PRUDENTIAL BANCORP INC OF PENNSYLVANIA
Form 10-Q
August 14, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2007

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number: 000-51214

Prudential Bancorp, Inc. of Pennsylvania
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania	**68-0593604**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
1834 Oregon Avenue Philadelphia, Pennsylvania	**19145**
(Address of Principal Executive Offices)	(Zip Code)

(215) 755-1500
(Registrant's Telephone Number, Including Area Code)

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

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

Large accelerated filer o Accelerated filer o Non-accelerated filer x

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

Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practical date: as of August 6, 2007, 11,520,366 shares were issued and outstanding.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

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PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	June 30, 2007	September 30, 2006
	(Dollars in Thousands)	
ASSETS		
Cash and amounts due from depository institutions	$ 4,758	$ 5,743
Interest-bearing deposits	6,291	7,685
Total cash and cash equivalents	11,049	13,428
Investment securities held to maturity (estimated fair value—June 30, 2007, $131,795; September 30, 2006, $129,593)	135,215	132,084
Investment securities available for sale (amortized cost—June 30, 2007, $38,007; September 30, 2006, $38,007)	38,372	38,747
Mortgage-backed securities held to maturity (estimated fair value— June 30, 2007, $45,046; September 30, 2006, $49,526)	47,164	50,360
Mortgage-backed securities available for sale (amortized cost— June 30, 2007, $5,929; September 30, 2006, $4,535)	5,917	4,615
Loans receivable—net of allowance for loan losses (June 30, 2007, $671; September 30, 2006, $618)	223,526	219,418
Accrued interest receivable:		
Loans receivable	1,260	1,251
Mortgage-backed securities	221	236
Investment securities	2,150	1,708
Federal Home Loan Bank stock—at cost	2,438	2,217
Office properties and equipment—net	2,103	1,721
Prepaid expenses and other assets	7,993	6,596
TOTAL ASSETS	$ 477,408	$ 472,381
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Noninterest-bearing	$ 4,711	$ 6,035
Interest-bearing	349,341	341,257
Total deposits	354,052	347,292
Advances from Federal Home Loan Bank	32,753	31,784
Accrued interest payable	2,473	2,893
Advances from borrowers for taxes and insurance	1,926	1,230
Accounts payable and accrued expenses	2,918	1,117

Accrued dividend payable		556		464
Deferred income taxes, net		77		153
Total liabilities		394,755		384,933
COMMITMENTS AND CONTINGENCIES (Note 8)				
STOCKHOLDERS' EQUITY:				
Preferred stock, $.01 par value, 10,000,000 shares authorized, none issued		-		-
Common stock, $.01 par value, 40,000,000 shares authorized, issued 12,563,750; outstanding - 11,614,166 at June 30, 2007; 12,064,320 at September 30, 2006		126		126
Additional paid-in capital		54,860		54,798
Unearned ESOP shares		(3,959)		(4,127)
Treasury stock, at cost: 949,584 shares at June 30, 2007; 499,430 shares at September 30, 2006		(12,570)		(6,422)
Retained earnings		43,963		42,539
Accumulated other comprehensive income		233		534
Total stockholders' equity		82,653		87,448
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	477,408	$	472,381

See notes to unaudited consolidated financial statements.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF INCOME

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2007	2006	2007	2006
	(Dollars in Thousands Except Per Share Amounts)		(Dollars in Thousands Except Per Share Amounts)	
INTEREST INCOME:				
Interest on loans	$ 3,792	$ 3,380	$ 11,402	$ 9,335
Interest on mortgage-backed securities	692	769	2,105	2,421
Interest and dividends on investments	2,262	2,086	6,613	6,187
Total interest income	6,746	6,235	20,120	17,943
INTEREST EXPENSE:				
Interest on deposits	3,355	2,816	9,807	7,804
Interest on borrowings	387	294	1,102	680
Total interest expense	3,742	3,110	10,909	8,484
NET INTEREST INCOME	3,004	3,125	9,211	9,459
PROVISION (RECOVERY) FOR LOAN LOSSES	(20)	30	55	30
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	3,024	3,095	9,156	9,429
NON-INTEREST INCOME:				
Fees and other service charges	165	137	463	415
Gain on sale of real estate owned	-	-	-	100
Other	97	72	331	164
Total non-interest income	262	209	794	679
NON-INTEREST EXPENSE:				
Salaries and employee benefits	1,173	1,111	3,436	3,328
Data processing	117	113	370	354
Professional services	17	174	460	401
Office occupancy	85	86	267	236
Depreciation	54	60	173	180
Payroll taxes	61	59	208	203
Director compensation	60	67	198	206
Other	286	338	885	933
Total non-interest expense	1,853	2,008	5,997	5,841

INCOME BEFORE INCOME TAXES	1,433	1,296	3,953	4,267
INCOME TAXES:				
Current	501	260	1,065	1,215
Deferred (benefit) expense	(45)	154	50	128
Total income tax	456	414	1,115	1,343
NET INCOME	$ 977	$ 882	$ 2,838	$ 2,924
BASIC EARNINGS PER SHARE	$ 0.09	$ 0.07	$ 0.25	$ 0.24
DILUTED EARNINGS PER SHARE	$ 0.09	$ 0.07	$ 0.25	$ 0.24

See notes to unaudited consolidated financial statements.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME

	Common Stock	Additional Paid-In Capital	Unearned ESOP Shares	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Comprehensive Income
				(Dollars in thousands)				
BALANCE, OCTOBER 1, 2006	$ 126	$ 54,798	$ (4,127)	$ (6,422)	$ 42,539	$ 534	$ 87,448	
Comprehensive income:								
Net income					2,838		2,838	2,838
Net unrealized holding loss on available for sale securities arising during the period, net of income tax benefit of $166						(301)	(301)	(301)
Comprehensive income								$ 2,537
Treasury stock purchased				(6,148)			(6,148)	
Cash dividends declared ($.14 per share)					(1,586)		(1,586)	
Cumulative adjustment related to the adoption of SAB 108					172		172	
ESOP shares committed to be released	-	62	168	-	-	-	230	
BALANCE, June 30, 2007	$ 126	$ 54,860	$ (3,959)	$ (12,570)	$ 43,963	$ 233	$ 82,653	

	Common Stock	Additional Paid-In Capital	Unearned ESOP Shares	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Income	Total Stockholders' Equity	Comprehensive Income
				(Dollars in thousands)				
BALANCE, OCTOBER 1, 2005	$ 126	$ 54,734	$ (4,350)	$ (655)	$ 40,595	$ 375	$ 90,825	
Comprehensive income:								
Net income					2,924		2,924	2,924
Net unrealized holding loss on available for sale securities arising during the period, net of income tax benefit of $102						(189)	(189)	(189)
Comprehensive income								$ 2,735
Treasury stock purchased				(3,476)			(3,476)	
Cash dividends declared ($.12 per share)					(1,428)		(1,428)	
ESOP shares committed to be released	-	45	167	-	-	-	212	
BALANCE, June 30, 2006	$ 126	$ 54,779	$ (4,183)	$ (4,131)	$ 42,091	$ 186	$ 88,868	

See notes to unaudited consolidated financial statements

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	Nine Months Ended June 30,	
	2007	**2006**
	(Dollars in thousands)	
OPERATING ACTIVITIES:		
Net income	$ 2,838	$ 2,924
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan losses	55	30
Depreciation	173	180
Net accretion of premiums/discounts	(54)	(36)
Net accretion of deferred loan fees and costs	(269)	(241)
Amortization of ESOP	230	212
Gain on sale of real estate owned	-	(100)
Income from bank owned life insurance	(158)	(111)
Deferred income tax expense	50	128
Changes in assets and liabilities which (used) provided cash:		
Accounts payable and accrued expenses	1,693	(1,227)
Accrued interest payable	(419)	175
Prepaid expenses and other assets	(1,239)	(3,820)
Accrued interest receivable	(436)	(453)
Net cash provided by (used in) by operating activities	2,464	(2,339)
INVESTING ACTIVITIES:		
Purchase of investment securities held to maturity	(23,991)	(6,227)
Purchase of mortgage-backed securities held to maturity	(1,992)	-
Purchase of mortgage-backed securities available for sale	(1,901)	-
Loans originated or acquired	(54,093)	(71,583)
Principal collected on loans	50,199	32,331
Principal payments received on mortgage-backed securities:		
Held-to-maturity	5,550	9,345
Available for sale	507	-
Proceeds from calls/maturities of investment securities held to maturity	20,872	2,000
Net purchase of Federal Home Loan Bank stock	(221)	(675)
Proceeds from the sale of real estate owned	-	460
Purchases of equipment	(555)	(179)
Net cash used in investing activities	(5,625)	(34,528)
FINANCING ACTIVITIES:		
Net decrease in demand deposits, NOW accounts, and savings accounts	(8,377)	(12,705)
Net increase in certificates of deposit	15,136	20,142

