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WATERSTONE FINANCIAL, INC.

2009
ANNUAL REPORT

Letter to Shareholders

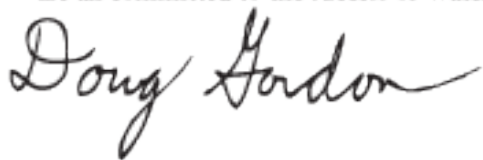
Over the past 24 months, WaterStone Bank has been working aggressively to manage the problem loans in our portfolio. We have devoted, and continue to devote significant human, technical and financial resources to resolve our problem loans and improve asset quality. In addition, over the past three years, we have strengthened our loan origination and credit administration practices to better ensure that our loan portfolio consists of well-underwritten loans to qualified applicants. During 2009, we emphasized preserving capital, improving our liquidity, managing the delinquent loans in our portfolio, managing costs, and maintaining a strong, profitable customer base.

Despite all our efforts, we continue to add to our loan loss provision to support the impairment experienced on delinquent and foreclosed loans. We have added \$64 million in loan loss provisions over the last two years, resulting in losses each year for Waterstone Financial. The decline in real estate values combined with double digit unemployment during the current recession has caused a hardship to many borrowers and losses to the Bank. The deteriorating economic condition has resulted in stress to all banks' earnings and capital levels. Although many reports show stabilization in real estate prices and the economy, we still view 2010 as another challenging year for the industry and WaterStone Bank.

Despite the negative results there are many positives resulting from our efforts:

1. Operating earnings continue to increase as our margins are increasing while our costs have remained relatively unchanged;
2. Our delinquent loans declined by 20% from 2008 year end, while many banks saw substantial increases in delinquencies in 2009;
3. Waterstone Mortgage Corporation, a mortgage banking subsidiary of WaterStone Bank, originated \$760 million in mortgage loans in 2009. The subsidiary had a record profit which contributed to the increase in operating earnings at the Bank.

Throughout 2010, we will continue our efforts to reduce problem assets while offering competitive products and services to the communities we serve. Our dedicated staff will continue their relentless efforts to navigate through these turbulent times. We are all committed to the success of Waterstone Financial.



Douglas S. Gordon
President & CEO

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for over 89 years.*



March 26, 2010

Dear Fellow Shareholder,

We invite you to attend the Waterstone Financial, Inc. Annual Meeting of Shareholders, which will be held at WaterStone Bank SSB, 11200 W. Plank Ct., Wauwatosa, Wisconsin at 10:00 a.m., Central Time, on Tuesday, May 11, 2010.

We are once again furnishing proxy materials to our shareholders over the Internet, as permitted by rules adopted by the Securities and Exchange Commission. You may read, print and download our 2009 Annual Report to Shareholders on Form 10-K and our Proxy Statement at www.proxyvote.com. On March 26, we mailed our shareholders a notice containing instructions on how to access these materials and how to vote their shares online. The notice provides instructions on how you can request a paper copy of these materials by mail, by telephone or by e-mail. If you requested your materials via e-mail, the e-mail contains voting instructions and links to the materials on the internet.

You may vote your shares by internet, by telephone, by regular mail or in person at the Annual Meeting. Instructions regarding the various methods of voting are contained on the notice and on the Proxy Card.

The proxy materials describe the formal business to be transacted at the Annual Meeting. Included in the materials is our Annual Report on Form 10-K, which contains detailed information concerning our activities and operating performance.

On behalf of the Board, we request that you vote your shares now, even if you currently plan to attend the Annual Meeting. This will not prevent you from voting in person, but will assure that your vote is counted.

Sincerely,

A handwritten signature in cursive script that reads "Doug Gordon".

DOUGLAS S. GORDON
Chief Executive Officer

WATERSTONE FINANCIAL, INC.

**11200 W. Plank Ct.
Wauwatosa, Wisconsin 53226
(414) 761-1000**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 11, 2010**

To the Shareholders of Waterstone Financial, Inc.:

The 2009 annual meeting of shareholders of Waterstone Financial, Inc. will be held on Tuesday, May 11, 2010, at 10:00 a.m., Central Time, at WaterStone Bank SSB, 11200 W. Plank Ct., Wauwatosa, Wisconsin for the following purposes:

- (1) Electing one director to serve for a term expiring in 2013; and
- (2) Ratifying the selection of KPMG LLP as Waterstone Financial, Inc.'s independent registered public accounting firm; and
- (3) Transacting such other business as may properly come before the annual meeting or any adjournment thereof.

