

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
Standard Financial Corp.

Report on the Financial Statements

We have audited the accompanying consolidated statements of financial condition of Standard Financial Corp. and subsidiaries as of September 30, 2016 and 2015, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for the years then ended. These consolidated financial statements and financial statement schedules are the responsibility of Standard Financial Corp.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

Auditor's Responsibility

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Standard Financial Corp. is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Standard Financial Corp.'s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Standard Financial Corp. and subsidiaries as of September 30, 2016 and 2015, and the results of their operations and their cash flows for the years then ended, in conformity with U.S. generally accepted accounting principles.

S.R. Snodgrass, P.C.

Cranberry Township, Pennsylvania
December 8, 2016

Standard Financial Corp.
Consolidated Statements of Financial Condition
(Dollars in thousands except share and per share data)

	September 30,	
	2016	2015
ASSETS		
Cash on hand and due from banks	\$ 1,786	\$ 2,325
Interest-earning deposits in other institutions	16,375	12,723
Cash and Cash Equivalents	18,161	15,048
Certificates of deposit	500	1,000
Investment securities available for sale	44,250	44,072
Mortgage-backed securities available for sale	19,653	26,745
Federal Home Loan Bank stock, at cost	3,161	3,308
Loans receivable, net of allowance for loan losses of \$3,800 and \$3,879	378,080	347,614
Loans held for sale	234	114
Foreclosed real estate	281	357
Office properties and equipment, net	3,155	3,293
Bank-owned life insurance	14,946	14,551
Goodwill	8,769	8,769
Core deposit intangible	-	15
Accrued interest receivable and other assets	4,029	3,671
TOTAL ASSETS	\$ 495,219	\$ 468,557
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Deposits:		
Demand, savings and club accounts	\$ 231,378	\$ 206,760
Certificate accounts	137,256	124,519
Total Deposits	368,634	331,279
Federal Home Loan Bank advances	48,856	56,140
Securities sold under agreements to repurchase	1,964	1,671
Advance deposits by borrowers for taxes and insurance	10	11
Securities purchased not settled	-	2,512
Accrued interest payable and other liabilities	2,743	2,667
TOTAL LIABILITIES	422,207	394,280
Stockholders' Equity		
Preferred stock, \$0.01 par value per share, 10,000,000 shares authorized, none issued	-	-
Common stock, \$0.01 par value per share, 40,000,000 shares authorized, 2,585,125 and 2,748,429 shares outstanding	26	27
Additional paid-in-capital	16,071	19,465
Retained earnings	58,810	56,792
Unearned Employee Stock Ownership Plan (ESOP) shares	(2,031)	(2,184)
Accumulated other comprehensive income	136	177
TOTAL STOCKHOLDERS' EQUITY	73,012	74,277
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 495,219	\$ 468,557

See accompanying notes to the consolidated financial statements.

Standard Financial Corp.
Consolidated Statements of Income
(Dollars in thousands except share and per share data)

	Years Ended September 30,	
	2016	2015
Interest and Dividend Income		
Loans, including fees	\$ 14,430	\$ 13,704
Mortgage-backed securities	423	598
Investment securities:		
Taxable	374	492
Tax-exempt	816	916
Interest-earning deposits	34	3
Total Interest and Dividend Income	<u>16,077</u>	<u>15,713</u>
Interest Expense		
Deposits	2,604	2,607
Federal Home Loan Bank advances	842	631
Securities sold under agreements to repurchase	2	2
Total Interest Expense	<u>3,448</u>	<u>3,240</u>
Net Interest Income	12,629	12,473
Provision for Loan Losses	105	-
Net Interest Income after Provision for Loan Losses	<u>12,524</u>	<u>12,473</u>
Noninterest Income		
Service charges	1,632	1,718
Earnings on bank-owned life insurance	491	492
Net securities gains	117	213
Net loan sale gains	70	37
Annuity and mutual fund fees	201	340
Other income	198	266
Total Noninterest Income	<u>2,709</u>	<u>3,066</u>
Noninterest Expenses		
Compensation and employee benefits	6,520	6,532
Data processing	462	440
Premises and occupancy costs	1,248	1,226
Core deposit amortization	15	168
Automatic teller machine expense	358	333
Federal deposit insurance	211	214
Other operating expenses	1,483	1,621
Merger related expenses	709	-
Total Noninterest Expenses	<u>11,006</u>	<u>10,534</u>
Income before Income Tax Expense	<u>4,227</u>	<u>5,005</u>
Income Tax Expense		
Federal	930	1,313
State	263	158
Total Income Tax Expense	<u>1,193</u>	<u>1,471</u>
Net Income	<u>\$ 3,034</u>	<u>\$ 3,534</u>
Basic earnings per common share	<u>\$ 1.26</u>	<u>\$ 1.40</u>
Diluted earnings per common share	<u>\$ 1.22</u>	<u>\$ 1.37</u>
Cash dividends paid per common share	<u>\$ 0.42</u>	<u>\$ 0.24</u>
Basic weighted average shares outstanding	<u>2,414,449</u>	<u>2,529,532</u>
Diluted weighted average shares outstanding	<u>2,493,256</u>	<u>2,580,337</u>

See accompanying notes to the consolidated financial statements.

Standard Financial Corp.
Consolidated Statements of Comprehensive Income
(Dollars in thousands)

	<u>Years Ended September 30,</u>	
	<u>2016</u>	<u>2015</u>
Net Income	\$ 3,034	\$ 3,534
Other comprehensive loss:		
Unrealized (loss) gain on securities available for sale	300	(56)
Tax effect	(102)	19
Reclassification adjustment for gains realized in income	(117)	(213)
Tax effect	40	72
Change in unrecognized pension costs	(247)	(883)
Tax effect	<u>85</u>	<u>300</u>
Total other comprehensive loss	<u>(41)</u>	<u>(761)</u>
Total Comprehensive Income	\$ <u><u>2,993</u></u>	\$ <u><u>2,773</u></u>

See accompanying notes to the consolidated financial statements.

Standard Financial Corp.
Consolidated Statement of Changes in Stockholders' Equity
(Dollars in thousands except share and per share data)

	Common Stock	Additional Paid-In Capital	Retained Earnings	Unearned ESOP Shares	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance, September 30, 2014	28	20,556	53,874	(2,337)	938	73,059
Net income	-	-	3,534	-	-	3,534
Other comprehensive loss	-	-	-	-	(761)	(761)
Stock repurchases (80,241 shares)	(1)	(1,737)	-	-	-	(1,738)
Cash dividends (\$0.24 per share)	-	-	(616)	-	-	(616)
Excess tax benefits from stock based compensation	-	37	-	-	-	37
Compensation expense on stock awards	-	452	-	-	-	452
Compensation expense on ESOP	-	157	-	153	-	310
Balance, September 30, 2015	27	19,465	56,792	(2,184)	177	74,277
Net income	-	-	3,034	-	-	3,034
Other comprehensive loss	-	-	-	-	(41)	(41)
Stock repurchases (163,304 shares)	(1)	(4,110)	-	-	-	(4,111)
Cash dividends (\$0.42 per share)	-	-	(1,016)	-	-	(1,016)
Excess tax benefits from stock based compensation	-	60	-	-	-	60
Compensation expense on stock awards	-	452	-	-	-	452
Compensation expense on ESOP	-	204	-	153	-	357
Balance, September 30, 2016	\$ <u>26</u>	\$ <u>16,071</u>	\$ <u>58,810</u>	\$ <u>(2,031)</u>	\$ <u>136</u>	\$ <u>73,012</u>

See accompanying notes to the consolidated financial statements.

Standard Financial Corp.
Consolidated Statements of Cash Flows
(Dollars in thousands)

	Years Ended September 30,	
	2016	2015
Cash Flows from Operating Activities		
Net income	\$ 3,034	\$ 3,534
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	253	730
Net gain on securities	(117)	(213)
Provision for loan losses	105	-
Origination of loans held for sale	(4,183)	(2,345)
Proceeds from sale of loans held for sale	4,133	2,268
Net loan sale gains	(70)	(37)
Compensation expense on ESOP	357	310
Compensation expense on stock awards	452	452
Deferred income taxes	21	293
Increase in accrued interest receivable and other assets	(358)	(180)
Earnings on bank-owned life insurance	(491)	(492)
Increase (decrease) in accrued interest payable and other liabilities	76	(628)
Excess tax benefits from stock based compensation	(60)	(37)
Other, net	(63)	196
Net Cash Provided by Operating Activities	3,089	3,851
Cash Flows from Investing Activities		
Net increase in loans receivable	(30,792)	(35,884)
Purchases of certificates of deposit	(250)	(250)
Purchases of investment securities	(17,204)	(4,297)
Purchases of mortgage-backed securities	(3,104)	(4,238)
Proceeds from maturities of certificates of deposits	750	250
Proceeds from maturities/principal repayments/calls of investment securities	14,612	9,303
Proceeds from maturities/principal repayments/calls of mortgage-backed securities	4,967	5,770
Proceeds from sales of investment securities	415	11,068
Proceeds from sales of mortgage-backed securities	5,115	4,504
Purchase of Federal Home Loan Bank stock	(804)	(1,260)
Redemption of Federal Home Loan Bank stock	951	1,496
Proceeds from sales of foreclosed real estate	271	442
Purchases of office properties and equipment	(199)	(311)
Net Cash Used in Investing Activities	(25,272)	(13,407)
Cash Flows from Financing Activities		
Net increase in demand, savings and club accounts	24,618	7,849
Net increase in certificate accounts	12,737	2,952
Net increase (decrease) in securities sold under agreements to repurchase	293	(557)
Repayments of Federal Home Loan Bank advances	(22,996)	(40,374)
Proceeds from new Federal Home Loan Bank advances	15,712	49,242
Decrease in advance deposits by borrowers for taxes and insurance	(1)	(3)
Excess tax benefits from stock based compensation	60	37
Dividends paid	(1,016)	(616)
Stock repurchases	(4,111)	(1,738)
Net Cash Provided by Financing Activities	25,296	16,792
Net Increase in Cash and Cash Equivalents	3,113	7,236
Cash and Cash Equivalents - Beginning	15,048	7,812
Cash and Cash Equivalents - Ending	\$ 18,161	\$ 15,048
Supplementary Cash Flows Information		
Interest paid	\$ 3,444	\$ 3,217
Income taxes paid	\$ 1,487	\$ 962
Supplementary Schedule of Noncash Investing and Financing Activities		
Foreclosed real estate acquired in settlement of loans	\$ 221	\$ 396

See accompanying notes to the consolidated financial statements.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies

The following comprise the significant accounting policies, which Standard Financial Corp. and subsidiaries (the “Company”) follow in preparing and presenting their consolidated financial statements:

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Standard Financial Corp. (the “Company”) and its direct and indirect wholly owned subsidiaries, Standard Bank, PaSB (the “Bank”), and Westmoreland Investment Company. All significant intercompany accounts and transactions have been eliminated in consolidation. Standard Financial Corp. owns all of the outstanding shares of common stock of the Bank.

Nature of Operations

The Company’s primary asset is the stock of its wholly owned subsidiary, the Bank, a Pennsylvania-chartered state savings bank with deposits insured by the Federal Deposit Insurance Corporation (“FDIC”). The Bank is a retail-oriented financial institution, which offers traditional deposit and loan products through its nine offices in Allegheny, Westmoreland, and Bedford Counties of Pennsylvania and Allegany County of Maryland. Westmoreland Investment Company is a Delaware subsidiary, holding residential mortgage loans as the majority of its assets.

Financial Statements

The accompanying consolidated financial statements have been prepared on a September 30 fiscal-year basis. For regulatory and income tax reporting purposes, the Company reports on a December 31 calendar-year basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Consolidated Statements of Financial Condition and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, obligations associated with the deferred benefit pension plan, valuation of deferred taxes, fair value of investments and mortgage-backed securities available for sale, and the valuation of intangible assets.