Net advances from Federal Home Loan Bank		969		14,970
Increase in advances from borrowers for taxes and insurance		696		778
Cash dividends paid		(1,494)		(1,439)
Purchase of treasury stock		(6,148)		(3,476)
Net cash provided by financing activities		782		18,270
NET DECREASE IN CASH AND CASH EQUIVALENTS		(2,379)		(18,597)
CASH AND CASH EQUIVALENTS—Beginning of year		13,428		26,815
CASH AND CASH EQUIVALENTS—End of year	$	11,049	$	8,218
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:				
Interest paid on deposits and advances from Federal Home Loan Bank	$	11,329	$	8,309
Income taxes paid	$	978	$	1,325
SUPPLEMENTAL DISCLOSURE OF NONCASH ITEMS:				
Commitments to purchase investment securities	$	1,000,000	$	-

See notes to unaudited consolidated financial statements.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA AND SUBSIDIARIES

NOTES TO CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Prudential Bancorp, Inc. of Pennsylvania (the "Company") is a Pennsylvania corporation, which was organized to be the mid-tier holding company for Prudential Savings Bank (the "Bank"), which is a Pennsylvania-chartered, FDIC-insured savings bank with six full service branches in the Philadelphia area. The Company was organized in conjunction with the Bank's reorganization from a mutual savings bank to the mutual holding company structure in March 2005. The Bank is principally in the business of attracting deposits from its community through its branch offices and investing those deposits, together with funds from borrowings and operations, primarily in single-family residential loans and construction loans.

Prudential Mutual Holding Company, a Pennsylvania corporation, is the mutual holding company parent of the Company. Prudential Mutual Holding Company owns 59.5% (6,910,062 shares) of the Company's outstanding common stock as of June 30, 2007 and must always own at least a majority of the voting stock of the Company. In addition to the shares of the Company, Prudential Mutual Holding Company was capitalized with $100,000 in cash from the Bank in connection with the completion of the reorganization. The consolidated financial statements of the Company include the accounts of the Company and the Bank. In addition, Prudential Mutual Holding Company receives dividends on the common stock of the Company that it holds, and has incurred legal expenses related to the legal proceedings described in Part II, Item 1. All significant intercompany balances and transactions have been eliminated.

Prior to the reorganization described above, the Board of Directors approved a plan of charter conversion in May 2004 pursuant to which the Bank would convert its charter from a Pennsylvania-chartered mutual savings and loan association to a Pennsylvania-chartered mutual savings bank. The conversion to a Pennsylvania-chartered mutual savings bank was completed on August 20, 2004. As a result of the charter conversion, the Bank's primary federal banking regulator changed from the Office of Thrift Supervision to the Federal Deposit Insurance Corporation. The Pennsylvania Department of Banking remains as the Bank's state banking regulator.

In November 2005, the Bank formed PSB Delaware, Inc., a Delaware Corporation, as a subsidiary of the Bank. In March 2006, all mortgage-backed securities owned by the Company were transferred to PSB Delaware, Inc. The activity of PSB Delaware, Inc. is included as part of the consolidated financial statements.

The accompanying unaudited consolidated financial statements were prepared in accordance with the instructions to Form 10-Q, and therefore do not include all the information or footnotes necessary for complete financial statements in conformity with accounting principles generally accepted in the United States of America. However, all normal recurring adjustments that, in the opinion of management, are necessary for a fair presentation of the financial statements have been included. The results for the three months and nine months ended June 30, 2007 are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2007, or any other period. These financial statements should be read in conjunction with the audited consolidated financial statements of the Company and the accompanying notes thereto for the year ended September 30, 2006 included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2006.

Use of Estimates in the Preparation of Financial Statements—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 the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting

period. The most significant estimates and assumptions in the Company's consolidated financial statements are recorded in the allowance for loan losses and deferred income taxes. Actual results could differ from those estimates.

Dividend Payable - On June 20, 2007, the Company's Board of Directors declared a quarterly cash dividend of $.05 on the common stock of the Company payable on July 27, 2007 to the shareholders of record at the close of business on July 13, 2007 which resulted in a payable of $556,000 at June 30, 2007. The portion of the cash dividend payable to Prudential Mutual Holding Company due to its ownership of shares of the Company's common stock totaled $346,000.

Employee Stock Ownership Plan - In fiscal 2005, the Company established an employee stock ownership plan ("ESOP") for substantially all of its full-time employees. The ESOP purchased 452,295 shares of the Company's common stock for an aggregate cost of approximately $4.5 million. Shares of the Company's common stock purchased by the ESOP are held in a suspense account until released for allocation to participants. Shares are allocated to each eligible participant based on the ratio of each such participant's compensation, as defined in the ESOP, to the total compensation of all eligible plan participants. As the unearned shares are released from the suspense account, the Company recognizes compensation expense equal to the fair value of the ESOP shares during the periods in which they become committed to be released. To the extent that the fair value of the ESOP shares released differs from the cost of such shares, the difference is charged or credited to equity as adjustments to additional paid-in capital. As of June 30, 2007, the Company had allocated a total of 39,585 shares from the suspense account to participants and committed to release an additional 11,310 shares. For the nine months ended June 30, 2007, the Company recognized $231,000 in compensation expense.

Treasury Stock - Stock held in treasury by the Company is accounted for using the cost method, which treats stock held in treasury as a reduction to total stockholders' equity.

Comprehensive Income—The Company presents in the unaudited consolidated statement of changes in stockholders' equity and comprehensive income those amounts from transactions and other events which currently are excluded from the statement of income and are recorded directly to stockholders' equity. For the nine months ended June 30, 2007 and 2006, the only components of comprehensive income were net income and unrealized holding losses, net of income tax benefit, on available for sale securities. Comprehensive income totaled $2,537,000 and $2,735,000 for the nine months ended June 30, 2007 and 2006, respectively.

Recent Accounting Pronouncements - On July 13, 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), which is effective for fiscal years beginning after December 15, 2006. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes." This Interpretation prescribes a comprehensive model for how a company should recognize, measure, present and disclose in its financial statements uncertain tax positions that the company has taken or expects to take on a tax return. The Company is currently assessing the impact of FIN 48 on its financial statements.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurement." SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This Statement does not require any new fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company is currently assessing the impact of SFAS No. 157 on its financial statements.

In September 2006, the Securities and Exchange Commission ("SEC") issued SAB No. 108 expressing the SEC staff's views regarding the process of quantifying financial statement misstatements and the build up of improper amounts on the balance sheet. SAB No. 108 requires that registrants quantify errors using both a balance sheet and income statement approach and evaluate whether either approach results in a misstated amount that, when all relevant quantitative and qualitative factors are considered, is material. The built up misstatements, while not considered material in the individual years in which the misstatements were built up, may be considered material in a subsequent year if a company were to correct those misstatements through current period earnings. Initial application of SAB No. 108 allows registrants to elect not to restate prior periods but to reflect the initial application in their annual financial

statements covering the first fiscal year ending after November 15, 2006. The cumulative effect of the initial application should be reported in the carrying amounts of assets and liabilities as of the beginning of that fiscal year and the offsetting adjustment, net of tax, should be made to the opening balance of retained earnings for that year.

The Company implemented SAB No. 108 on October 1, 2006 which resulted in an increase in mortgage-backed securities held to maturity of approximately $321,000, an increase in income tax liabilities of approximately $149,000 and a cumulative adjustment to increase retained earnings as of that date by approximately $172,000. The adjustment relates to two separate accounting entries. The first entry pertains to the method of accounting that was utilized in past years for the recognition of investment income on mortgage-backed securities. Prior to fiscal 2006, the Company used the straight line method over the contractual life of the securities rather than using the effective yield method prescribed by SFAS No. 91, “Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases”. The impact of this entry was the correction of an understatement of mortgage-backed securities by approximately $321,000 and a corresponding understatement of income tax payable of $109,000. The second entry relates to a write off of a deferred tax asset of approximately $40,000 that was incorrectly accounted for in prior periods.

In prior periods, management performed a quantitative and qualitative analysis of the differences between these two methods of accounting and concluded that there was not a material impact on any past individual quarter or annual reporting periods.

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities”. The statement provides companies with an option to report selected financial assets and liabilities at fair value. This statement is effective as of the beginning of an entity’s first fiscal year that begins after November 15, 2007. Early adoption is permitted under certain circumstances. The Company is currently assessing the impact of SFAS No. 159 on its financial statements.