The board of directors has fixed the close of business on March 16, 2010 as the record date for the determination of shareholders entitled to notice of and to vote at the annual meeting and any adjournment thereof. Only shareholders of record at the close of business on that date will be entitled to vote at the annual meeting. Lamplighter Financial, MHC, our mutual holding company, owns 74% of our outstanding shares and intends to vote its shares in favor of the proposals described in this Proxy Statement.

We call your attention to the Proxy Statement accompanying this notice for a more complete statement regarding the matters to be acted upon at the annual meeting. Please read it carefully.

By Order of the Board of Directors



William F. Bruss
Senior Vice President and Secretary

Wauwatosa, Wisconsin
March 26, 2010

PROXY STATEMENT

WATERSTONE FINANCIAL, INC.
11200 W. Plank Ct.
Wauwatosa, Wisconsin 53226
(414) 761-1000

SOLICITATION AND VOTING

This Proxy Statement and accompanying Proxy Card are furnished to the shareholders of Waterstone Financial, Inc. in connection with the solicitation of proxies by the Waterstone Financial board of directors for use at the annual meeting of Waterstone Financial shareholders on Tuesday, May 11, 2010, and at any adjournment of the meeting. The 2009 Annual Report on Form 10-K is attached to the Proxy Statement and contains business and financial information concerning us. Our proxy materials are being made available to shareholders on or about March 26, 2010.

Record Date and Meeting Information. The board of directors has fixed the close of business on March 16, 2010 as the record date for the determination of shareholders entitled to notice of and to vote at the annual meeting and any adjournment thereof. Only holders of record of our common stock, the only class of voting stock of Waterstone Financial outstanding, on the record date are entitled to notice of and to vote at the annual meeting. Each share of common stock is entitled to one vote. At the record date, there were 31,250,097 shares of common stock issued and outstanding.

The board of directors of Waterstone Financial knows of no matters to be acted upon at the annual meeting other than as set forth in the notice attached to this Proxy Statement. If any other matters properly come before the annual meeting, or any adjournment thereof, it is the intention of the persons named in the proxy to vote such proxies in accordance with their best judgment on such matters.

Voting Your Shares. Any shareholder entitled to vote at the annual meeting may vote either in person, by a properly executed proxy, online or by telephone as described in the notice to shareholders and the proxy card. Shares represented by properly executed proxies received by Waterstone Financial will be voted at the annual meeting, or any adjournment thereof, in accordance with the terms of such proxies, unless revoked. If no voting instructions are given on a properly executed proxy, the shares will be voted FOR the election of management's director nominee and FOR the ratification of KPMG LLP as our independent registered public accounting firm.

A shareholder may revoke a proxy at any time prior to the time when it is voted by filing a written notice of revocation with our corporate secretary at the address set forth above, by delivering a properly executed proxy bearing a later date, using the internet or telephone voting options explained on the Proxy Card, or by voting in person at the annual meeting. Attendance at the annual meeting will not in itself constitute revocation of a proxy. If you are a shareholder whose shares are not registered in your name, you will need appropriate documentation from your record holder in order to vote in person at the annual meeting.

Shares in Employee Plans. Any shareholder who owns shares through an allocation to that person's account under the WaterStone Bank Employee Stock Ownership Plan (the "ESOP") will receive a separate Proxy Card to instruct the ESOP's Trustee how to vote those shares. The ESOP Trustee, Marshall & Ilsley Trust Company NA, will vote shares allocated to those employees' ESOP accounts in accordance with the participant's voting instructions on the proxies. The ESOP administrator may vote, in its discretion, unallocated ESOP shares and any allocated ESOP shares which are not voted by the individuals to whom they are allocated. It is expected that those shares will be voted for all nominees and proposals.