Significant Group Concentrations of Credit Risk

Most of the Bank’s activities are with customers located within Allegheny, Westmoreland, and Bedford Counties of Pennsylvania and Allegany County of Maryland. Notes 2 and 3 discuss the types of securities in which the Company invests. Note 4 details the types of lending in which the Company engages. The Company does not have any significant concentrations in any one industry or customer.

Cash and Cash Equivalents

For purposes of reporting cash flows, cash and cash equivalents include cash on hand and due from banks, and interest-earning deposits in other institutions with original maturities of 90 days or less.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

Investment and Mortgage-Backed Securities

The Company accounts for investment and mortgage-backed securities by classifying them into three categories: securities held to maturity; securities available for sale; and trading securities.

Securities held to maturity are carried at cost adjusted for amortization of premium and accretion of discount over the term of the related investments using the interest method.

Securities available for sale are carried at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income as a part of stockholders' equity. Premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Declines in the fair value of held to maturity and available for sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating the other-than-temporary impairment losses, management considers the length of time and the extent to which the fair value has been less than cost, the financial condition of the underlying issuer, the ability of the issuer to meet contractual obligations, and the intent to sell the security or whether it's more likely than not that the Company would be required to sell the security before its anticipated recovery in market value. Realized gains and losses determined on the basis of the cost of the specific securities sold are reported in earnings.

Securities bought and held principally for the purpose of selling them in the near term are classified as trading and are reported at fair value, with unrealized gains and losses included in earnings.

Federal Home Loan Bank Stock

Federal law requires a member institution of the Federal Home Loan Bank system to hold stock of its district Federal Home Loan Bank according to a predetermined formula. The restricted stock is carried at cost and classified separately on the statement of financial condition.

The Bank is a member of the Federal Home Loan Bank of Pittsburgh ("FHLB") and, as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. The stock is bought from and sold to the FHLB based upon its \$100 par value. The stock does not have a readily determinable fair value and, as such, is classified as restricted stock, carried at cost, and evaluated for impairment as needed. The stock's value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the FHLB as compared with the capital stock amount and the length of time this situation has persisted, (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance, (c) the impact of legislative and regulatory changes on the customer base of the FHLB, and (d) the liquidity position of the FHLB. There was no impairment of the FHLB stock at September 30, 2016 or 2015.

Loans Receivable

Loans are stated at their unpaid principal balances net of deferred origination fees less the allowance for loan losses. Monthly payments are scheduled to include interest. Interest on loans is credited to income as earned. Interest earned on loans for which no payments were received during the month is accrued. An allowance is established for accrued interest deemed to be uncollectible, generally when a loan is 90 days or more delinquent. Such interest ultimately collected is credited to income in the period received. Amortization of premiums and accretion of discounts are recognized over the term of the loan as an adjustment to the loan's yield using the interest method and cease when a loan becomes nonperforming. Loan origination fees, net of certain direct origination costs, are deferred and recognized over the contractual life of the related loan as a yield adjustment.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

Allowance for Loan Losses

The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management's periodic evaluation of the adequacy of the allowance is based on the Company's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of the underlying collateral, composition of the loan portfolio, current economic conditions, and other relevant factors. This evaluation is inherently subjective, since it required estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general, and unallocated components. The specific component relates to loans that are classified as impaired. The general component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors.

Impaired loans are commercial and commercial real estate loans for which it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan agreement. We individually evaluate such loans for impairment rather than aggregate loans by major risk classifications. The definition of impaired loans is not the same as the definition of non-accrual loans, although the two categories overlap. Factors considered in determining impairment include payment status and collateral value. The amount of impairment for these types of impaired loans is determined by the difference between the present value of the expected cash flows related to the loan, using current interest rates, and its recorded value. In the case of collateralized loans, the impairment is the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Mortgage loans on one- to four-family and construction properties, home equity loans and lines of credit and other loans are large groups of smaller balance homogeneous loans and are measured for impairment collectively. Loans that experience insignificant payment delays, which are defined as less than 90 days, generally are not classified as impaired. Management determines the significance of payment delays on a case-by-case basis, taking into consideration all circumstances surrounding the loan and the borrower including the length of the delay, the borrower's prior payment record and the amount of shortfall in relation to the principal and interest owed.

Mortgage Loans Held for Sale and Mortgage Loan Servicing

Mortgage loans held for sale are valued at the lower of cost or fair value as determined by current investor yield requirements calculated on an aggregate basis. The Company acquires mortgage servicing rights through the origination and sale of mortgage loans. These rights are recognized as separate assets by allocating the total costs of the mortgage loans to the mortgage servicing rights and the loans (without the mortgage servicing rights) based on their relative fair values when the respective loans are sold.

The Company measures the impairment of the mortgage servicing rights based on their current fair value, estimated using discounted cash flows and prepayment assumptions. For purposes of measuring impairment, servicing rights are stratified by interest rates. If the carrying value of an individual stratum exceeds its fair value, a valuation allowance is established. No impairment reserves were deemed necessary as of September 30, 2016 and 2015.

Foreclosed Real Estate

Foreclosed real estate consists of property acquired through a foreclosure proceeding or acceptance of a deed in lieu of foreclosure. Foreclosed real estate is initially recorded at fair value, net of estimated selling costs, at the date of foreclosure establishing a new cost basis. After foreclosure, valuations are periodically performed by management and the assets are carried at the lower of cost or fair value minus estimated costs to sell. Revenues and expenses from operations and changes in the valuation allowance are included in earnings.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

Office Properties and Equipment

Office properties and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets. Estimated lives are 40 to 50 years for buildings and 3 to 10 years for furniture and equipment. Amortization of leasehold improvements is computed on the straight-line method over the shorter of the estimated useful life or term of the related lease.

Bank-Owned Life Insurance

The Company owns insurance on the lives of certain key employees. The policies were purchased to help offset the cost of increases in various fringe benefit plans, including healthcare. The cash surrender value of these policies is shown on the Consolidated Statements of Financial Condition, and any increases in the cash surrender value are recorded as noninterest income on the Consolidated Statements of Income, net of administrative expenses. In the event of the death of an insured individual under these policies, the Company would receive a death benefit.

Goodwill and Core Deposit Intangible

Goodwill represents the excess of the purchase price over the cost of net assets purchased. Goodwill is not amortized, but is evaluated for impairment. At least annually, management reviews goodwill and evaluates events or changes in circumstances that may indicate impairment in the carrying amount of goodwill. If the sum of the expected undiscounted future cash flows is less than the carrying amount of the net assets, an impairment loss will be recognized. Impairment, if any, is measured on a discounted future cash flow basis. For September 30, 2016 and 2015, no impairment existed; however, for any future period the Company determines that there has been impairment in the carrying value of goodwill, the Company would record a charge to earnings, which could have a material adverse effect on net income.

The Company had core deposit intangible assets relating to a 2006 acquisition. These intangible assets were amortized on a straight-line basis over a ten year period. The balance of core deposit intangibles was fully amortized during 2016 and at September 30, 2015 was \$15,000, net of accumulated amortization of \$2.1 million. Amortization expense of \$15,000 and \$168,000 was recorded in the years ended September 30, 2016 and 2015, respectively.

Pension Plan

The Bank maintains a noncontributory defined benefit pension plan covering employees whose benefits were frozen effective August 1, 2005. No future benefits are accrued, however the plan calls for benefits to be paid to eligible employees at retirement based primarily upon years of service with the Bank.

Income Taxes

Deferred taxes are provided on the liability method, whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Off-Balance Sheet Financial Instrument

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments consisting of commitments to extend credit and letters of credit. Such financial instruments are recorded in the Consolidated Statements of Financial Condition when they are funded.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 1 – Summary of Significant Accounting Policies (Continued)*****Advertising Expense***

The Company follows the policy of charging the costs of advertising to expense as incurred. Advertising expense for the years ended September 30, 2016 and 2015 totaled \$116,000 and \$110,000, respectively, which is included in other operating expenses in the Consolidated Statements of Income.

Earnings per Share

Basic earnings per share (“EPS”) is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. The following table sets forth the computation of basic and diluted EPS for the years ended September 30, 2016 and 2015 (dollars in thousands except share and per share data):

	2016	2015
Net income available to common stockholders	\$ 3,034	\$ 3,534
Basic EPS:		
Weighted average shares outstanding	2,414,449	2,529,532
Basic EPS	\$ 1.26	\$ 1.40
Diluted EPS:		
Weighted average shares outstanding	2,414,449	2,529,532
Diluted effect of common stock equivalents	78,807	50,805
Total diluted weighted average shares outstanding	2,493,256	2,580,337
Diluted EPS	\$ 1.22	\$ 1.37

Options to purchase 278,075 shares of common stock with an exercise price of \$16.50 were outstanding as of September 30, 2016 and 2015. Also, there were no anti-dilutive options as of September 30, 2016 and September 30, 2015.

As of September 30, 2016 and 2015, there were 18,550 and 40,810 shares of restricted stock outstanding, respectively, with a grant price of \$16.50 not included in the computation of diluted earnings per common share because to do so would be anti-dilutive.

Reclassifications

Certain comparative amounts for the prior year have been reclassified to conform to current-year classifications. Such reclassifications had no effect on net income or stockholders' equity.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

Recent Accounting Pronouncements

In November 2015, the FASB issued ASU 2015-17, *Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes*. The amendments in this Update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments in this Update apply to all entities that present a classified statement of financial position. For public business entities, the amendments in this Update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments in this Update are effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The amendments in this Update may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. This Update is not expected to have a significant impact on the Company's financial statements.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. This Update applies to all entities that hold financial assets or owe financial liabilities and is intended to provide more useful information on the recognition, measurement, presentation, and disclosure of financial instruments. Among other things, this Update (a) requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (b) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (c) eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (d) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (e) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (f) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (g) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (h) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. For all other entities, including not-for-profit entities and employee benefit plans within the scope of Topics 960 through 965 on plan accounting, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. All entities that are not public business entities may adopt the amendments in this Update earlier as of the fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*. The standard requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. A short-term lease is defined as one in which (a) the lease term is 12 months or less and (b) there is not an option to purchase the underlying asset that the lessee is reasonably certain to exercise. For short-term leases, lessees may elect to recognize lease payments over the lease term on a straight-line basis. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within those years. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2019, and for interim periods within fiscal years beginning after December 15, 2020. The amendments should be applied at the beginning of the earliest period presented using a modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

In March 2016, the FASB issued ASU 2016-04, *Liabilities – Extinguishments of Liabilities (Subtopic 405-20)*. The standard provides that liabilities related to the sale of prepaid stored-value products within the scope of this Update are financial liabilities. The amendments in the Update provide a narrow-scope exception to the guidance in Subtopic 405-20 to require that breakage for those liabilities be accounted for consistent with the breakage guidance in Topic 606. The amendments in this Update are effective for public business entities, certain not-for-profit entities, and certain employee benefit plans for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Earlier application is permitted, including adoption in an interim period. This Update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-05, *Derivatives and Hedging (Topic 815)*. The amendments in this Update apply to all reporting entities for which there is a change in the counterparty to a derivative instrument that has been designated as a hedging instrument under Topic 815. The standards in this Update clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. For public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. An entity has an option to apply the amendments in this Update on either a prospective basis or a modified retrospective basis. Early adoption is permitted, including adoption in an interim period. This Update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-06, *Derivatives and Hedging (Topic 815)*. The amendments apply to all entities that are issuers of or investors in debt instruments (or hybrid financial instruments that are determined to have a debt host) with embedded call (put) options. The amendments in this Update clarify the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt host. An entity performing the assessment under the amendments in this Update is required to assess the embedded call (put) options solely in accordance with the four-step decision sequence. For public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. For entities other than public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. This Update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-07, *Investments – Equity Method and Joint Ventures (Topic 323)*. The Update affects all entities that have an investment that becomes qualified for the equity method of accounting as a result of an increase in the level of ownership interest or degree of influence. The amendments in this Update eliminate the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods that the investment had been held. The amendments require that the equity method investor add the cost of acquiring the additional interest in the investee to the current basis of the investor's previously held interest and adopt the equity method of accounting as of the date the investment becomes qualified for equity method accounting. Therefore, upon qualifying for the equity method of accounting, no retroactive adjustment of the investment is required. The amendments in this Update require that an entity that has an available-for-sale equity security that becomes qualified for the equity method of accounting recognize through earnings the unrealized holding gain or loss in accumulated other comprehensive income at the date the investment becomes qualified for use of the equity method. The amendments in this Update are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016. The amendments should be applied prospectively upon their effective date to increases in the level of ownership interest or degree of influence that result in the adoption of the equity method. Earlier application is permitted. This Update is not expected to have a significant impact on the Company's financial statements.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