2. EARNINGS PER SHARE

Basic earnings per common share is computed based on the weighted average number of shares outstanding. Diluted earnings per share is computed based on the weighted average number of shares outstanding and common share equivalents ("CSEs") that would arise from the exercise of dilutive securities. As of June 30, 2007, the Company did not have outstanding any CSEs.

The calculated basic and diluted earnings per share are as follows:

	For the Quarter Ended June 30, 2007		For the Quarter Ended June 30, 2006	
	Basic	Diluted	Basic	Diluted
	(Dollars in thousands except per share data)			
Net income	$ 977	$ 977	$ 882	$ 882
Weighted average shares outstanding used in basic earnings per share computation	11,325,265	11,325,265	11,866,046	11,866,046
Effect of CSEs	-	-	-	-
Adjusted weighted average shares used in diluted earnings per share computation	11,325,265	11,325,265	11,866,046	11,866,046
Earnings per share - basic and diluted	$ 0.09	$ 0.09	$ 0.07	$ 0.07

	For the Nine Months Ended June 30, 2007		For the Nine Months Ended June 30, 2006	
	Basic	Diluted	Basic	Diluted
	(Dollars in thousands except per share data)			
Net income	$ 2,838	$ 2,838	$ 2,924	$ 2,924
Weighted average shares outstanding used in basic earnings per share computation	11,498,527	11,498,527	11,984,754	11,984,754
Effect of CSEs	-	-	-	-
Adjusted weighted average shares used in diluted earnings per share computation	11,498,527	11,498,527	11,984,754	11,984,754
Earnings per share - basic and diluted	$ 0.25	$ 0.25	$ 0.24	$ 0.24

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3. INVESTMENT SECURITIES

The amortized cost and fair value of securities, with gross unrealized gains and losses, are as follows:

	June 30, 2007			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity:				
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$ 132,330	$ 6	$ (3,352)	$ 128,984
Debt securities - Municipal bonds	2,885	-	(74)	2,811
Total securities held to maturity	$ 135,215	$ 6	$ (3,426)	$ 131,795
Securities available for sale:				
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$ 2,999	$ -	$ (81)	$ 2,918
FNMA stock	-	8	-	8
Mutual fund	34,982	-	(1,141)	33,841
FHLMC preferred stock	26	1,579	-	1,605
Total securities available for sale	$ 38,007	$ 1,587	$ (1,222)	$ 38,372

	September 30, 2006			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity:				
Debt securities - U.S. Treasury securities and securities of U.S. Government agencies	$ 129,199	$ -	$ (2,459)	$ 126,740
Debt securities - Municipal bonds	2,885	6	(38)	2,853
Total securities held to maturity	$ 132,084	$ 6	$ (2,497)	$ 129,593
Securities available for sale:				
Debt securities - U.S. Treasury securities	$ 2,999	$ -	$ (64)	$ 2,935

and securities of U.S. Government agencies				
FNMA stock	-	6	-	6
Mutual fund	34,982	-	(930)	34,052
FHLMC preferred stock	26	1,728	-	1,754
Total securities available for sale	$ 38,007	$ 1,734	$ (994)	$ 38,747

The following table shows the gross unrealized losses and related estimated fair values of the Company's investment securities, aggregated by investment category and length of time that individual securities have been in a continuous loss position at June 30, 2007:

	Less than 12 months		More than 12 months	
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity:				
U.S. Treasury and Government agencies	$ 379	$ 23,612	$ 2,973	$ 103,364
Municipal bonds	-	-	74	1,566
Total securities held to maturity	379	23,612	3,047	104,930
Securities available for sale:				
U.S. Treasury and Government agencies	-	-	81	2,918
Mutual fund	-	-	1,141	33,841
Total securities available for sale	-	-	1,222	36,759
Total	$ 379	$ 23,612	$ 4,269	$ 141,689

The following table shows the gross unrealized losses and related estimated fair values of the Company's investment securities, aggregated by investment category and length of time that individual securities have been in a continuous loss position at September 30, 2006:

	Less than 12 months		More than 12 months	
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity:				
U.S. Treasury and Government agencies	$ 76	$ 8,919	$ 2,383	$ 114,821
Municipal bonds	-	-	38	1,601
Total securities held to maturity	76	8,919	2,421	116,422
Securities available for sale:				
U.S. Treasury and Government agencies	-	-	64	2,935
Mutual fund	-	-	930	34,052
Total securities available for sale	-	-	994	36,987
Total	$ 76	$ 8,919	$ 3,415	$ 153,409

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. For all securities that are in an unrealized loss position for an extended period of time and for all securities whose fair value is significantly below amortized cost, the Company performs an evaluation of the specific events attributable to the market decline of the security. The Company considers the length of time and extent to which the security's market value has been below cost as well as the general market conditions, industry characteristics, and the fundamental operating results of the issuer to determine if the decline is other-than-temporary. The Company also considers as part of the evaluation its intent and ability to hold the security until its market value has recovered to a level at least equal to the amortized cost. When the Company determines that a security's unrealized loss is other-than-temporary, a realized loss is recognized in the period in which the decline in value is determined to be other-than-temporary. The write-downs are measured based on public market prices of the security at the time the Company determines the decline in value was other-than temporary.

At June 30, 2007, securities in a gross unrealized loss position for twelve months or longer consisted of 113 securities having an aggregate depreciation of 2.9% from the Company's amortized cost basis as of June 30, 2007. As of June 30, 2007, securities in a gross unrealized loss position for less than twelve months consisted of 23 securities having an aggregate depreciation of 1.6% from the Company's amortized cost basis. The unrealized losses disclosed above are primarily related to movement in market interest rates. Although the fair value will fluctuate as the market interest rates move, the majority of the Company's investment portfolio consists of low risk securities from U.S. government agencies or government sponsored enterprises. If held to maturity, the contractual principal and interest payments of such securities are expected to be received in full. As such, no loss in value is expected over the lives of the securities. Although not all of the securities are classified as held to maturity, the Company has the ability to hold these securities until they mature and does not intend to sell the securities at a loss. The Company also has a significant investment in a mutual fund that invests in adjustable-rate mortgage-backed securities. Management believes that the estimated fair value of the mutual fund is also primarily dependent upon the movement in market interest rates. Although the investment in the mutual fund is classified as available for sale, the Company has the intent and ability to hold the mutual fund until the fair value increases and does not intend to sell it at a loss. Based on the above, management believes that the unrealized losses are temporary. The determination of whether a decline in market value is temporary is necessarily a matter of subjective judgment. The timing and amount of any realized losses reported in the Company's financial statements could vary if conclusions other than those made by management were to determine whether an other-than-temporary impairment exists.

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

	June 30, 2007			
	Held to Maturity		Available for Sale	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)			
Due within one year	$ 6,000	$ 5,961	$ -	$ -
Due after one through five years	26,001	25,634	-	-
Due after five through ten years	39,292	38,431	1,000	993
Due after ten years	63,922	61,769	1,999	1,925
Total	$ 135,215	$ 131,795	$ 2,999	$ 2,918

	September 30, 2006			
	Held to Maturity		Available for Sale	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)			
Due within one year	$ 13,085	$ 13,034	$ -	$ -
Due after one through five years	33,084	32,601	-	-
Due after five through ten years	39,986	39,356	1,000	985
Due after ten years	45,929	44,602	1,999	1,950
Total	$ 132,084	$ 129,593	$ 2,999	$ 2,935

4. MORTGAGE-BACKED SECURITIES

Mortgage-backed securities are summarized as follows:

	June 30, 2007			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
		(Dollars in thousands)		
Securities held to maturity				
GNMA pass-through certificates	$ 44,015	$ 8	$ (2,015)	$ 42,008
FNMA pass-through certificates	1,425	-	(83)	1,342
FHLMC pass-through certificates	1,724		(28)	1,696
Total securities held to maturity	$ 47,164	$ 8	$ (2,126)	$ 45,046
Securities available for sale				
FNMA pass-through certificates	$ 5,929	$ 16	$ (28)	$ 5,917

Total securities available for sale	$ 5,929	$ 16	$ (28)	$ 5,917

	September 30, 2006			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity				
GNMA pass-through certificates	$ 46,992	$ 157	$ (896)	$ 46,253
FNMA pass-through certificates	1,448	-	(53)	1,395
FHLMC pass-through certificates	1,920		(42)	1,878
Total securities held to maturity	$ 50,360	$ 157	$ (991)	$ 49,526
Securities available for sale				
FNMA pass-through certificates	$ 4,535	$ 80	$ -	$ 4,615
Total securities available for sale	$ 4,535	$ 80	$ -	$ 4,615

