,824		93,734
Other loans purchased:				
Taxi Medallion		14,455		7,698
Total other loans purchased		14,455		7,698
Less:				

Principal and other reductions		78,620		68,574
Sales and loans transferred to available for sale		4,005		-
At end of period	$	289,590	$	293,018

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TROUBLED DEBT RESTRUCUTURED AND NON-PERFORMING ASSETS

Management continues to adhere to the Savings Bank's conservative underwriting standards. The majority of the Savings Bank's non-performing loans are collateralized by residential income producing properties that are occupied, thereby retaining more of their value and reducing the potential loss. The Savings Bank takes a proactive approach to managing delinquent loans, including conducting site examinations and encouraging borrowers to meet with a Savings Bank representative. The Savings Bank has been developing short-term payment plans that enable certain borrowers to bring their loans current. The Savings Bank reviews its delinquencies on a loan by loan basis and continually explores ways to help borrowers meet their obligations and return them back to current status. At times, the Savings Bank may restructure a loan to enable a borrower to continue making payments when it is deemed to be in the best long-term interest of the Savings Bank. This restructure may include making concessions to the borrower that the Savings Bank would not make in the normal course of business, such as reducing the interest rate until the next reset date, extending the amortization period thereby lowering the monthly payments, or changing the loan to interest only payments for a limited time period. At times, certain problem loans have been restructured by combining more than one of these options. The Savings Bank believes that restructuring these loans in this manner will allow certain borrowers to become and remain current on their loans. The Savings Bank classifies these loans as TDR. Loans which have been current for six consecutive months at the time they are restructured as TDR remain on accrual status. Loans which were delinquent at the time they are restructured as a TDR are placed on non-accrual status until they have made timely payments for six consecutive months. Loans that are restructured as TDR but are not performing in accordance with the restructured terms are excluded from the TDR table below, as they are placed on non-accrual status and reported as non-performing loans.

The following table shows loans classified as TDR that are performing according to their restructured terms at the periods indicated:

(In thousands)	September 30, 2011	June 30, 2011	December 31, 2010
Multi-family residential	$ 9,701	$9,711	$ 11,242
Commercial real estate	2,424	2,430	2,448
One-to-four family - mixed-use property	797	800	206
Construction loans	8,508	23,431	-
Commercial business and other	2,000	2,000	-