In March 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606)*. The amendments in this Update affect entities with transactions included within the scope of Topic 606, which includes entities that enter into contracts with customers to transfer goods or services (that are an output of the entity's ordinary activities) in exchange for consideration. The amendments in this Update do not change the core principle of the guidance in Topic 606; they simply clarify the implementation guidance on principal versus agent considerations. The amendments in this Update are intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations. The amendments in this Update affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements of Update 2014-09. ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, defers the effective date of Update 2014-09 by one year. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-09, *Compensation – Stock Compensation (Topic 718)*. The amendments in this Update affect all entities that issue share-based payment awards to their employees. The standards in this Update provide simplification for several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as with equity or liabilities, and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. In addition to those simplifications, the amendments eliminate the guidance in Topic 718 that was indefinitely deferred shortly after the issuance of FASB Statement No. 123 (revised 2004), *Share-Based Payment*. This should not result in a change in practice because the guidance that is being superseded was never effective. For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for any entity in any interim or annual period. This Update is not expected to have a significant impact on the Company's financial statements.

In April 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606)*. The amendments in this Update affect entities with transactions included within the scope of Topic 606, which includes entities that enter into contracts with customers to transfer goods or services in exchange for consideration. The amendments in this Update do not change the core principle for revenue recognition in Topic 606. Instead, the amendments provide (1) more detailed guidance in a few areas and (2) additional implementation guidance and examples based on feedback the FASB received from its stakeholders. The amendments are expected to reduce the degree of judgment necessary to comply with Topic 606, which the FASB expects will reduce the potential for diversity arising in practice and reduce the cost and complexity of applying the guidance. The amendments in this Update affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements in Topic 606 (and any other Topic amended by Update 2014-09). ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, defers the effective date of Update 2014-09 by one year. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In May 2016, the FASB issued ASU 2016-11, *Revenue Recognition (Topic 605) and Derivative and Hedging (Topic 815)*, which rescinds SEC paragraphs pursuant to two SEC Staff Announcements at the March 3, 2016, Emerging Issues Task Force meeting. This Update did not have a significant impact on the Company's financial statements.

In May 2016, the FASB issued ASU 2016-12, *Revenue from Contracts with Customers (Topic 606)*, which among other things clarifies the objective of the collectability criterion in Topic 606, as well as certain narrow aspects of Topic 606. The amendments in this Update affect the guidance in ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements for Topic 606 (and any other Topic amended by Update 2014-09). ASU 2015-14, *Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date*, defers the effective date of Update 2014-09 by one year. This Update is not expected to have a significant impact on the Company's financial statements.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

In June 2016, the FASB issued ASU 2016-13, *Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments* (“ASU 2016-13”), which changes the impairment model for most financial assets. This Update is intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The underlying premise of the Update is that financial assets measured at amortized cost should be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The allowance for credit losses should reflect management’s current estimate of credit losses that are expected to occur over the remaining life of a financial asset. The income statement will be effected for the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decreases of expected credit losses that have taken place during the period. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019, and early adoption is permitted for annual and interim periods beginning after December 15, 2018. With certain exceptions, transition to the new requirements will be through a cumulative effect adjustment to opening retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Company is currently evaluating the impact the adoption of the standard will have on the Company’s financial position or results of operations.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments* (“ASU 2016-15”), which addresses eight specific cash flow issues with the objective of reducing diversity in practice. Among these include recognizing cash payments for debt prepayment or debt extinguishment as cash outflows for financing activities; cash proceeds received from the settlement of insurance claims should be classified on the basis of the related insurance coverage; and cash proceeds received from the settlement of bank-owned life insurance policies should be classified as cash inflows from investing activities while the cash payments for premiums on bank-owned policies may be classified as cash outflows for investing activities, operating activities, or a combination of investing and operating activities. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The amendments in this Update should be applied using a retrospective transition method to each period presented. If it is impracticable to apply the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company is currently evaluating the impact the adoption of the standard will have on the Company’s statement of cash flows.

In August 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments* (“ASU 2016-15”), which addresses eight specific cash flow issues with the objective of reducing diversity in practice. Among these include recognizing cash payments for debt prepayment or debt extinguishment as cash outflows for financing activities; cash proceeds received from the settlement of insurance claims should be classified on the basis of the related insurance coverage; and cash proceeds received from the settlement of bank-owned life insurance policies should be classified as cash inflows from investing activities while the cash payments for premiums on bank-owned policies may be classified as cash outflows for investing activities, operating activities, or a combination of investing and operating activities. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The amendments in this Update should be applied using a retrospective transition method to each period presented. If it is impracticable to apply the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company is currently evaluating the impact the adoption of the standard will have on the Company’s statement of cash flows.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 1 – Summary of Significant Accounting Policies (Continued)

In October 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740)* (“ASU 2016-16”), which requires recognition of current and deferred income taxes resulting from an intra-entity transfer of any asset (excluding inventory) when the transfer occurs. Consequently, the amendments in this Update eliminate the exception for an intra-entity transfer of an asset other than inventory. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, including interim periods within those annual reporting periods. For all other entities, the amendments are effective for annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual periods beginning after December 15, 2019. Early adoption is permitted for all entities as of the beginning of an annual reporting period for which financial statements (interim or annual) have not been issued or made available for issuance. That is, earlier adoption should be in the first interim period if an entity issues interim financial statements. The amendments in this Update should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. This Update is not expected to have a significant impact on the Company’s financial statements.

In October 2016, the FASB issued ASU 2016-17, *Consolidation (Topic 810)* (“ASU 2016-17”), which amends the consolidation guidance on how a reporting entity that is the single decision maker of a VIE should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The primary beneficiary of a VIE is the reporting entity that has a controlling financial interest in a VIE and, therefore, consolidates the VIE. A reporting entity has an indirect interest in a VIE if it has a direct interest in a related party that, in turn, has a direct interest in the VIE. Under the amendments, a single decision maker is not required to consider indirect interests held through related parties that are under common control with the single decision maker to be the equivalent of direct interests in their entirety. Instead, a single decision maker is required to include those interests on a proportionate basis consistent with indirect interests held through other related parties. This Update is not expected to have a significant impact on the Company’s financial statements.

In October 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230)* (“ASU 2016-18”), which requires that a statement of cash flows explains the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. The amendments in this Update should be applied using a retrospective transition method to each period presented. The Company is currently evaluating the impact the adoption of the standard will have on the Company’s statement of cash flows.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 2 – Investment Securities**

Investment securities available for sale at September 30, 2016 and 2015 are as follows (dollars in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2016:				
U.S. government and agency obligations due:				
Beyond 1 year but within 5 years	\$ 10,000	\$ 32	\$ (5)	\$ 10,027
Corporate bonds due:				
Beyond 1 year but within 5 years	2,032	-	(7)	2,025
Beyond 5 years but within 10 years	507	2	-	509
Municipal obligations due:				
1 year or less	978	12	-	990
Beyond 1 year but within 5 years	3,784	294	-	4,078
Beyond 5 years but within 10 years	12,144	417	-	12,561
Beyond 10 years	11,769	185	(38)	11,916
Equity securities	2,052	207	(115)	2,144
	<u>\$ 43,266</u>	<u>\$ 1,149</u>	<u>\$ (165)</u>	<u>\$ 44,250</u>
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2015:				
U.S. government and agency obligations due:				
Beyond 1 year but within 5 years	\$ 9,000	\$ 11	\$ (46)	\$ 8,965
Beyond 5 years but within 10 years	2,000	-	(27)	1,973
Corporate bonds due:				
1 year or less	1,000	14	-	1,014
Beyond 1 year but within 5 years	509	-	(4)	505
Municipal obligations due:				
1 year or less	640	7	-	647
Beyond 1 year but within 5 years	1,992	67	-	2,059
Beyond 5 years but within 10 years	22,010	719	(28)	22,701
Beyond 10 years	4,162	-	-	4,162
Equity securities	2,073	150	(177)	2,046
	<u>\$ 43,386</u>	<u>\$ 968</u>	<u>\$ (282)</u>	<u>\$ 44,072</u>

STANDARD FINANCIAL CORP.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015**Note 2 – Investment Securities (Continued)**

The following table shows the fair value and gross unrealized losses on investment securities and the length of time that the securities have been in a continuous unrealized loss position at September 30, 2016 and 2015 (dollars in thousands):

		September 30, 2016					
		Less than 12 Months		12 Months or More		Total	
		Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. government and agency obligations	\$	1,995	\$ (5)	\$ -	\$ -	\$ 1,995	\$ (5)
Corporate bonds		1,021	(7)	-	-	1,021	(7)
Municipal obligations		2,803	(38)	-	-	2,803	(38)
Equity securities		171	(13)	570	(102)	741	(115)
Total	\$	<u>5,990</u>	<u>\$ (63)</u>	<u>\$ 570</u>	<u>\$ (102)</u>	<u>\$ 6,560</u>	<u>\$ (165)</u>

		September 30, 2015					
		Less than 12 Months		12 Months or More		Total	
		Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. government and agency obligations	\$	-	\$ -	\$ 8,927	\$ (73)	\$ 8,927	\$ (73)
Corporate bonds		505	(4)	-	-	505	(4)
Municipal obligations		2,008	(28)	-	-	2,008	(28)
Equity securities		711	(143)	298	(34)	1,009	(177)
	\$	<u>3,224</u>	<u>\$ (175)</u>	<u>\$ 9,225</u>	<u>\$ (107)</u>	<u>\$ 12,449</u>	<u>\$ (282)</u>

At September 30, 2016, the Company held 32 securities in an unrealized loss position. The decline in the fair value of these securities resulted primarily from the commodity price volatility of oil and interest rate fluctuations. The Company does not intend to sell these securities nor is it more likely than not that the Company would be required to sell these securities before their anticipated recovery and the Company believes the collection of the investment and related interest is probable. Based on this, the Company considers all of the unrealized losses to be temporary impairment losses.

For the year ended September 30, 2016, gains on sales of investment securities totaled \$87,000 and \$52,000 in losses with total proceeds from sales \$415,000. For the year ended September 30, 2015, gains on sales of investment securities totaled \$221,000 and \$83,000 in losses with total proceeds from sales of \$11.1 million. At September 30, 2016, and 2015, no securities were held in the trading portfolio. Investment securities with a carrying value of \$25.9 million and \$14.1 million were pledged to secure repurchase agreements and public funds accounts at September 30, 2016 and 2015, respectively.