The following table shows the gross unrealized losses and related estimated fair values of the Company's mortgage-backed securities and length of time that individual securities have been in a continuous loss position at June 30, 2007:

	Less than 12 months		More than 12 months	
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity:				
GNMA pass-through certificates	$ 271	$ 9,188	$ 1,744	$ 31,614
FNMA pass-through certificates			83	1,342
FHLMC pass-through certificates	-	-	28	1,695
Total securities held to maturity	271	9,188	1,855	34,651
Securities available for sale:				
FNMA pass-through certificates	28	1,853	-	-
Total securities available for sale	28	1,853	-	-
Total	$ 299	$ 11,041	$ 1,855	$ 34,651

The following table shows the gross unrealized losses and related estimated fair values of the Company's mortgage-backed securities, and length of time that individual securities have been in a continuous loss position at September 30, 2006:

	Less than 12 months		More than 12 months	
	Gross Unrealized Losses	Estimated Fair Value	Gross Unrealized Losses	Estimated Fair Value
	(Dollars in thousands)			
Securities held to maturity:				
GNMA pass-through certificates	$ 526	$ 25,602	$ 370	$ 11,200
FNMA pass-through certificates	52	1,395	1	
FHLMC pass-through certificates	42	1,877	-	-
Total	$ 620	$ 28,874	$ 371	$ 11,200

At September 30, 2006, all mortgage-backed securities available-for-sale were in an unrealized gain position.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. For all securities that are in an unrealized loss position for an extended period of time and for all securities whose fair value is significantly below amortized cost, the Company performs an evaluation of the specific events attributable to the market decline of the security. The Company considers the length of time and extent to which the security's market value has been below cost as well as the general market conditions, industry characteristics, and the fundamental operating results of the issuer to determine if the decline is other-than-temporary. The Company also considers as part of the evaluation its intent and ability to hold the security until its market value has recovered to a level at least equal to the amortized cost. When the Company determines that a security's unrealized loss is other-than-temporary, a realized loss is recognized in the period in which the decline in value is determined to be other-than-temporary. The write-downs are measured based on public market prices of the security at the time the Company determines the decline in value was other-than-temporary.

At June 30, 2007, mortgage-backed securities in a gross unrealized loss position for twelve months or longer consisted of 31 securities having an aggregate depreciation of 5.1% from the Company's amortized cost basis. Mortgage-backed securities in a gross unrealized loss position for less than twelve months consist of 15 securities having an aggregate depreciation of 2.6% from the Company's amortized cost basis. The unrealized losses disclosed above are primarily related to movement in market interest rates. Although the fair value will fluctuate as the market interest rates move, the Company's entire mortgage-backed securities portfolio consists of low-risk securities issued by U.S. government sponsored enterprises. If held to maturity, the contractual principal and interest payments of such securities are expected to be received in full. As such, no loss in value is expected over the lives of the securities. The Company has the ability to hold these securities until they mature and does not intend to sell the securities at a loss. Based on the above, management believes that the unrealized losses are temporary. The determination of whether a decline in market value is temporary is necessarily a matter of subjective judgment. The timing and amount of any realized losses reported in the Company's financial statements could vary if conclusions other than those made by management were to determine whether an other-than-temporary impairment exists.

5. LOANS RECEIVABLE

Loans receivable consist of the following:

	June 30, 2007	September 30, 2006
	(Dollars in thousands)	
One-to-four family residential	$ 159,484	$ 155,454
Multi-family residential	4,651	5,074
Commercial real estate	15,956	11,339
Construction and land development	61,200	82,801
Commercial business	990	234
Consumer	807	1,239
Total loans	243,088	256,141
Undisbursed portion of loans-in-process	(19,193)	(36,258)
Deferred loan fees	302	153
Allowance for loan losses	(671)	(618)
Net	$ 223,526	$ 219,418

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The following schedule summarizes the changes in the allowance for loan losses:

	Nine Months Ended June 30,	
	2007	2006
	(Dollars in thousands)	
Balance, beginning of period	$ 618	$ 558
Provision for loan losses	55	30
Charge-offs	(2)	-
Recoveries	-	-
Balance, end of period	$ 671	$ 588

Nonperforming loans (which consist of nonaccrual loans and loans in excess of 90 days delinquent and still accruing interest) at June 30, 2007 and September 30, 2006 amounted to approximately $497,000 and $151,000, respectively.

6. DEPOSITS

Deposits consist of the following major classifications:

	June 30, 2007		September 30, 2006	
	(Dollars in thousands)			
	Amount	Percent	Amount	Percent
Money market deposit accounts	$ 64,813	18.3%	$ 64,498	18.6%
NOW accounts	30,060	8.5	34,203	9.8
Passbook, club and statement savings	72,441	20.5	76,989	22.2
Certificates maturing in six months or less	111,716	31.5	77,904	22.4
Certificates maturing in more than six months	75,022	21.2	93,698	27.0
Total	$ 354,052	100.0%	$ 347,292	100.0%

At June 30, 2007 and September 30, 2006, the weighted average cost of funds was 3.8% and 3.5%, respectively.

7. INCOME TAXES

Items that gave rise to significant portions of deferred income taxes are as follows:

	June 30, 2007	September 30, 2006
Deferred tax assets:	(Dollars in thousands)	
Deposit premium	$ 277	$ 314
Allowance for loan losses	249	247
Employee stock ownership plan	70	-
Other	-	40
Total	596	601
Deferred tax liabilities:		
Unrealized gain on available for sale securities	120	286
Property	443	407
Mortgage servicing rights	8	10
Deferred loan fees	102	51
Total	673	754
Net deferred tax liability	$ (77)	$ (153)

8. COMMITMENTS AND CONTINGENT LIABILITIES

At June 30, 2007, the Company had $6,094,000 in outstanding commitments to originate fixed and variable- rate loans with market interest rates ranging from 5.38% to 9.25%. At September 30, 2006, the Company had $4,933,000 in outstanding commitments to originate fixed and variable-rate loans with market interest rates ranging from 6.00% to 9.25%.

The Company also had commitments under unused lines of credit of $7,364,000 and $6,706,000 at June 30, 2007 and September 30, 2006, respectively. There were no letters of credit outstanding at June 30, 2007 while there were letters of credit outstanding of $110,000 at September 30, 2006.

Among the Company’s contingent liabilities are exposures to limited recourse arrangements with respect to the Company’s sales of whole loans and participation interests. At June 30, 2007, the exposure, which represents a portion of credit risk associated with the interests sold, amounted to $64,451. This exposure is for the life of the related loans and payables, on our proportionate share, as actual losses are incurred.

The Company is involved in various legal proceedings occurring in the ordinary course of business. Management of the Company, based on discussions with litigation counsel, believes that such proceedings will not have a material adverse effect on the financial condition or operations of the Company. There can be no assurance that any of the outstanding legal proceedings to which the Company is a party will not be decided adversely to the Company's interests and have a material adverse effect on the financial condition and operations of the Company.

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

Overview. Prudential Bancorp, Inc. of Pennsylvania (the "Company") was formed by Prudential Savings Bank (the "Bank") in connection with the Bank's reorganization into the mutual holding company form. The Company's results of operations are primarily dependent on the results of the Bank, which is a wholly owned subsidiary of the Company. The Company's results of operations depend to a large extent on net interest income, which is the difference between the income earned on its loan and securities portfolios and the cost of funds, which is the interest paid on deposits and borrowings. Results of operations are also affected by our provisions for loan losses, non-interest income and non-interest expense. Non-interest expense principally consists of salaries and employee benefits, office occupancy, depreciation, data processing expense, payroll taxes and other expense. Our results of operations are also significantly affected by general economic and competitive conditions, particularly changes in interest rates, government policies and actions of regulatory authorities. Future changes in applicable laws, regulations or government policies may materially impact our financial condition and results of operations. The Bank is subject to regulation by the Federal Deposit Insurance Corporation ("FDIC") and the Pennsylvania Department of Banking. The Bank's main office is in Philadelphia, Pennsylvania, with five additional banking offices located in Philadelphia and Delaware Counties in Pennsylvania. The Bank's primary business consists of attracting deposits from the general public and using those funds together with borrowings to originate loans and to invest primarily in U.S. Government and agency securities and mortgage-backed securities. In November 2005, the Bank formed PSB Delaware, Inc., a Delaware Corporation, as a subsidiary of the Bank. In March 2006, all mortgage-backed securities owned by the Bank were transferred to PSB Delaware, Inc. The activity of PSB Delaware, Inc. is included as part of the consolidated financial statements.