STANDARD FINANCIAL CORP.
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015**
Note 3 – Mortgage-Backed Securities

Mortgage-backed securities available for sale of September 30, 2016 and 2015 are as follows (dollars in thousands):

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
September 30, 2016:				
Government pass-throughs:				
Ginnie Mae	\$ 5,695	\$ 37	\$ (17)	\$ 5,715
Fannie Mae	5,806	211	-	6,017
Freddie Mac	6,051	113	-	6,164
Private pass-throughs	87	-	-	87
Collateralized mortgage obligations	1,663	9	(2)	1,670
	<u>\$ 19,302</u>	<u>\$ 370</u>	<u>\$ (19)</u>	<u>\$ 19,653</u>
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
September 30, 2015:				
Government pass-throughs:				
Ginnie Mae	\$ 3,845	\$ 29	\$ (10)	\$ 3,864
Fannie Mae	12,766	361	-	13,127
Freddie Mac	7,462	99	(24)	7,537
Private pass-throughs	96	-	(1)	95
Collateralized mortgage obligations	2,110	18	(6)	2,122
	<u>\$ 26,279</u>	<u>\$ 507</u>	<u>\$ (41)</u>	<u>\$ 26,745</u>

The following table shows the fair value and gross unrealized losses on mortgage-backed securities and the length of time that the securities have been in a continuous unrealized loss position at September 30, 2016 and 2015 (dollars in thousands)

September 30, 2016					
	Less than 12 Months		12 Months or More		Total
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Government pass-throughs:					
Ginnie Mae	\$ 2,748	(6)	1,313	(11)	4,061
Collateralized mortgage obligations	-	-	604	(2)	604
Total	<u>\$ 2,748</u>	<u>(6)</u>	<u>\$ 1,917</u>	<u>(13)</u>	<u>\$ 4,665</u>
September 30, 2015					
	Less than 12 Months		12 Months or More		Total
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Government pass-throughs:					
Ginnie Mae	\$ -	-	\$ 1,691	(10)	1,691
Freddie Mac	3,961	(24)	-	-	3,961
Private pass-throughs	-	-	95	(1)	95
Collateralized mortgage obligations	-	-	753	(6)	753
Total	<u>\$ 3,961</u>	<u>(24)</u>	<u>\$ 2,539</u>	<u>(17)</u>	<u>\$ 6,500</u>

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 3 – Mortgage-Backed Securities (Continued)**

At September 30, 2016, the Company held 2 mortgage-backed securities in an unrealized loss position. The decline in the fair value of these securities resulted primarily from interest rate fluctuations. The Company does not intend to sell these securities nor is it more likely than not that the Company would be required to sell these securities before their anticipated recovery and the Company believes the collection of the investment and related interest is probable. Based on this, the Company considers all of the unrealized losses to be temporary impairment losses.

For the year ended September 30, 2016, gains on sales of mortgage-backed securities totaled \$82,000 with total proceeds from sales of \$5.0 million. For the year ended September 30, 2015, gains on sales of mortgage-backed securities totaled \$87,000 and losses of \$12,000 with total proceeds from sales of \$4.5 million. Mortgage-backed securities with a carrying value of \$6.5 million and \$1.5 million were pledged to secure repurchase agreements and public funds accounts at September 30, 2016 and 2015, respectively.

Note 4 – Loans Receivable

Loans receivable at September 30, 2016 and 2015 and the method the Company uses to evaluate these loans within their allowance for loan losses are summarized as follows (dollars in thousands):

	Real Estate Loans					Total
	One-to-four-family Residential and Construction	Commercial Real Estate	Home Equity Loans and Lines of Credit	Commercial	Other Loans	
September 30, 2016:						
Collectively evaluated for impairment	\$ 167,512	\$ 119,412	\$ 79,157	\$ 14,779	\$ 553	\$ 381,413
Individually evaluated for impairment	-	467	-	-	-	467
Total loans before allowance for loan losses	<u>\$ 167,512</u>	<u>\$ 119,879</u>	<u>\$ 79,157</u>	<u>\$ 14,779</u>	<u>\$ 553</u>	<u>\$ 381,880</u>
September 30, 2015:						
Collectively evaluated for impairment	\$ 142,177	\$ 113,591	\$ 82,254	\$ 12,035	\$ 824	\$ 350,881
Individually evaluated for impairment	-	612	-	-	-	612
Total loans before allowance for loan losses	<u>\$ 142,177</u>	<u>\$ 114,203</u>	<u>\$ 82,254</u>	<u>\$ 12,035</u>	<u>\$ 824</u>	<u>\$ 351,493</u>

Total loans at September 30, 2016 were net of deferred loan costs of \$150,000 and at September 30, 2015 were net of deferred loan costs of \$64,000. The Company's primary business activity is with customers located within its local trade area. Although the Company has a diversified loan portfolio at September 30, 2016 and 2015, loans outstanding to individual and businesses are dependent upon the local economic conditions in its immediate trade area.

The segments of the Bank's loan portfolio are disaggregated to a level that allows management to monitor risk and performance. Real estate loans are disaggregated into three categories which include one-to-four family residential (including residential construction loans), commercial real estate (which are primarily first liens) and home equity loans and lines of credit (which are generally second liens). The commercial loan segment consists of loans made for the purpose of financing the activities of

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 4 – Loans Receivable (Continued)**

commercial customers and are typically not collateralized by real estate. Other loans consist of automobile loans, consumer loans and loans secured by savings accounts. The portfolio segments utilized in the calculation of the allowance for loan losses are disaggregated at the same level that management uses to monitor risk in the portfolio. Therefore, the portfolio segments and classes of loans are the same.

Management evaluates individual loans in the commercial and commercial real estate loan segments for possible impairment if the loan is in nonaccrual status or is risk rated substandard, doubtful or loss and is greater than 90 days past due. Loans are considered to be impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the original contractual terms of the loan agreement. Factors considered by management in evaluating impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. The Company does not separately evaluate individual consumer and residential real estate loans for impairment, unless such loans are part of a larger relationship that is impaired, or are classified as a troubled debt restructuring ("TDR"). Once the determination has been made that a loan is impaired, the determination of whether a specific allocation of the allowance is necessary is measured by comparing the recorded investment in the loan to the fair value of the loan using one of three methods: (a) the present value of expected future cash flows discounted at the loan's effective interest rate; (b) the loan's observable market price; or (c) the fair value of the collateral less selling costs. The method is selected on a loan-by-loan basis, with management primarily utilizing the fair value of collateral method. The evaluation of the need and amount of a specific allocation of the allowance and whether a loan can be removed from impairment status is made on a quarterly basis. The Company's policy for recognizing interest income on impaired loans does not differ from its overall policy for interest recognition.

Consistent with accounting and regulatory guidance, the Company recognizes a TDR when the Bank, for economic or legal reasons related to a borrower's financial difficulties, grants a concession to the borrower that would not normally be considered. Regardless of the form of concession granted, the Company's objective in offering a TDR is to increase the probability of repayment of the borrower's loan. The Company did not modify any loans as TDRs during years ended September 30, 2016 or 2015 nor did it have any TDRs within the preceding year where a concession had been made that then defaulted during 2016 or 2015.

The following table presents impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary at September 30, 2016 and 2015 (dollars in thousands):

	Impaired Loans With Allowance		Impaired Loans Without Allowance	Total Impaired Loans	
	Recorded Investment	Related Allowance	Recorded Investment	Recorded Investment	Unpaid Principal Balance
September 30, 2016:					
Commercial real estate	\$ -	\$ -	\$ 467	\$ 467	\$ 467
September 30, 2015:					
Commercial real estate	\$ -	\$ -	\$ 612	\$ 612	\$ 612

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 4 – Loans Receivable (Continued)**

The following table presents the average recorded investment in impaired loans and related interest income recognized for the years ended September 30, 2016 and 2015 (dollars in thousands):

	2016	2015
Average investment in impaired loans:		
Commercial real estate	\$ 677	\$ 499
Commercial	<u>6</u>	<u>198</u>
Total average investment in impaired loans	<u>\$ 683</u>	<u>\$ 697</u>
Interest income recognized on impaired loans:		
Accrual basis	\$ 12	\$ 21

Interest income forgone on non-accrual loans was \$24,000 and \$16,000 for the years ended September 30, 2016 and 2015, respectively.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer, residential real estate loans, home equity loans, and lines of credit are included in the pass category unless a specific action, such as delinquency greater than 90 days, bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. The Bank's commercial loan officers are responsible for the timely and accurate risk rating of the loans in their portfolios at origination and on an ongoing basis. An annual loan review is performed for all commercial real estate and commercial loans for all commercial relationships greater than \$500,000. The Bank engages an external consultant to conduct loan reviews on at least an annual basis. Generally, the external consultant reviews commercial relationships greater than \$500,000 and all criticized relationships. Loans in the special mention, substandard or doubtful categories that are collectively evaluated for impairment are given separate consideration in the determination of the loan loss allowance.

The loan rating categories utilized by management generally follow bank regulatory definitions. The special mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered substandard. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets (or portions of assets) classified as loss are those considered uncollectible and of such little value that their continuance as assets is not warranted and are charged off against the loan loss allowance. The pass category includes all loans not considered special mention, substandard, doubtful or loss.

STANDARD FINANCIAL CORP.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015**Note 4 – Loans Receivable (Continued)**

The following table presents the classes of the loan portfolio summarized by the aggregate pass and the criticized categories of special mention, substandard and doubtful within the internal risk rating system as of September 30, 2016 and 2015 (dollars in thousands):

	<u>Pass</u>	<u>Special Mention</u>	<u>Substandard</u>	<u>Doubtful</u>	<u>Total</u>
September 30, 2016:					
First mortgage loans:					
One-to-four-family residential					
and construction	\$ 166,996	\$ -	\$ 516	\$ -	\$ 167,512
Commercial real estate	119,412	-	467	-	119,879
Home equity loans and lines of credit	79,084	-	73	-	79,157
Commercial loans	14,779	-	-	-	14,779
Other loans	553	-	-	-	553
Total	<u>\$ 380,824</u>	<u>\$ -</u>	<u>\$ 1,056</u>	<u>\$ -</u>	<u>\$ 381,880</u>
September 30, 2015:					
First mortgage loans:					
One-to-four-family residential					
and construction	\$ 141,603	\$ -	\$ 574	\$ -	\$ 142,177
Commercial real estate	113,591	-	612	-	114,203
Home equity loans and lines of credit	82,158	-	96	-	82,254
Commercial loans	12,035	-	-	-	12,035
Other loans	824	-	-	-	824
Total	<u>\$ 350,211</u>	<u>\$ -</u>	<u>\$ 1,282</u>	<u>\$ -</u>	<u>\$ 351,493</u>

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 4 – Loans Receivable (Continued)**

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. At September 30, 2016 and 2015, there were no loans on non-accrual that were less than 90 days past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of September 30, 2016 and 2015 (dollars in thousands):

	<u>Current</u>	<u>30-59 Days Past Due</u>	<u>60-89 Days Past Due</u>	<u>Non-Accrual (90 Days+)</u>	<u>90 Days Past Due & Accruing</u>	<u>Total Loans</u>
September 30, 2016:						
First mortgage loans:						
One-to-four-family residential and construction	\$ 166,136	\$ 566	\$ 294	\$ 516	\$ -	\$ 167,512
Commercial real estate	119,638	80	61	100	-	119,879
Home equity loans and lines of credit	78,888	115	81	73	-	79,157
Commercial loans	14,779	-	-	-	-	14,779
Other loans	550	3	-	-	-	553
Total	<u>\$ 379,991</u>	<u>\$ 764</u>	<u>\$ 436</u>	<u>\$ 689</u>	<u>\$ -</u>	<u>\$ 381,880</u>
September 30, 2015:						
First mortgage loans:						
One-to-four-family residential and construction	\$ 140,189	\$ 1,039	\$ 375	\$ 574	\$ -	\$ 142,177
Commercial real estate	113,647	52	504	-	-	114,203
Home equity loans and lines of credit	81,857	301	-	96	-	82,254
Commercial loans	12,012	18	5	-	-	12,035
Other loans	816	3	-	5	-	824
Total	<u>\$ 348,521</u>	<u>\$ 1,413</u>	<u>\$ 884</u>	<u>\$ 675</u>	<u>\$ -</u>	<u>\$ 351,493</u>

An allowance for loan losses (“ALL”) is maintained to absorb losses from the loan portfolio. The ALL is based on management’s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated loss experience, and the amount of non-performing loans.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. For general allowances, historical loss trends are used in the estimation of losses in the current portfolio. Management uses the Bank’s historical loss amounts and has made reclassifications in the ALL between loan segments. The historical net charge-off activity for the loan segments are adjusted for other qualitative factors. Pass rated credits are segregated from criticized credits for the application of qualitative factors. Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors.

Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors are evaluated using information obtained from internal, regulatory, and governmental sources such as national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Management reviews the loan portfolio on a quarterly basis using a defined, consistently applied process in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL. Management utilizes an internally developed spreadsheet to track and apply the various components of the allowance.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 4 – Loans Receivable (Continued)**

The following table summarizes the primary segments of the ALL, segregated into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of September 30, 2016 and 2015, as well as the activity in the ALL for years ended September 30, 2016 and 2015 (dollars in thousands):

	Real Estate Loans			Commercial	Other Loans	Total
	One-to-four- family Residential and Construction	Commercial Real Estate	Home Equity Loans and Lines of Credit			
Balance at September 30, 2015	\$ 1,122	\$ 1,867	\$ 457	\$ 411	\$ 22	\$ 3,879
Charge-offs	(70)	(93)	(4)	(43)	(23)	(233)
Recoveries	8	7	9	18	7	49
Provision	190	5	85	(175)	-	105
Balance at September 30, 2016	<u>\$ 1,250</u>	<u>\$ 1,786</u>	<u>\$ 547</u>	<u>\$ 211</u>	<u>\$ 6</u>	<u>\$ 3,800</u>
Evaluated for Impairment:						
Individually	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Collectively	\$ 1,250	\$ 1,786	\$ 547	\$ 211	\$ 6	\$ 3,800
Balance at September 30, 2014	\$ 1,110	\$ 1,770	\$ 418	\$ 595	\$ 26	\$ 3,919
Charge-offs	(162)	(9)	(70)	(54)	(24)	(319)
Recoveries	74	6	9	190	-	279
Provision	100	100	100	(320)	20	-
Balance at September 30, 2015	<u>\$ 1,122</u>	<u>\$ 1,867</u>	<u>\$ 457</u>	<u>\$ 411</u>	<u>\$ 22</u>	<u>\$ 3,879</u>
Evaluated for Impairment:						
Individually	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Collectively	\$ 1,122	\$ 1,867	\$ 457	\$ 411	\$ 22	\$ 3,879

The Bank has experienced significant loan growth during the year ended September 30, 2016, therefore a provision for loan loss was recorded. In addition, the provision was reallocated between the various loan categories. The decrease in the commercial loan ALL balance was due to the continued improvement in the credit quality of commercial loans. The ALL is based on estimates and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the loan portfolio at any given date.

As of September 30, 2016, the Company had \$281,000 of foreclosed residential real estate property obtained by physical possession and \$199,000 of consumer mortgage loans secured by residential real estate properties for which foreclosure proceedings are in process according to local jurisdictions.

Loans serviced for others were \$25.4 million and \$24.2 million, at September 30, 2016 and 2015, respectively. These loans serviced for others are not assets of the Company and are appropriately excluded from the Company's consolidated financial statements. Mortgage servicing rights were \$146,000 and \$134,000 at September 30, 2016 and 2015, respectively, and are included on the Consolidated Statements of Financial Condition in other assets. Mortgage servicing rights are recorded by allocating the total cost of acquired mortgage loans to the mortgage servicing rights and the loans (without the mortgage servicing rights) based on their relative fair values. Mortgage servicing rights are deferred and amortized in proportion to and over the period of estimated net service fee income. The estimated fair value of mortgage servicing rights was \$211,000 and \$238,000, at

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 4 – Loans Receivable (Continued)**

September 30, 2016 and 2015, respectively, based on the present value of expected, future cash flows using a market discount rate. The Company periodically evaluates its mortgage servicing rights for impairment based on the fair value of those rights.

Impairment, if any, would be recognized through a valuation allowance for each loan portfolio stratum for the recorded amount that exceeds fair value. Strata are defined based on predominant risk characteristics of the underlying loans such as loan type and within type, by loan rate intervals. No impairment reserves were deemed necessary as of September 30, 2016 and 2015.

Note 5 – Office Properties and Equipment

Office properties and equipment at September 30, 2016 and 2015 are summarized by major classifications as follows (dollars in thousands):

	2016	2015
Land	\$ 1,104	\$ 1,104
Office buildings and improvements	5,749	5,655
Furniture, fixtures, and equipment	1,922	1,960
Total, at Cost	8,775	8,719
Accumulated depreciation and amortization	(5,620)	(5,426)
	<u>\$ 3,155</u>	<u>\$ 3,293</u>

Depreciation and amortization expense was \$337,000 and \$317,000 for the years ended September 30, 2016 and 2015, respectively. Rent expense was \$93,000 and \$91,000 for the years ended September 30, 2016 and 2015, respectively. Future minimum lease payments under rental agreements are \$90,000 in 2017 through 2020.

Note 6 – Deposits

Deposit balances at September 30, 2016 and 2015 are summarized as follows (dollars in thousands):

	2016		2015	
	Amount	Percent	Amount	Percent
Savings accounts	\$ 102,393	27.8 %	\$ 105,713	31.9 %
Demand and NOW accounts, including non-interest bearing deposits of \$43,508 in 2016 and \$33,700 in 2015	103,094	28.0	91,217	27.5
Money market accounts	25,891	7.0	9,830	3.0
	231,378	62.8	206,760	62.4
Certificates of deposit:				
0.00 to 1.99%	96,056	26.1	77,790	23.5
2.00 to 3.99%	40,001	10.8	41,086	12.4
4.00 to 5.99%	1,199	0.3	5,643	1.7
	137,256	37.2	124,519	37.6
	<u>\$ 368,634</u>	<u>100.0 %</u>	<u>\$ 331,279</u>	<u>100.0 %</u>

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 6 – Deposits (Continued)**

A summary of certificate accounts by maturity at September 30, 2016, is as follows (dollars in thousands):

	<u>2016</u>
One year or less	\$ 18,026
One to two years	31,109
Two to three years	27,514
Three to four years	19,865
Four to five years	14,045
After five years	<u>26,697</u>
	<u>\$ 137,256</u>

A summary of certificate accounts by maturity at September 30, 2016, over \$100,000 is as follows (dollars in thousands):

	<u>2016</u>
Maturity within 3 months	\$ 754
Maturity from 3 to 6 months	1,518
Maturity from 6 to 12 months	2,798
Greater than 12 months	<u>49,250</u>
	<u>\$ 54,320</u>

Interest expense by deposit category for the years ended September 30, 2016 and 2015, is as follows (dollars in thousands):

	<u>2016</u>	<u>2015</u>
NOW accounts	\$ 86	\$ 77
Money market accounts	44	8
Savings and club accounts	146	168
Certificates accounts	<u>2,328</u>	<u>2,354</u>
	<u>\$ 2,604</u>	<u>\$ 2,607</u>

The aggregate amount of time certificates of deposit including Individual Retirement Accounts with a minimum denomination of \$250,000 at September 30, 2016 and 2015 is \$12.4 million and \$10.4 million, respectively.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 7 – Federal Home Loan Bank Advances**

Advances from the FHLB of Pittsburgh are collateralized by certain qualifying collateral such as loans, with weighted-average collateral values determined by the FHLB equal to at least the unpaid amount of outstanding advances. At September 30, 2016 and 2015, advances from the FHLB consisted of the following (dollars in thousands):

Stated Maturity	Rate	2016	2015
10/5/2015	6.51	-	15
2/29/2016	0.84	-	4,002
3/28/2016	0.62	-	2,500
8/8/2016	0.60	-	2,762
3/20/2017	0.68	2,377	2,377
7/17/2017	0.66	842	1,846
8/25/2017	1.23	4,000	4,000
6/11/2018	0.92	2,609	4,082
6/22/2018	1.26	1,805	1,805
11/13/2018	1.65	3,000	3,000
1/22/2019	1.25	3,436	4,879
6/24/2019	1.63	1,805	1,805
11/12/2019	1.91	3,152	3,152
1/8/2020	1.70	5,794	5,794
7/29/2020	1.91	1,822	1,822
12/9/2020	1.92	3,500	-
1/6/2021	1.94	4,000	4,000
2/22/2021	1.95	3,365	3,365
8/8/2021	1.80	4,137	4,934
12/9/2022	2.26	3,212	-
		<u>\$ 48,856</u>	<u>\$ 56,140</u>

Contractual maturities of FHLB advances at September 30, 2016, were as follows (dollars in thousands):

	2016
One year or less	\$ 10,909
One to two years	5,233
Two to three years	6,143
Three to four years	11,623
Four to five years	11,736
Five or more years	3,212
	<u>\$ 48,856</u>

The maximum borrowing capacity from the FHLB at September 30, 2016 is \$199 million.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 8 – Securities Sold Under Agreement to Repurchase**

We utilize securities sold under agreements to repurchase to facilitate the needs of our customers and to facilitate secured short-term funding needs. Securities sold under agreements to repurchase are stated at the amount of cash received in connection with the transaction. We monitor collateral levels on a continuous basis. We may be required to provide additional collateral based on the fair value of the underlying securities. Securities pledged as collateral under repurchase agreements are maintained with our safekeeping agents.

The collateral pledged to secure the borrowings based on the remaining contractual maturity of the securities sold under agreements to repurchase as of September 30, 2016 and 2015 is presented in following tables (dollars in thousands):

	Remaining Contractual Maturity of the Agreements				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
Securities sold under agreements to repurchase					
<u>2016</u>					
Municipal obligations	\$ 3,639	\$ -	\$ -	\$ -	\$ 3,639
Total collateral pledged	<u>\$ 3,639</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,639</u>
Gross amount of recognized liabilities for securities sold under agreements to repurchase					<u>\$ 1,964</u>
Amounts related to agreements not included in offsetting disclosures above					<u>\$ 1,675</u>
<u>2015</u>					
Municipal obligations	\$ 2,167	\$ -	\$ -	\$ -	\$ 2,167
Total collateral pledged	<u>\$ 2,167</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,167</u>
Gross amount of recognized liabilities for securities sold under agreements to repurchase					<u>\$ 1,671</u>
Amounts related to agreements not included in offsetting disclosures above					<u>\$ 496</u>

Short-term borrowings consist of borrowings from securities sold under agreements to repurchase. Average amounts outstanding during the year represent daily average balances, and average interest rates represent interest expense divided by the related average balance.

The outstanding balances and related information for short-term borrowings at or for the years ended September 30, 2016 and 2015 are summarized as follows (dollars in thousands):

	<u>2016</u>	<u>2015</u>
Balance at year end	\$ 1,964	\$ 1,671
Average balance outstanding during the year	2,004	2,391
Maximum amount outstanding at any month-end	2,520	2,980
Weighted average interest rate at year end	0.08 %	0.09 %
Average interest rate during the year	0.10	0.08

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 9 – Income Taxes**

Total income tax expense for the years ended September 30, 2016 and 2015 is as follows (dollars in thousands):

	<u>2016</u>	<u>2015</u>
Federal:		
Current	\$ 909	\$ 1,020
Deferred	<u>21</u>	<u>293</u>
	<u>\$ 930</u>	<u>\$ 1,313</u>
State, current	<u>\$ 263</u>	<u>\$ 158</u>

The difference between the expected and actual tax provision expressed as percentage of earnings before income tax provision are as follows:

	<u>2016</u>		<u>2015</u>	
Expected federal tax rate	34.0	%	34.0	%
State taxes, net of federal tax benefit	4.1		2.1	
Nontaxable interest income	(6.6)		(5.6)	
Bank-owned life insurance	(3.2)		(2.8)	
Other items, net	<u>(0.1)</u>		<u>1.7</u>	
Effective Tax Rate	<u>28.2</u>	%	<u>29.4</u>	%

The Bank is subject to the Pennsylvania and Maryland Thrift Institutions tax which is allocated between the states and calculated at 11.5% and 8.25%, respectively, based on taxable income applicable to the individual states.