Critical Accounting Policies. In reviewing and understanding financial information for the Company, you are encouraged to read and understand the significant accounting policies used in preparing our financial statements. These policies are described in Note 2 of the Notes to Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended September 30, 2006. The accounting and financial reporting policies of the Company conform to accounting principles generally accepted in the United States of America and to general practices within the banking industry. The preparation of the Company's consolidated financial statements 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 financial statements and the reported amounts of income and expenses during the reporting period. Management evaluates these estimates and assumptions on an ongoing basis. The following accounting policies comprise those that management believes are the most critical to aid in fully understanding and evaluating our reported financial results. These policies require numerous estimates or economic assumptions that may prove inaccurate or may be subject to variations which may significantly affect our reported results and financial condition for the period or in future periods.

Allowance for Loan Losses. The allowance for loan losses is established through a provision for loan losses charged to expense. Loans are charged against the allowance for loan losses when management believes that the collectibility of the principal is unlikely. Subsequent recoveries are added to the allowance. The allowance is an amount that management believes will cover known and inherent losses in the loan portfolio that are both probable and reasonable to estimate, based on evaluations of the collectibility of loans. The evaluations take into consideration such factors as changes in the types and amount of loans in the loan portfolio, historical loss experience, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, estimated losses relating to specifically identified loans, and current economic conditions. This evaluation is inherently subjective as it requires material estimates including, among others, exposure at default, the amount and timing of expected future cash flows on affected loans, value of collateral, estimated losses on our commercial, construction and residential loan portfolios and general amounts for historical loss experience. All of these estimates may be susceptible to significant change.

While management uses the best information available to make loan loss allowance evaluations, adjustments to the allowance may be necessary based on changes in economic and other conditions or changes in accounting guidance. Historically, our estimates of the allowance for loan loss have not required significant adjustments from management's initial estimates. In addition, the Pennsylvania Department of Banking and the FDIC, as an integral part of their examination processes, periodically review our allowance for loan losses. The Pennsylvania Department of Banking and the FDIC may require the recognition of adjustments to the allowance for loan losses based on their judgment of information available to them at the time of their examinations. To the extent that actual outcomes differ from management's estimates, additional provisions to the allowance for loan losses may be required that would adversely impact earnings in future periods.

Income Taxes. We make estimates and judgments to calculate some of our tax liabilities and determine the recoverability of some of our deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenues and expenses. We also estimate a reserve for deferred tax assets if, based on the available evidence, it is more likely than not that some portion or all of the recorded deferred tax assets will not be realized in future periods. These estimates and judgments are inherently subjective. In the past, our estimates and judgments to calculate our deferred tax amounts have not required significant revision to our initial estimates.

In evaluating our ability to recover deferred tax assets, we consider all available positive and negative evidence, including our past operating results and our forecast of future taxable income. In determining future taxable income, we make assumptions for the amount of taxable income, the reversal of temporary differences and the implementation of feasible and prudent tax planning strategies. These assumptions require us to make judgments about our future taxable income and are consistent with the plans and estimates we use to manage our business. Any reduction in estimated future taxable income may require us to record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance would result in additional income tax expense in the period and could have a significant impact on our future earnings.

Forward-looking Statements. In addition to historical information, this Quarterly Report on Form 10-Q includes certain "forward-looking statements" based on management's current expectations. The Company's actual results could differ materially, as such term is defined in the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, from management's expectations. Such forward-looking statements include statements regarding management's current intentions, beliefs or expectations as well as the assumptions on which such statements are based. These forward-looking statements are subject to significant business, economic and competitive uncertainties and contingencies, many of which are not subject to the Company's control. You are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. Factors that could cause future results to vary from current management expectations include, but are not limited to, general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities, changes in interest rates, deposit flows, the cost of funds, demand for loan products, demand for financial services, competition, changes in the quality or composition of the Company's loan and investment portfolios, changes in accounting principles, policies or guidelines and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and fees.

The Company undertakes no obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results that occur subsequent to the date such forward-looking statements are made.

COMPARISON OF FINANCIAL CONDITION AT JUNE 30, 2007 AND SEPTEMBER 30, 2006

At June 30, 2007, the Company's total assets were $477.4 million, an increase of $5.0 million from $472.4 million at September 30, 2006. The increase was primarily attributable to an increase in loans of $4.1 million. In particular, increases occurred in the one-to-four family residential and commercial real estate loan portfolios which were partially offset by decreases in construction and land development loans.

Total liabilities increased $9.8 million to $394.8 million at June 30, 2007 from $384.9 million at September 30, 2006. The increase was primarily attributable to a $6.8 million increase in deposits, primarily in certificates of deposit.

Stockholders' equity decreased by $4.8 million to $82.7 million at June 30, 2007 as compared to $87.4 million at September 30, 2006 primarily as a result of the cost of stock repurchased during the nine month period ended June 30, 2007 of $6.1 million and the declaration of cash dividends totaling $1.6 million offset, in part, by net income during the nine month period ended June 30, 2007 of $2.8 million.

COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED JUNE 30, 2007 AND 2006

Net income. Net income was $977,000 for the quarter ended June 30, 2007 as compared to $882,000 for the same period in 2006. The increase was primarily due to a decrease in non-interest expense and an increase non-interest income partially offset by a decrease in net interest income and an increase in income tax.

For the nine month period ended June 30, 2007, net income was $2.8 million compared to $2.9 for the comparable period in 2006. The decrease was primarily due to a decrease in net interest income and an increase in non-interest expense, partially offset by a decrease in income tax expense and an increase in non-interest income.

Net interest income. Net interest income decreased $121,000 or 3.9% to $3.0 million for the three months ended June 30, 2007 as compared to $3.1 million for the same period in 2006. The decrease was due to a $632,000 or 20.3% increase in interest expense partially offset by a $511,000 or 8.2% increase in interest income. The increase in interest expense resulted primarily from a 52 basis point increase to 3.96% in the weighted average rate paid on interest-bearing liabilities, reflecting the effects of increases in market rates of interest during the past year. Also contributing to the increase in interest expense was a $16.9 million or 4.7% increase in the average balance of interest-bearing liabilities for the three months ended June 30, 2007, as compared to the same period in 2006. The increase in interest income resulted primarily from a 29 basis point increase in the weighted average yield earned on such assets to 5.93% for the quarter ended June 30, 2007 from the comparable period in 2006 combined with a $13.2 million or 3.0% increase in the average balance of interest-earning assets for the three months ended June 30, 2007, as compared to the same period in 2006.

For the nine months ended June 30, 2007, net interest income decreased $248,000 or 2.6% to $9.2 million as compared to $9.4 million for the same period in 2006. The decrease was due to a $2.4 million or 28.6% increase in interest expense partially offset by a $2.2 million or 12.1% increase in interest income. The increase in interest expense resulted primarily from a 68 basis point increase to 3.88% in the weighted average rate paid on interest-bearing liabilities, reflecting the increase in market rates of interest during the past year. Also contributing to the increase in interest expense was a $21.1 million or 6.0% increase in the average balance of interest-bearing liabilities for the nine months ended June 30, 2007 as compared to the same period in 2006. The increase in interest income resulted primarily from a 43 basis point increase in the weighted average yield earned on such assets to 5.92% for the nine month period ended June 30, 2007 from the comparable period in 2006 combined with a $17.5 million or 4.0% increase in the average balance of interest-earning assets for the nine months ended June 30, 2007 as compared to the same period in 2006.

For the quarter ended June 30, 2007, the net interest margin was 2.64% as compared to 2.83% for the same period in 2006. For the nine months ended June 30, 2007, the net interest margin was 2.71%, as compared to 2.89% for the comparable period in 2006. The compression in the net interest margin reflected the more rapid increase in the weighted average rate paid on interest-bearing liabilities due to their greater interest rate sensitivity, partially offset by an increase in the weighted average yield on interest-earning assets combined with an increase in the volume of interest-earning assets.

Average Balances, Net Interest Income, and Yields Earned and Rates Paid. The following table shows for the periods indicated the total dollar amount of interest from average interest-earning assets and the resulting yields, as well as the total dollar amount of interest expense on average interest-bearing liabilities and the resulting rates, and the

net interest margin. Tax-exempt income and yields have not been adjusted to a tax-equivalent basis. All average balances are based on monthly balances. Management does not believe that the monthly averages differ significantly from what the daily averages would be.