The net deferred tax asset consisted of the following components as of September 30, 2016 and 2015 (dollars in thousands):

	<u>2016</u>	<u>2015</u>
Deferred Tax Assets:		
Allowance for loan losses	\$ 1,292	\$ 1,319
Employee benefits	622	564
Impairment reserves	9	-
Purchase accounting	-	11
Other, net	<u>19</u>	<u>37</u>
Total Deferred Tax Assets	<u>1,942</u>	<u>1,931</u>
Deferred Tax Liabilities:		
Unrealized gain on securities	(454)	(392)
Premises and equipment	(14)	(84)
Other, net	<u>(72)</u>	<u>(54)</u>
Total Deferred Tax Liabilities	<u>(540)</u>	<u>(530)</u>
Net Deferred Tax Assets	<u>\$ 1,402</u>	<u>\$ 1,401</u>

U.S. generally accepted accounting principles prescribe a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold should be recognized in the first subsequent financial reporting period in which that threshold is met.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 9 - Income Taxes (Continued)

Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. The Bank recognizes, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the Consolidated Statements of Income. The Bank's federal and Pennsylvania and Maryland state tax returns for taxable years through 2011 have been closed for purposes of examination by the Internal Revenue Service and the Pennsylvania and Maryland taxing authorities.

Retained income at September 30, 2016, includes \$3.9 million of base year reserves for which no tax provision has been made. This amount represents deductions for bad debt reserves for tax purposes, which were only allowed to savings institutions that met certain definitional tests prescribed by the Internal Revenue Code of 1986, as amended. The Small Business Job Protection Act of 1996 eliminated the special bad debt deduction granted solely to thrifts. Under the terms of the Act, there would be no recapture of the pre-1988 (base year) reserves. However, these pre-1998 reserves would be subject to recapture under the rules of the Internal Revenue Code if the Bank itself pays a cash dividend in excess of earnings and profits, or liquidates. The Act also provides for the recapture of deductions arising from "applicable excess reserve" defined as the total amount of reserve over the period base year reserve. The Bank's total reserve exceeds the base year reserve and deferred taxes have been provided for this excess.

Note 10 – Regulatory Capital Requirements

The Company is required to maintain a cash reserve balance in vault cash or with the Federal Reserve Bank. The total of this reserve was \$2.2 million at September 30, 2016 and 2015, respectively.

The Company is subject to various regulatory capital requirements administered by the federal banking agencies. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities, and certain off-balance sheet items as calculated

under regulatory accounting practices. The Company's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital to risk-weighted assets, and Tier I capital to average assets. The final Basel III rules require the Company to maintain minimum amounts and ratios of common equity Tier I capital (as defined in the regulations) to risk-weighted assets (as defined). Additionally, under Basel III rules, the decision was made to opt-out of including accumulated other comprehensive income in regulatory capital. As of September 30, 2016, the Bank was categorized as "Well Capitalized" under the regulatory framework for prompt corrective action promulgated by the Federal Reserve. The Company believes that no conditions or events have occurred that would change this conclusion as of such date. To be categorized as Well Capitalized, the Bank must maintain minimum Total Capital, Common Equity Tier I Capital, Tier I Capital, and Tier I leverage ratios as set forth in the table.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 10 – Regulatory Capital Requirements (Continued)

	Actual			For Capital Adequacy Purposes			To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio		Amount	Ratio		Amount	Ratio
September 30, 2016:								
<u>Total Capital (To Risk Weighted Assets)</u>								
Consolidated	\$ 67,880	22.49 %	\$	24,141	8.00 %	\$	30,176	10.00
Standard Bank	64,391	21.37		24,110	8.00		30,137	10.00
<u>Common Equity Tier 1 (To Risk Weighted Assets)</u>								
Consolidated	64,107	21.24		13,579	4.50		19,614	6.50
Standard Bank	60,622	20.12		13,562	4.50		19,589	6.50
<u>Tier 1 Capital (To Risk Weighted Assets)</u>								
Consolidated	64,107	21.24		18,106	6.00		24,141	8.00
Standard Bank	60,622	20.12		18,082	6.00		24,110	8.00
<u>Tier 1 Capital (To Average Assets)</u>								
Consolidated	64,107	13.80		18,585	4.00		23,231	5.00
Standard Bank	60,622	12.75		19,014	4.00		23,768	5.00
September 30, 2015:								
<u>Total Capital (To Risk Weighted Assets)</u>								
Consolidated	\$ 68,804	24.45 %	\$	22,517	8.00 %	\$	28,146	10.00
Standard Bank	65,753	23.46		22,419	8.00		28,024	10.00
<u>Common Equity Tier 1 (To Risk Weighted Assets)</u>								
Consolidated	65,280	23.19		12,666	4.50		18,295	6.50
Standard Bank	62,245	22.21		12,611	4.50		18,215	6.50
<u>Tier 1 Capital (To Risk Weighted Assets)</u>								
Consolidated	65,280	23.19		16,888	6.00		22,517	8.00
Standard Bank	62,645	22.21		16,814	6.00		22,419	8.00
<u>Tier 1 Capital (To Average Assets)</u>								
Consolidated	65,280	14.30		18,264	4.00		22,831	5.00
Standard Bank	62,645	13.76		18,056	4.00		22,570	5.00

Note 11 – Stock Based Compensation

In 2012, the Company's stockholders approved the 2012 Equity Incentive Plan (the "2012 Plan"). The purpose of the 2012 Plan is to provide officers, employees and directors with additional incentives to promote growth and performance of Standard Financial Corp. The 2012 Plan authorizes the granting of options to purchase shares of the Company's stock, which may be nonqualified stock options or incentive stock options, and restricted stock which is subject to vesting conditions and other restrictions. The 2012 Plan reserved an aggregate number of 486,943 shares of which 347,817 may be issued in connection with the exercise of stock options and 139,126 may be issued as restricted stock.

On July 25, 2012, certain directors and officers of the Company were awarded an aggregate of 278,075 options to purchase shares of common stock and 111,300 restricted shares of common stock. The awards vest over five years at the rate of 20% per year and the stock options have a ten year contractual life from the date of grant. The Company recognizes expense associated with the

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 11 – Stock Based Compensation (Continued)**

awards over the five year vesting period. Remaining shares available to be issued under the stock option and restricted stock plans are 69,742 and 27,826, respectively.

The Company's common stock closed at \$16.50 per share on July 25, 2012, which is the exercise price of the options granted on that date. The estimated fair value of the stock options was \$423,000, before the impact of income taxes. The per share weighted-average fair value of stock options granted with an exercise price equal to the market value on July 25, 2012 was \$1.52 using the following Black-Scholes option pricing model assumptions: expected life of 7.5 years, expected dividend rate of 1.13%, risk-free interest rate of 1.10% and an expected volatility of 9.5% based on historical results of the stock prices of a bank peer group. Compensation expense on the options was \$85,000 and \$85,000, respectively, with a related tax benefit recorded of \$8,000 and \$8,000, respectively, for the years ended September 30, 2016 and 2015. As of September 30, 2016, there was \$70,000 of total unrecognized compensation cost related to non-vested options which is expected to be recognized ratably over the weighted average remaining service period of 10 months.

The following table summarizes transactions regarding the options under the Plan:

	Options	Weighted Average Exercise Price
Outstanding at September 30, 2015	278,075	\$ 16.50
Granted	-	-
Exercised	-	-
Forfeited	-	-
Outstanding at September 30, 2016	278,075	\$ 16.50
Exercisable at September 30, 2016	222,460	16.50
Outstanding at September 30, 2014	278,075	\$ 16.50
Granted	-	-
Exercised	-	-
Forfeited	-	-
Outstanding at September 30, 2015	278,075	\$ 16.50
Exercisable at September 30, 2015	166,845	16.50

On July 25, 2012, the date of grant, the fair value of the restricted stock awards was approximately \$1.8 million, before the impact of income taxes. Compensation expense on the grants was \$367,000 and \$367,000, respectively, with a related tax benefit recorded of \$125,000 and \$125,000, respectively for the years ended September 30, 2016 and 2015. As of September 30, 2016, there was \$306,000 of total unrecognized compensation cost related to non-vested grants which is expected to be recognized ratably over the weighted average remaining service period of 10 months. At September 30, 2016, future compensation related to the grants is expected to be \$306,000 in 2017.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 11 – Stock Based Compensation (Continued)**

The following table summarizes transactions regarding restricted stock under the Plan:

	Number of Restricted Shares	Weighted Average Grant Date Price Per Share
Non-vested shares at September 30, 2015	44,520	\$ 16.50
Granted	-	-
Vested	(22,260)	16.50
Forfeited	-	-
Non-vested shares at September 30, 2016	22,260	\$ 16.50
Non-vested shares at September 30, 2014	66,780	\$ 16.50
Granted	-	-
Vested	(22,260)	16.50
Forfeited	-	-
Non-vested shares at September 30, 2015	44,520	\$ 16.50

Note 12 – Employee Stock Ownership Plan

The Company established a tax qualified Employee Stock Ownership Plan (“ESOP”) for the benefit of its employees in conjunction with the stock conversion on October 6, 2010. Eligible employees begin to participate in the plan after one year of service and become 20% vested after two years of service, 40% after three years of service, 60% after four years of service, 80% after five years of service and 100% after six years of service or, if earlier, upon death, disability or attainment of normal retirement age.

In connection with the stock conversion, the purchase of the 278,254 shares of the Company stock by the ESOP was funded by a loan from the Company through the Bank. Unreleased ESOP shares collateralize the loan payable, and the cost of the shares is recorded as a contra-equity account in Stockholders’ Equity. Shares are released as debt payments are made by the ESOP to the loan. The ESOP’s sources of repayment of the loan can include dividends, if any, on the unallocated stock held by the ESOP and discretionary contributions from the Company to the ESOP and earnings thereon.

Compensation expense is equal to the fair value of the shares committed to be released and unallocated ESOP shares are excluded from outstanding shares for purposes of computing earnings per share. Compensation expense related to the ESOP of \$357,000 and \$310,000 was recognized during the years ended September 30, 2016 and 2015, respectively. Dividends on unallocated shares are not treated as ordinary dividends and are instead used to repay the ESOP loan and recorded as compensation expense.

As of September 30, 2016, the ESOP held 272,237 shares of the Company’s stock, and there were 202,367 unallocated shares. As of September 30, 2015, the ESOP held 273,834 shares of the Company’s stock, and there were 216,821 unallocated shares. The fair market value of the unallocated ESOP shares was \$6.2 million at September 30, 2016 and \$5.1 million at September 30, 2015. During both years ended September 30, 2016 and 2015, 14,455 shares were released for allocation.

Note 13 – Employee Benefit Plans

The Company participated in the Pentegra Defined Benefit Plan for Financial Institutions Retirement Fund (“the Pentegra DB Plan”), a tax-qualified multi-employer pension plan. The Pentegra DB Plan provided defined pension benefits to substantially all of the Company’s employees. Effective August 1, 2005, the annual benefit provided to employees under this defined benefit pension plan was frozen by Standard Bank. Freezing the plan eliminated all future benefit accruals; however, the accrued benefit as of August 1, 2005 remained. In December 2008, management approved the decision to withdraw from the Pentegra Defined

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 13 – Employee Benefit Plans (Continued)**

Benefit Plan; however, due to declines in market interest rates used to calculate the pension withdrawal liability, management postponed the withdrawal until interest rates become more favorable. At that time, management determined that the Company's withdrawal from the plan was probable; however, only a range of the estimated cost to exit the plan could be determined. The Company had recorded a liability of approximately \$1.2 million at September 30, 2014, which was the minimum cost expected to be incurred as a result of the withdrawal.