	Three Months Ended June 30,					
	2007			2006		
	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
	(Dollars in Thousands)					
Interest-earning assets:						
Investment securities	$ 175,293	$ 2,231	5.09%	$ 175,118	$ 2,043	4.67%
Mortgage-backed securities	53,318	692	5.19	59,188	769	5.20
Loans receivable(1)	222,409	3,792	6.82	204,260	3,380	6.62
Other interest-earning assets	4,246	31	2.92	3,452	43	4.98
Total interest-earning assets	455,266	6,746	5.93	442,018	6,235	5.64
Cash and non-interest-bearing balances	3,936			4,848		
Other non-interest-earning assets	11,520			11,436		
Total assets	$ 470,722			$ 458,302		
Interest-bearing liabilities:						
Savings accounts	$ 70,847	469	2.65	$ 81,167	635	3.13
Money market deposit and NOW accounts	92,993	832	3.58	95,008	781	3.29
Certificates of deposit	184,617	2,052	4.45	161,944	1,398	3.45
Total deposits	348,457	3,353	3.85	338,119	2,814	3.33
Advances from Federal Home Loan Bank	28,043	387	5.52	21,544	294	5.46
Advances from borrowers for taxes and insurance	1,553	2	0.52	1,451	2	0.55
Total interest-bearing liabilities	378,053	3,742	3.96	361,114	3,110	3.44
Non-interest-bearing liabilities:						
Non-interest-bearing demand accounts	4,895			4,146		
Other liabilities	3,267			3,370		
Total liabilities	386,215			368,630		
Stockholders' equity	84,507			89,672		
Total liabilities and stockholders' equity	$ 470,722			$ 458,302		
Net interest-earning assets	$ 77,213			$ 80,904		
Net interest income; interest rate spread		$ 3,004	1.97%		$ 3,125	2.20%
Net interest margin(2)			2.64%			2.83%

Average interest-earning assets to average interest-bearing liabilities	120.42%	122.40%

(1) Includes non-accrual loans. Calculated net of unamortized deferred fees, undisbursed portion of loans-in-process and allowance for loan losses.

(2) Equals net interest income divided by average interest-earning assets.

	Nine Months Ended June 30,					
	2007			2006		
	Average Balance	Interest	Average Yield/Rate	Average Balance	Interest	Average Yield/Rate
	(Dollars in Thousands)					
Interest-earning assets:						
Investment securities	$ 173,228	$ 6,490	5.00%	$ 174,001	$ 5,928	4.54%
Mortgage-backed securities	53,796	2,105	5.22%	62,314	2,421	5.18%
Loans receivable(1)	221,238	11,402	6.87%	191,090	9,335	6.51%
Other interest-earning assets	5,102	123	3.21%	8,461	259	4.08%
Total interest-earning assets	453,364	20,120	5.92%	435,866	17,943	5.49%
Cash and non-interest-bearing balances	4,403			4,696		
Other non-interest-earning assets	11,419			10,011		
Total assets	$ 469,186			$ 450,573		
Interest-bearing liabilities:						
Savings accounts	$ 72,727	1,582	2.90%	$ 83,065	1,834	2.94%
Money market deposit and NOW accounts	94,371	2,505	3.54%	99,412	2,259	3.03%
Certificates of deposit	179,202	5,714	4.25%	152,973	3,704	3.23%
Total deposits	346,300	9,801	3.77%	335,450	7,797	3.10%
Advances from Federal Home Loan Bank	26,542	1,102	5.54%	16,389	680	5.53%
Advances from borrowers for taxes and insurance	1,595	6	0.50%	1,513	7	0.62%
Total interest-bearing liabilities	374,437	10,909	3.88%	353,352	8,484	3.20%
Non-interest-bearing liabilities:						
Non-interest-bearing demand accounts	5,099			3,369		
Other liabilities	3,181			3,127		
Total liabilities	382,717			359,848		
Stockholders' equity	86,469			90,725		
Total liabilities and stockholders' equity	$ 469,186			$ 450,573		
Net interest-earning assets	$ 78,927			$ 82,514		
Net interest income; interest rate spread		$ 9,211	2.04%		$ 9,459	2.29%
Net interest margin(2)			2.71%			2.89%

Average interest-earning assets to average interest-bearing liabilities	121.08%	123.35%

(1) Includes non-accrual loans. Calculated net of unamortized deferred fees, undisbursed portion of loans-in-process and allowance for loan losses.

(2) Equals net interest income divided by average interest-earning assets.

Provision for loan losses. Provisions for loan losses are charged to earnings to maintain the total allowance for loan losses at a level believed by management to cover all known and inherent losses in the loan portfolio which are both probable and reasonably estimable. Management's analysis includes consideration of the Company's historical experience, the volume and type of lending conducted by the Company, the amount of the Company's classified assets, the status of past due principal and interest payments, general economic conditions, particularly as they relate to the Company's primary market area, and other factors related to the collectibility of the Company's loan portfolio. The Company reduced the provision for loan losses by $20,000 for the quarter ended June 30, 2007 and incurred a $55,000 expense for the nine month period ended June 30, 2007. Provision expense was $30,000 for three and nine month periods ended June 30, 2006. The provision for the nine month period ended June 30, 2007 was established due to growth in the loan portfolio over the past year. The provision reduction in the current quarter was due to a reduction in the Company's exposure in construction and land development loans including loan in process.

At June 30, 2007, the Company's non-performing assets totaled $497,000 or 0.1% of total assets and consisted of five single-family residential real estate loans and two commercial real estate loans. The allowance for loan losses totaled $671,000, or 0.3% of total loans and 135.01% of non-performing loans at such date.

The secondary mortgage market has been adversely impacted during the third quarter of fiscal 2007 and through the filing date of this Form 10-Q by deteriorating investor demand for mortgage loan products, particularly with regard to subprime products, as investors are tightening credit standards and offering less favorable pricing. For the three and nine month periods ended June 30, 2007 and through the date of this filing, the Company has not experienced a decline in credit quality based on trends in net charge-offs, delinquencies, and nonperforming assets. At both June 30, 2007 and September 30, 2006, the Company had no real estate loans that would be considered subprime loans, which are defined as mortgage loans advanced to borrowers who do not qualify for loans bearing market interest rates because of problems with their credit history. The Company does not originate subprime loans. The Company's lending standards are discussed in Item 1 of its Annual Report on Form 10-K for the year ended September 30, 2006.

Management continues to review its loan portfolio to determine the extent, if any, to which further additional loss provisions may be deemed necessary. There can be no assurance that the allowance for losses will be adequate to cover losses which may in fact be realized in the future or that additional provisions for losses will not be required.

Non-interest income. Non-interest income increased $53,000 for the quarter ended June 30, 2007, as compared to the same period in 2006 and increased $115,000 for the nine months ended June 30, 2007 as compared to the same period in 2006. The increase for the nine months ended June 30, 2007 was primarily due a successful recovery of $88,000 in the first fiscal quarter of 2007, which represented a portion of our losses and legal fees related to a previously disclosed lawsuit which was settled in 2004. Also contributing to the increase in both the three and nine month periods in 2007 were credits paid by a new "Official Check" service provider for the amount of checks issued but not yet paid totaling $22,000 and $59,000, respectively, which were not applicable in the comparable periods in 2006. Additionally, there was an increase in income from bank owned life insurance ("BOLI") of $46,000 for the nine months ended June 30, 2007 compared to the comparable period in 2006. Income from BOLI was minimal during the first quarter of the 2006 period as the BOLI was purchased near the end of the first quarter of fiscal 2006. The 2006 period was beneficially affected by a $100,000 gain on sale of real estate owned recognized in 2006 which was not applicable in the 2007 period.

Non-interest expenses. For the quarter ended June 30, 2007, non-interest expense decreased $155,000 compared to the same quarter in 2006. This was primarily due to a decrease in professional fees of $157,000. The preponderance of the decrease in professional fees was related to a reimbursement from our insurance carrier for legal expenses associated with the defense of a previously disclosed lawsuit commenced in October 2006 by a shareholder, Stilwell Value Partners I, L.P. For the nine month period ended June 30, 2007, non-interest expense increased $156,000 compared to the same period in 2006 primarily due to an increase in salaries and employee benefits of $108,000, the majority of which related to normal merit pay rate increases. Also contributing to the increase was a $59,000 increase

in professional fees primarily related to increased expenses associated with audit and accounting services.

Income tax expense. Income tax expense for the quarter and nine months ended June 30, 2007 amounted to $456,000 and $1.1 million, respectively, compared to $414,000 and $1.3 million, respectively, for the quarter and nine months ended June 30, 2006. The effective income tax rate decreased slightly to 31.8% for the quarter ended June 30, 2007 compared to 31.9% for the quarter ended June 30, 2006. For the nine month period ended June 30, 2007, the effective tax rate decreased to 28.2% from 31.5% from the same period in 2006. The lower effective tax rate in the 2007 period was primarily attributable to certain tax benefits the Company realized as a result of the adjustment of a valuation allowance that had previously been established for accrued liabilities related to prior period tax accruals and the implementation of various tax strategies.

LIQUIDITY AND CAPITAL RESOURCES

The Company's liquidity, represented by cash and cash equivalents, is a product of its operating, investing and financing activities. Our primary sources of funds are from deposits, scheduled principal and interest payments on loans, loan prepayments and the maturity of loans, mortgage-backed securities and other investments, and other funds provided from operations. While scheduled payments from the amortization of loans and mortgage-backed securities and maturing investment securities are relatively predictable sources of funds, deposit flows and loan and securities prepayments can be greatly influenced by market rates of interest, economic conditions and competition. We also maintain excess funds in short-term, interest-bearing assets that provide additional liquidity. At June 30, 2007, our cash and cash equivalents amounted to $11.0 million. In addition, our available for sale investment and mortgage-backed securities amounted to an aggregate of $44.3 million at such date.

We use our liquidity to fund existing and future loan commitments, to fund maturing certificates of deposit and demand deposit withdrawals, to invest in other interest-earning assets, and to meet operating expenses. At June 30, 2007, the Company had $6.1 million in outstanding commitments to originate fixed and variable-rate loans, not including loans in process. The Company also had commitments under unused lines of credit of $7.4 million at June 30, 2007. Certificates of deposit at June 30, 2007 maturing in one year or less totaled $146.2 million. Based upon historical experience, we anticipate that a significant portion of the maturing certificates of deposit will be redeposited with us.

In addition to cash flow from loan and securities payments and prepayments as well as from sales of available for sale securities, we have significant borrowing capacity available to fund liquidity needs should the need arise. Our borrowings consist solely of advances from the Federal Home Loan Bank of Pittsburgh, of which we are a member. Under terms of the collateral agreement with the Federal Home Loan Bank, we pledge residential mortgage loans and mortgage-backed securities as well as our stock in the Federal Home Loan Bank as collateral for such advances. However, use of FHLB advances has been relatively limited and the amount outstanding has remained relatively constant during the past several years, only fluctuating materially since fiscal year 2006 in order to fund loan growth. At June 30, 2007, we had $32.8 million in outstanding FHLB advances and we had the ability to borrow an additional $252.3 million in FHLB advances.

We anticipate that we will continue to have sufficient funds and alternative funding sources to meet our current commitments.

The Company had no collateral underlying mortgage-backed securities that would be considered subprime loans, which are defined as mortgage loans advanced to borrowers who do not qualify for loans bearing market interest rates because of problems with their credit history. All mortgage-backed securities owned by the Company as of June 30, 2007 possessed the highest possible investment credit rating.

The following table summarizes the Company and Bank's regulatory capital ratios as of June 30, 2007 and September 30, 2006 and compares them to current regulatory guidelines.

	Actual Ratio	Required for Capital Adequacy Purposes	To Be Well Capitalized Under Prompt Corrective Action Provisions
June 30, 2007:			
Tier 1 capital (to average assets)			
The Company	17.51%	4.0%	N/A
The Bank	15.35%	4.0%	5.0%
Tier 1 capital (to risk weighted assets)			
The Company	37.26%	4.0%	N/A
The Bank	32.66%	4.0%	6.0%
Total capital (to risk weighted assets)			
The Company	37.66%	8.0%	N/A
The Bank	33.05%	8.0%	10.0%
September 30, 2006:			
Tier 1 capital (to average assets)			
The Company	18.64%	4.0%	N/A
The Bank	14.74%	4.0%	5.0%
Tier 1 capital (to risk weighted assets)			
The Company	39.23%	4.0%	N/A
The Bank	31.12%	4.0%	6.0%
Total capital (to risk weighted assets)			
The Company	39.68%	8.0%	N/A
The Bank	31.56%	8.0%	10.0%

IMPACT OF INFLATION AND CHANGING PRICES

The financial statements, accompanying notes, and related financial data of the Company presented herein have been prepared in accordance with generally accepted accounting principles which requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation.

Unlike most industrial companies, substantially all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the price of goods and services, since such prices are affected by inflation to a larger extent than interest

rates. In the current interest rate environment, liquidity and the maturity structure of the Company's assets and liabilities are critical to the maintenance of acceptable performance levels.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

How we Manage Market Risk. Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from the interest rate risk which is inherent in our lending, investment and deposit gathering activities. To that end, management actively monitors and manages interest rate risk exposure. In addition to market risk, our primary risk is credit risk on our loan portfolio. We attempt to manage credit risk through our loan underwriting and oversight policies.

The principal objective of our interest rate risk management function is to evaluate the interest rate risk embedded in certain balance sheet accounts, determine the level of risk appropriate given our business strategy, operating environment, capital and liquidity requirements and performance objectives, and manage the risk consistent with approved guidelines. We seek to manage our exposure to risks from changes in interest rates while at the same time trying to improve our net interest spread. We monitor interest rate risk as such risk relates to our operating strategies. We have established an Asset/Liability Committee which is comprised of our President and Chief Executive Officer, Chief Financial Officer, Chief Lending Officer, Treasurer and Controller. The Asset/Liability Committee meets on a regular basis and is responsible for reviewing our asset/liability policies and interest rate risk position. Both the extent and direction of shifts in interest rates are uncertainties that could have a negative impact on future earnings.

In recent years, we primarily have utilized the following strategies in our efforts to manage interest rate risk:

- we have increased our originations of shorter term loans and/or loans with adjustable rates of interest, particularly construction and land development loans;

- we have invested in securities with “step-up” rate features providing for increased interest rates prior to maturity according to a pre-determined schedule and formula; and

- we have maintained moderate levels of short-term liquid assets.

However, notwithstanding the foregoing steps, we remain subject to a significant level of interest rate risk in a rising rate environment due to the high proportion of our loan portfolio that consists of fixed-rate loans as well as our decision to invest a significant amount of our assets in long-term, fixed-rate investment and mortgage-backed securities designated as held to maturity. In addition, our interest rate spread and margin have been adversely affected due to the flat and at times inverted yield curve existing during the past year. Likewise, our unwillingness to originate long-term, fixed-rate residential mortgage loans at low rates has resulted in borrowers in many cases refinancing loans elsewhere, requiring us to reinvest the resulting proceeds from the loan payoffs at low current market rates of interest. Thus, both of these strategies have increased our interest rate risk.

Gap Analysis. The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are “interest rate sensitive” and by monitoring a Company’s interest rate sensitivity “gap.” An asset or liability is said to be interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that same time period. A gap is considered positive when the amount of interest rate sensitive assets exceeds the amount of interest rate sensitive liabilities. A gap is considered negative when the amount of interest rate sensitive liabilities exceeds the amount of interest rate sensitive assets. During a period of rising interest rates, a negative gap would tend to affect adversely net interest income while a positive gap would tend to result in an increase in net interest income. Conversely, during a period of falling interest rates, a negative gap would tend to result in an increase in net interest income while a positive gap would tend to affect adversely net interest income.

The following table sets forth the amounts of our interest-earning assets and interest-bearing liabilities outstanding at June 30, 2007, which we expect, based upon certain assumptions, to reprice or mature in each of the future time periods shown (the “GAP Table”). Except as stated below, the amounts of assets and liabilities shown which reprice or mature during a particular period were determined in accordance with the earlier of term to repricing or the contractual maturity of the asset or liability. The table sets forth an approximation of the projected repricing of assets and liabilities at June 30, 2007, on the basis of contractual maturities, anticipated prepayments, and scheduled rate adjustments within a three-month period

and subsequent selected time intervals. The loan amounts in the table reflect principal balances expected to be redeployed and/or repriced as a result of contractual amortization and anticipated prepayments of adjustable-rate loans and fixed-rate loans, and as a result of contractual rate adjustments on adjustable-rate loans. Annual prepayment rates for adjustable-rate and fixed-rate single-family and multi-family residential and commercial mortgage loans are assumed to range from 6.90% to 26.2%. The annual prepayment rate for mortgage-backed securities is assumed to range from 6.78% to 20.94%. Money market deposit accounts, savings accounts and interest-bearing checking accounts are assumed to have annual rates of withdrawal, or "decay rates," based on information from the FDIC. For savings accounts and checking accounts, the decay rates are 60% in one to three years, 20% in three to five years and 20% in five to 10 years. For money market accounts, the decay rates are 50% in three to 12 months and 50% in 13 to 36 months.