During 2015, the decision was made to withdraw from participation in the Pentegra Plan by establishing the Standard Bank, PaSB Defined Benefit Pension Plan and Trust. The Standard Bank Plan was established effective January 1, 2015 to serve as recipient of the trust-to-trust transfer of assets from the Pentegra Plan and thereafter pay the benefits to participants and beneficiaries in accordance with the terms of the Plan, which terms are generally intended to mirror the terms of the Pentegra Plan.

Obligations and Funded Status

The following table sets forth the change in the plan assets and the projected benefit obligations of the Standard Bank PaSB Defined Benefit Pension Plan and Trust at September 30 (in thousands):

	Pension Benefits	
	2016	2015
Change in projected benefit obligation:		
Benefit obligation at beginning of year	\$ 4,184	\$ -
Interest cost	152	30
Acquisitions due to spin-off	-	3,535
Actuarial loss	521	621
Benefits paid	(43)	(2)
Projected benefit obligation at end of year	<u>4,814</u>	<u>4,184</u>
Change in plan assets:		
Fair value of plan assets at beginning of year	3,304	-
Actual gain (loss) on plan assets	341	(228)
Acquisition due to Spin-Off	-	3,535
Employer contribution	43	2
Benefits paid	(43)	(2)
Administrative expenses	(5)	(3)
Fair value of plan assets at end of year	<u>3,640</u>	<u>3,304</u>
Funded status	\$ <u>(1,174)</u>	\$ <u>(880)</u>
Amounts recognized in accumulated other comprehensive income consist of:		
Unrecognized actuarial loss	\$ (1,130)	\$ (883)
Prior service cost	-	-
Total	\$ <u>(1,130)</u>	\$ <u>(883)</u>

The accumulated benefit obligation for the defined benefit pension plan was \$4.8 million at September 30, 2016.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 13 – Employee Benefit Plans (Continued)****Components of Net Periodic Benefit Cost**

	<u>Pension Benefits</u>	
	<u>2016</u>	<u>2015</u>
Interest Cost	\$ 152	\$ -
Expected return on plan assets	(146)	-
Amortization of net loss	59	-
Net periodic pension cost	<u>\$ 65</u>	<u>\$ -</u>

The estimated net loss and prior service cost that will be amortized from accumulated other comprehensive loss into the net periodic benefit cost in 2017 are as follows (in thousands):

Net loss	\$ 93
Prior service costs	-
Total	<u>\$ 93</u>

Assumptions

The weighted-average assumptions used to determine benefit obligations at September 30 is as follows:

	<u>Pension Benefits</u>	
	<u>2016</u>	<u>2015</u>
Discount rate	3.25%	4.00%

The weighted-average assumptions used to determine net periodic benefit cost for year ended September 30 is as follows:

	<u>Pension Benefits</u>	
	<u>2016</u>	<u>2015</u>
Discount rate	3.25%	4.00%
Expected long-term return on plan assets	5.00%	5.00%

The long-term rate of return on plan assets gives consideration to returns currently being earned on plan assets, as well as future rates expected to be earned.

STANDARD FINANCIAL CORP.NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015**Note 13 – Employee Benefit Plans (Continued)****Plan Assets**

The Bank's defined benefit pension plan weighted-average asset allocations at September 30 by assets category are as follows:

<u>Asset Category</u>	<u>2016</u>	<u>2015</u>
Cash and Cash Equivalents	3.82 %	3.87 %
Equity Mutual Funds	57.76	61.23
Bond Mutual Funds	38.42	34.90
 Total	 100.00 %	 100.00 %

The investment policy for the defined benefit pension plan assets is to maintain 60 percent in equity mutual funds and 40 percent in bond mutual funds.

The following tables set forth by level, within the fair value hierarchy, the plan's assets at fair value as of September 30, 2016 and 2015 (in thousands):

	<u>September 30, 2016</u>			
	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>	<u>Total</u>
Assets:				
Cash and Cash Equivalents	\$ 139	\$ -	\$ -	\$ 139
Domestic Stock Funds	1,696	-	-	1,696
International Stock Funds	407	-	-	407
Domestic Bond Funds	1,309	-	-	1,309
International Bond Funds	89	-	-	89
 Total assets at fair value	 \$ 3,640	 \$ -	 \$ -	 \$ 3,640

	<u>September 30, 2015</u>			
	<u>Level I</u>	<u>Level II</u>	<u>Level III</u>	<u>Total</u>
Assets:				
Cash and Cash Equivalents	\$ 128	\$ -	\$ -	\$ 128
Domestic Stock Funds	1,617	-	-	1,617
International Stock Funds	406	-	-	406
Domestic Bond Funds	1,153	-	-	1,153
 Total assets at fair value	 \$ 3,304	 \$ -	 \$ -	 \$ 3,304

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 13 – Employee Benefit Plans (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2016.

Cash

Cash and cash equivalents may include uninvested cash balances along with money market mutual funds, treasury bills, or other assets normally categorized as cash equivalents.

Mutual Funds

Mutual funds are valued at the net asset value (“NAV”) of shares held by the plan at year-end.

The method described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Cash Flows

The expected contributions to the defined benefit pension plan during the October 1, 2016 to September 30, 2017 period are \$6,612.

The following benefit payments that reflect expected future service, as appropriate, are expected to be paid (in thousands):

Years Ended <u>September 30,</u>	Plan <u>Benefits</u>
2016-2017	\$ 796
2017-2018	191
2018-2019	245
2019-2020	216
2020-2021	185
2021-2025	<u>1,014</u>
Total	\$ <u>2,647</u>

The Company participates in the Pentegra Financial Institutions Thrift Plan, a multi-employer 401(k) plan, which provides benefits to substantially all of the Company’s employees. Employees’ contributions to the plan are matched by the Company up to a maximum of 3 percent of such employees’ pretax salaries. Expense recognized for the plans was \$104,000 and \$92,000 for the years ended September 30, 2016 and 2015, respectively.

On January 1, 2002, the Company adopted a nonqualified phantom stock appreciation rights plan for key officers and directors. This plan was an incentive-driven benefit plan with payout deferred until the end of the tenth plan year. This plan was frozen effective September 30, 2010 in connection with the Company’s stock conversion with no further benefits accruing. Payouts under this plan began on January 1, 2012. For the years ended September 30, 2016 and 2015, \$3,000 and \$7,000, respectively, of interest expense was recognized on the benefits accrued. The accrued liability relating to this plan was \$23,000 and \$88,000 at September 30, 2016 and September 30, 2015, respectively.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 14 – Financial Instruments With Off-Balance Sheet Risk

In the normal course of business, the Company extends credit in the form of loan commitments and undisbursed home equity lines of credit. These off-balance sheet instruments involve, to various degrees, elements of credit and interest rate risk not reported in the statement of financial condition.

The Company's exposure to credit loss in the event of nonperformance by the other party to these financial instruments is represented by the contract amount of the financial instrument. The Company uses the same credit policies in making commitments for off-balance sheet financial instrument as it does for on-balance sheet instruments.

Financial instruments with off-balance sheet risk as of September 30, 2016 and 2015 are presented in the following table (dollars in thousands):

	2016	2015
One-to-four family dwellings:		
Loan commitments	\$ 4,025	\$ 1,445
Undisbursed home equity lines of credit	13,836	13,747
Undisbursed funds-construction loans in process	6,298	7,506
Commercial loan commitments	21,085	19,543
Other	6,032	6,175

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary, by the Company upon extension of credit is based on management's credit evaluation of the counterparty. Collateral held varies but generally includes real estate property. The majority of commitments to originate loans at September 30, 2016 and 2015 were for fixed rate loans. The Company grants loan commitments at prevailing market rates of interest.

Note 15 - Fair Value of Assets and Liabilities

Fair Value Hierarchy

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for an asset or liability in an orderly transaction between market participants at the measurement date. GAAP established a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available. A contractually binding sales price also provides reliable evidence of fair value.
- Level 2: Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets; inputs to the valuation methodology include quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs to the valuation methodology that utilize model-based techniques for which all significant assumptions are observable in the market.
- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement; inputs to the valuation methodology that utilize model-based techniques for which significant assumptions are not observable in the market; or inputs to the valuation methodology that requires significant management judgment or estimation, some of which may be internally developed.

Management maximizes the use of observable inputs and minimizes the use of unobservable inputs when determining fair value measurements. Management reviews and updates the fair value hierarchy classifications of the Company's assets and liabilities on a quarterly basis.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 15 - Fair Value of Assets and Liabilities (Continued)

Assets Measured at Fair Value on a Recurring Basis

Investment and Mortgage-Backed Securities Available for Sale

Fair values of investment and mortgage-backed securities available for sale were primarily measured using information from a third-party pricing service. This service provides pricing information by utilizing evaluated pricing models supported with market data information. Standard inputs include benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data from market research publications. Level 1 securities are comprised of equity securities. As quoted prices were available, unadjusted, for identical securities in active markets, these securities were classified as Level 1 measurements. Level 2 securities were primarily comprised of debt securities issued by government agencies, states and municipalities, corporations, as well as mortgage-backed securities issued by government agencies. Fair values were estimated primarily by obtaining quoted prices for similar assets in active markets or through the use of pricing models. In cases where there may be limited or less transparent information provided by the Company's third-party pricing service, fair value may be estimated by the use of secondary pricing services or through the use of non-binding third-party broker quotes.

On a quarterly basis, management reviews the pricing information received from the Company's third-party pricing service. This review process includes a comparison to non-binding third-party broker quotes, as well as a review of market-related conditions impacting the information provided by the Company's third-party pricing service. Management primarily identifies investment securities which may have traded in illiquid or inactive markets by identifying instances of a significant decrease in the volume or frequency of trades, relative to historical levels, as well as instances of a significant widening of the bid-ask spread in the brokered markets. Securities that are deemed to have been trading in illiquid or inactive markets may require the use of significant unobservable inputs. As of September 30, 2016 and 2015, management did not make adjustments to prices provided by the third-party pricing service as a result of illiquid or inactive markets. On a quarterly basis, management also reviews a sample of securities priced by the Company's third-party pricing service to review significant assumptions and valuation methodologies used. Based on this review, management determines whether the current placement of the security in the fair value hierarchy is appropriate or whether transfers may be warranted.

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 15 - Fair Value of Assets and Liabilities (Continued)**

The following table presents the assets measured at fair value on a recurring basis as of September 30, 2016 and 2015 by level within the fair value hierarchy (dollars in thousands):

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
September 30, 2016:				
Investment securities available for sale:				
U.S. government and agency obligations	\$ -	\$ 10,027	\$ -	\$ 10,027
Corporate bonds	-	2,534	-	2,534
Municipal obligations	-	29,545	-	29,545
Equity securities	2,144	-	-	2,144
Total investment securities available for sale	2,144	42,106	-	44,250
Mortgage-backed securities available for sale	-	19,653	-	19,653
Total recurring fair value measurements	\$ 2,144	\$ 61,759	\$ -	\$ 63,903
September 30, 2015:				
Investment securities available for sale:				
U.S. government and agency obligations	\$ -	\$ 10,938	\$ -	\$ 10,938
Corporate bonds	-	1,519	-	1,519
Municipal obligations	-	29,569	-	29,569
Equity securities	2,046	-	-	2,046
Total investment securities available for sale	2,046	42,026	-	44,072
Mortgage-backed securities available for sale	-	26,745	-	26,745
Total recurring fair value measurements	\$ 2,046	\$ 68,771	\$ -	\$ 70,817

Assets Measured at Fair Value on a Nonrecurring Basis

The following table presents the assets measured at fair value on a nonrecurring basis as of September 30, 2016 and 2015 by level within the fair value hierarchy (dollars in thousands):

	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
September 30, 2016:				
Foreclosed real estate	\$ -	\$ -	\$ 281	\$ 281
Impaired loans	-	-	467	467
Total nonrecurring fair value measurements	\$ -	\$ -	\$ 748	\$ 748
September 30, 2015:				
Foreclosed real estate	\$ -	\$ -	\$ 357	\$ 357
Impaired loans	-	-	612	612
Total nonrecurring fair value measurements	\$ -	\$ -	\$ 969	\$ 969

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 15 - Fair Value of Assets and Liabilities (Continued)**

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis for which the Company uses Level 3 inputs to determine fair value (dollars in thousands):

<u>September 30,</u>	Quantitative Information about Level 3 Fair Value Measurements				
	<u>2016</u>	<u>2015</u>	<u>Valuation Techniques</u>	<u>Unobservable Input</u>	<u>Range (Weighted Average)</u>
Foreclosed real estate	\$ 281	\$ 357	Appraisal of collateral (1)	Appraisal adjustments (2) Liquidation expenses (2)	0% to 40% (19%) 0% to 10% (8%)
Impaired loans	\$ 467	\$ 612	Fair value of collateral (1), (3)	Appraisal adjustments (2) Liquidation expenses (2)	0% to 40% (20%) 0% to 10% (6%)

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

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

(3) Includes qualitative adjustments by management and estimated liquidation expenses.

Disclosures about Fair Value of Financial Instruments

The assumptions used below are expected to approximate those that market participants would use in valuing the following financial instruments.

Loans Receivable - The fair value of loans was estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities. Loans were first segregated by type such as commercial, real estate, and home equity, and were then further segmented into fixed and variable rate and loan quality categories. Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments.

Loans Held for Sale - The fair value of loans held for sale was estimated based on the price committed to sell the loan in the secondary market.

Certificate Accounts - The fair values of certificate of deposit accounts were estimated using discounted cash flow analyses. The discount rates used were based on rates currently offered for deposits with similar remaining maturities. The fair values of certificate of deposit accounts do not take into consideration the value of the Company's long-term relationships with depositors, which may have significant value.

FHLB Advances - The fair value of FHLB advances was calculated using a discounted cash flow approach that applies a comparable FHLB advance rate to the weighted average maturity of the borrowings.

Other Financial Instruments - The carrying amounts reported in the Consolidated Statements of Financial Condition approximate fair value for the following financial instruments (Level 1): cash on hand and due from banks, interest-earning deposits in other institutions, FHLB stock, accrued interest receivable, bank-owned life insurance, demand, regular and club accounts, securities sold under agreements to repurchase and accrued interest payable. For short-term financial assets such as cash and cash equivalents, the carrying amount is a reasonable estimate of fair value due to the relatively short time between the origination of the instrument and its expected realization. For financial liabilities such as interest and noninterest-bearing demand and regular and club accounts, the carrying amount is a reasonable estimate of fair value due to these products having no stated maturity. For financial liabilities such as securities sold under agreements to repurchase which are with commercial deposit customers, the carrying amount is a reasonable estimate of fair value due to the short time nature of the agreement.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 15 - Fair Value of Assets and Liabilities (Continued)

The following table presents the carrying amount, fair value, and placement in the fair value hierarchy of the Company's financial instruments as of September 30, 2016 and 2015 (dollars in thousands):

		Fair Value Measurements				
			Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
	Carrying Amount	Total Fair Value				
September 30, 2016:						
Financial Instruments - Assets:						
Cash on hand and due from banks	\$ 1,786	\$ 1,786	\$ 1,786	\$ -	\$ -	
Interest-earning deposits in other institutions	16,375	16,375	16,375	-	-	
Certificates of deposit	500	-	500	-	-	
Investment securities	44,250	44,250	2,144	42,106	-	
Mortgage-backed securities	19,653	19,653	-	19,653	-	
Loans receivable	378,080	384,161	-	-	384,161	
Loans Held for Sale	234	238	238	-	-	
Accrued interest receivable	1,098	1,098	1,098	-	-	
Federal Home Loan Bank stock	3,161	3,161	3,161	-	-	
Bank-owned life insurance	14,946	14,946	14,946	-	-	
Financial Instruments - Liabilities:						
Demand, regular and club accounts	231,378	231,378	231,378	-	-	
Certificate accounts	137,256	140,728	-	-	140,728	
Federal Home Loan Bank advances	48,856	49,843	-	-	49,843	
Securities sold under agreements to repurchase	1,964	1,964	1,964	-	-	
Accrued interest payable	194	194	194	-	-	
September 30, 2015:						
Financial Instruments - Assets:						
Cash on hand and due from banks	\$ 2,325	\$ 2,325	\$ 2,325	\$ -	\$ -	
Interest-earning deposits in other institutions	12,723	12,723	12,723	-	-	
Certificates of deposit	1,000	1,000	1,000	-	-	
Investment securities	44,072	44,072	2,046	42,026	-	
Mortgage-backed securities	26,745	26,745	-	26,745	-	
Loans receivable	347,614	351,117	-	-	351,117	
Loans Held for Sale	114	115	115	-	-	
Accrued interest receivable	1,131	1,131	1,131	-	-	
Federal Home Loan Bank stock	3,308	3,308	3,308	-	-	
Bank-owned life insurance	14,551	14,551	14,551	-	-	
Financial Instruments - Liabilities:						
Demand, regular and club accounts	206,760	206,760	206,760	-	-	
Certificate accounts	124,519	128,271	-	-	128,271	
Federal Home Loan Bank advances	56,140	57,023	-	-	57,023	
Securities sold under agreements to repurchase	1,671	1,671	1,671	-	-	
Accrued interest payable	190	190	190	-	-	

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 16 - Accumulated Other Comprehensive Income**

The following tables present the significant amounts reclassified out of accumulated other comprehensive income and the changes in accumulated other comprehensive income by component for years ended September 30, 2016 and 2015 (in thousands):

	Unrealized Gains on Available for Sale Securities	Unrecognized Pension Costs	Total
Balance as of September 30, 2014	\$ 938	\$ -	\$ 938
Other comprehensive loss before reclassification	(37)	(583)	(620)
Amount reclassified from accumulated other comprehensive income	<u>(141)</u>	<u>-</u>	<u>(141)</u>
Total other comprehensive income	<u>(178)</u>	<u>(583)</u>	<u>(761)</u>
Balance as of September 30, 2015	760	(583)	177
Other comprehensive gain (loss) before reclassification	198	(201)	(3)
Amount reclassified from accumulated other comprehensive income	<u>(77)</u>	<u>39</u>	<u>(38)</u>
Total other comprehensive loss	<u>121</u>	<u>(162)</u>	<u>(41)</u>
Balance as of September 30, 2016	<u>\$ 881</u>	<u>\$ (745)</u>	<u>\$ 136</u>

	Amount Reclassified from Accumulated Other Comprehensive Income	Affected Line on the Consolidated Statements of Income
September 30, 2016:		
Unrealized gains on available for sale securities	\$ (117)	Net securities gains
	<u>40</u>	Income tax expense
	<u>\$ (77)</u>	Net of tax
Amortization of defined benefit items:		
Actuarial gains	\$ 59	Compensation and employee benefits
	<u>(20)</u>	Deferred taxes
	<u>\$ 39</u>	Net of tax
Total reclassification for the period	<u>\$ (38)</u>	Net income
September 30, 2015:		
Unrealized gains on available for sale securities	\$ (213)	Net securities gains
	<u>72</u>	Income tax expense
	<u>\$ (141)</u>	Net of tax

STANDARD FINANCIAL CORP.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015****Note 17 – Quarterly Financial Data (unaudited)**

Following are quarterly condensed consolidated statements of income for the years ended September 30, 2016 and 2015. Quarterly earnings per share data may vary from annual earnings per share due to rounding.

(Dollars in thousands, except per share data)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<u>2016</u>				
Interest and dividend income	\$ 4,007	\$ 4,006	\$ 3,996	\$ 4,068
Interest expense	832	861	873	882
Net interest income	3,175	3,145	3,123	3,186
Provision for loan losses	-	-	-	105
Net interest income after provision for loan losses	3,175	3,145	3,123	3,081
Noninterest income	652	715	658	684
Noninterest expenses	2,589	2,552	2,571	3,294
Income before income tax expense	1,238	1,308	1,210	471
Income tax expense	372	406	344	71
Net income	<u>\$ 866</u>	<u>\$ 902</u>	<u>\$ 866</u>	<u>\$ 400</u>
Earnings Per Share	<u>\$ 0.34</u>	<u>\$ 0.37</u>	<u>\$ 0.37</u>	<u>\$ 0.17</u>
<u>2015</u>				
Interest and dividend income	\$ 3,927	\$ 3,897	\$ 3,900	\$ 3,989
Interest expense	791	779	828	842
Net interest income	3,136	3,118	3,072	3,147
Provision for loan losses	-	-	-	-
Net interest income after provision for loan losses	3,136	3,118	3,072	3,147
Noninterest income	712	716	730	908
Noninterest expenses	2,620	2,663	2,613	2,638
Income before income tax expense	1,228	1,171	1,189	1,417
Income tax expense	333	362	327	449
Net income	<u>\$ 895</u>	<u>\$ 809</u>	<u>\$ 862</u>	<u>\$ 968</u>
Earnings Per Share	<u>\$ 0.35</u>	<u>\$ 0.32</u>	<u>\$ 0.34</u>	<u>\$ 0.38</u>

Note 18– Pending Merger with Allegheny Valley Bancorp, Inc.

On August 29, 2016 Standard Financial Corp. (“Standard Financial”), and Allegheny Valley Bancorp, Inc., the parent holding company for Allegheny Valley Bank of Pittsburgh (“Allegheny Valley Bank”), jointly announced the signing of a definitive merger agreement that will result in a combined community banking franchise with total assets of nearly \$1.0 billion and 18 branches located throughout Southwestern Pennsylvania and Western Maryland. The combined company will operate under the Standard Bank name. The holding company will be renamed Standard AVB Financial Corp.

The terms of the merger agreement have been unanimously approved by the boards of directors of both institutions. Allegheny Valley Bancorp will merge into Standard Financial and Allegheny Valley Bank will merge into Standard Bank. Allegheny Valley Bancorp shareholders will receive 2.083 shares of Standard Financial common stock for each share of Allegheny Valley Bancorp common stock they own in a transaction structured to qualify as a tax-free reorganization under the Internal Revenue Code. Based on the closing price of Standard Financial on August 29, 2016, the aggregate transaction value is approximately \$56.5 million, or \$53.85 per share.

STANDARD FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2016 AND 2015

Note 18– Pending Merger with Allegheny Valley Bancorp, Inc. (Continued)

The combined bank plans to maintain its headquarters in Monroeville while maintaining a significant presence in Allegheny Valley Bank's Lawrenceville headquarters. Based on June 30, 2016 financial information, the combined bank will have total loans of \$666 million, \$674 million in deposits, and will service more than 50,000 deposit and loan accounts through 18 branches in Allegheny, Bedford, and Westmoreland Counties in Pennsylvania and Allegany County in Maryland.

The transaction is subject to approval by the shareholders of Standard Financial and Allegheny Valley Bancorp, as well as customary regulatory approvals, including the Pennsylvania Department of Banking and Securities and the FDIC. Regulatory approval has been received from both the Federal Reserve and FDIC on November 22, 2016 and November 25, 2016, respectively. Pending receipt of the remaining regulatory approvals and shareholder approvals, the merger is expected to close in the second quarter of 2017.