	3 Months or Less	More than 3 Months to 1 Year	More than 1 Year to 3 Years	More than 3 Years to 5 Years	More than 5 Years	Total Amount
			(Dollars in Thousands)			
Interest-earning assets(1):						
Investment securities(2)	$ 15,774	$ 25,336	$ 24,874	$ 10,493	$ 96,745	$ 173,222
Mortgage-backed securities	1,352	4,052	9,915	8,520	29,254	53,093
Loans receivable(3)	59,610	27,554	47,786	31,185	57,760	223,895
Other interest earning assets	8,729					8,729
Total interest-earning assets	$ 85,465	$ 56,942	$ 82,575	$ 50,198	$ 183,759	$ 458,939
Interest-bearing liabilities:						
Savings accounts	$ 556	$ 54	$ 42,421	$ 14,141	$ 14,141	$ 71,313
Money market deposit and NOW accounts	-	32,406	48,292	5,296	5,296	91,290
Certificates of deposits	69,411	76,834	22,949	17,544	-	186,738
Advances from Federal Home Loan Bank	19,019	57	156	13,157	364	32,753
Advances from borrowers for taxes and insurance	-	-	-	-	1,926	1,926
Total interest-bearing liabilities	$ 88,986	$ 109,351	$ 113,818	$ 50,138	$ 21,727	$ 384,020
Interest-earning assets less interest-bearing liabilities	($3,521)	($52,409)	($31,243)	$ 60	$ 162,032	$ 74,919
Cumulative interest-rate sensitivity gap (4)	($3,521)	($55,930)	($87,173)	($87,113)	$ 74,919	
Cumulative interest-rate gap as a percentage of total assets at June 30, 2007	(0.74)%	(11.72)%	(18.26)%	(18.25)%	15.69%	

Cumulative interest-earning assets as a percentage of cumulative interest-bearing liabilities at June 30, 2007	96.04%	71.80%	72.07%	75.96%	119.51%

(1) Interest-earning assets are included in the period in which the balances are expected to be redeployed and/or repriced as a result of anticipated prepayments, scheduled rate adjustments and contractual maturities.

(2) For purposes of the gap analysis, investment securities are stated at amortized cost.

(3) For purposes of the gap analysis, loans receivable includes non-performing loans and is gross of the allowance for loan losses, but net of undisbursed portion of loans-in-process and unamortized deferred loan fees.

(4) Interest-rate sensitivity gap represents the difference between net interest-earning assets and interest-bearing liabilities.

Certain shortcomings are inherent in the method of analysis presented in the foregoing table. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate loans, have features which restrict changes in interest rates both on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the table. Finally, the ability of many borrowers to service their adjustable-rate loans may be adversely affected in the event of an interest rate increase.

Net Portfolio Value Analysis. Our interest rate sensitivity also is monitored by management through the use of a model which generates estimates of the changes in our net portfolio value ("NPV") over a range of interest rate scenarios. NPV is the present value of expected cash flows from assets, liabilities and off-balance sheet contracts. The NPV ratio, under any interest rate scenario, is defined as the NPV in that scenario divided by the market value of assets in the same scenario. The following table sets forth our NPV as of June 30, 2007 and reflects the changes to NPV as a result of immediate and sustained changes in interest rates as indicated.

Change in Interest Rates In Basis Points	Net Portfolio Value			NPV as % of Portfolio Value of Assets	
(Rate Shock)	Amount	$ Change	% Change	NPV Ratio	Change
	(Dollars in Thousands)				
300	$ 51,856	$ (36,037)	(41.00)%	12.35%	(6.38)%
200	63,025	(24,868)	(28.29)%	14.25%	(4.48)%
100	75,157	(12,736)	(14.49)%	16.63%	(2.10)%
Static	87,893	-	-	18.73%	-
(100)	95,735	7,842	8.92%	19.87%	1.14%
(200)	95,093	7,200	8.19%	19.56%	0.83%
(300)	92,133	4,240	4.82%	18.88%	0.15%

As is the case with the GAP Table, certain shortcomings are inherent in the methodology used in the above interest rate risk measurements. Modeling changes in NPV require the making of certain assumptions which may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the models presented assume that the composition of our interest sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured and also assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration to maturity or repricing of specific assets and liabilities. Accordingly, although the NPV model provides an indication of interest rate risk exposure at a particular point in time, such model is not intended to and does not provide a precise forecast of the effect of changes in market interest rates on net interest income and will differ from actual results.

ITEM 4. CONTROLS AND PROCEDURES

Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations and are operating in an effective manner.

No change in our internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f) under the Securities Exchange Act of 1934) occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 1. Legal Proceedings

On October 4, 2006, Stilwell Value Partners I, L.P. (“Stilwell”) filed suit in the United States District Court for the Eastern District of Pennsylvania against Prudential Mutual Holding Company (the “MHC”), Prudential Bancorp, Inc. of Pennsylvania (the “Company”) and each of the directors of the MHC and the Company individually seeking equitable relief including (i) enjoining the Company and the directors from allowing the MHC to participate in any shareholder vote to consider the adoption of proposed stock option and stock recognition and retention plans (collectively, the “Stock Plans”) and (ii) enjoining MHC from participating in any shareholder vote to approve the Stock Plans. In the event that the MHC and the Company are not enjoined, Stilwell is seeking damages, the amount to be determined at trial.

Stilwell alleges that the Company’s prospectus used to solicit offers to purchase shares of the Company’s common stock in connection with the mutual holding reorganization of Prudential Savings Bank “promised” that the Stock Plans would be submitted for consideration only by the Company’s public shareholders and not by the MHC which controls a majority of the Company’s issued and outstanding shares of common stock and that Stilwell relied on such promise in determining to invest in the common stock of the Company. Stilwell also alleges the individual directors have violated their fiduciary duties to Stilwell by delaying the consideration of the Stock Plans until such time that MHC can vote its shares on the Stock Plans assuring their approval by shareholders. The Company believes Stilwell’s allegations are without merit and intends to vigorously defend the case. On November 20, 2006, the Company, the MHC and the director defendants filed a motion to dismiss the complaint, asserting, among other things, that the prospectus contained no “promise,” implied or otherwise, that the MHC would never vote on the adoption of the Stock Plans and that the breach of fiduciary duty claim, with respect to the timing of any such vote, is legally insufficient. Stilwell filed an opposition brief to the Company’s motion on December 20, 2006 and the Company filed its reply brief on January 8, 2007. On July 20, 2007, oral argument was heard on the motion to dismiss. As of the date hereof, no decision has been rendered on the Company’s motion to dismiss. A substantial amount of document discovery has been completed; no other discovery has been taken.

Since the case is in its early stages, no prediction can be made as to the outcome thereof.

In addition to the above referenced litigation, the Company is involved in various legal proceedings occurring in the ordinary course of business. Management of the Company, based on discussions with litigation counsel, believes that such proceedings will not have a material adverse effect on the financial condition or operations of the Company. There can be no assurance that any of the outstanding legal proceedings to which the Company is a party will not be decided adversely to the Company's interests and have a material adverse effect on the financial condition and operations of the Company.

Item 1A. Risk Factors

There were no material changes from the risk factors described in the Company’s Annual Report on Form 10-K for the year ended September 30, 2006.

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

(a) Not applicable

(b) Not applicable

(c) Purchases of Equity Securities

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The Company's repurchases of its common stock made during the quarter are set forth in the following table:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plan or Programs(1)(2)
April 1 - April 30, 2007	49,400	$ 13.65	49,400	244,184
May 1 - May 31, 2007	32,684	13.70	32,684	211,500
June 1 - June 30, 2007	117,700	13.61	117,700	93,800
Total	199,784	$ 13.63	199,784	93,800

Notes to the table

(1) On January 17, 2007, the Company announced its third stock repurchase program to repurchase up to 255,384 shares or approximately 5% of the Company's outstanding common stock held by shareholders other than Prudential Mutual Holding Company. The program was completed during May 2007.

(2) On March 21, 2007, the Company announced its fourth stock repurchase program to repurchase up to 242,000 shares or approximately 5% of the Company's outstanding common stock held by shareholders other than Prudential Mutual Holding Company, commencing after the completion of third repurchase plan in May 2007. The program will expire one year after it commences, unless extended, as necessary, to complete such buyback program.

Item 3. Defaults Upon Senior Securities

Not applicable

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

Not applicable

Item 5. Other Information

Not applicable

Item 6. Exhibits

Exhibit No.	Description
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
32.0	Section 1350 Certifications

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PRUDENTIAL BANCORP, INC. OF PENNSYLVANIA

By: /s/ Thomas A. Vento
Name: Thomas A. Vento
Title: President and Chief Executive Officer

Date: August 14, 2007

By: /s/ Joseph R. Corrato
Name: Joseph R. Corrato
Title: Executive Vice President and Chief Financial Officer

Date: August 14, 2007