Shares Held by Charitable Foundation. Under applicable regulations and the terms of the Plan of Reorganization pursuant to which WaterStone Bank converted into the mutual holding company form, the Waukesha County Community Foundation, Inc. must vote all shares of Waterstone Financial common stock held by it in the same ratio as all other shares of Waterstone Financial voted on each proposal by Waterstone Financial

shareholders. On the record date, the Waukesha County Community Foundation held 31,442 shares of Waterstone Financial common stock.

Quorum and Required Vote. A majority of the votes entitled to be cast by the shares entitled to vote, represented in person or by proxy, will constitute a quorum of shareholders at the annual meeting. Shares for which authority is withheld to vote for director nominees and broker non-votes (i.e., proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owners or other persons entitled to vote shares as to a matter with respect to which the brokers or nominees do not have discretionary power to vote) will be considered present for purposes of establishing a quorum. The inspector of election appointed by the board of directors will count the votes and ballots at the annual meeting.

A plurality of the votes cast at the annual meeting by the holders of shares of common stock entitled to vote is required for the election of directors. In other words, the individuals who receive the largest number of votes are elected as directors up to the maximum number of directors in a class to be chosen at the annual meeting. With respect to the election of directors, any shares not voted, whether by withheld authority, broker non-vote or otherwise, will have no effect on the election of directors except to the extent that the failure to vote for an individual results in another individual receiving a comparatively larger number of votes.

The affirmative vote of a majority of shareholders present at the annual meeting in person or by proxy is required to approve KPMG, LLP as our independent registered public accounting firm for the year ending December 31, 2010, without regard to broker non-votes or proxies marked "Abstain".

Lamplighter Financial MHC owns 74% of the outstanding shares of Waterstone Financial common stock. Lamplighter Financial MHC intends to vote all of its shares in favor of the proposals, which means that passage is assured.

Expenses and Solicitation. We will pay expenses in connection with the solicitation of proxies. Proxies will be solicited principally by mail, but may also be solicited by our directors, officers and other employees in person or by telephone, facsimile or other means of communication. Those directors, officers and employees will receive no compensation therefor in addition to their regular compensation, but may be reimbursed for their related out-of-pocket expenses. Brokers, dealers, banks, or their nominees, who hold common stock on behalf of another will be asked to send proxy materials and related documents to the beneficial owners of such stock, and we will reimburse those persons for their reasonable expenses.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The table below sets forth information regarding the beneficial ownership of Waterstone Financial common stock on the record date by each director and nominee for director, by each executive officer named in the Summary Compensation Table below and by all of our directors and executive officers as a group. None of the shares beneficially owned by our directors or officers are pledged as collateral for loans.

<u>Name of Beneficial Owner</u>	<u>Number of Shares and Nature of Beneficial Ownership (1)(2)</u>	<u>Percent of Class</u>
Lamplighter Financial, MHC ⁽⁴⁾	23,050,183	73.76%
Rebecca M. Arndt	31,655	*
William F. Bruss	56,120	*
Thomas E. Dalum	68,351	*
Eric J. Egenhoefer	8,935	*
Douglas S. Gordon	308,185	*
Michael L. Hansen.	220,844	*

Richard C. Larson.	70,340	*
Patrick S. Lawton.	173,275	*
Stephen J. Schmidt	56,500	*
All directors and executive officers as a group (9 persons) ⁽³⁾	1,374,963	4.36%

* Less than 1.0%

- (1) Unless otherwise noted, the specified persons have sole voting and dispositive power as to the shares. Number of shares identified as indirect beneficial ownership with shared voting and dispositive power: Ms. Arndt – 5,467; Mr. Bruss – 12,620; Mr. Dalum – 13,351; Mr. Gordon – 18,056; Mr. Hansen – 170,000; Mr. Larson – 12,840; Mr. Lawton – 19,600; group – 632,692. See also note (3) below.
- (2) Includes the following shares underlying options which are exercisable within 60 days of the record date: Ms. Arndt – 15,000; Messrs. Bruss, Dalum, Hansen, Larson, Lawton and Schmidt – 30,000 shares each; Mr. Gordon – 150,000; all directors and executive officers as a group – 345,000.
- (3) The total for the group (but not any individual) includes 380,758 unallocated shares held in the ESOP, as to which voting and dispositive power is shared. As administrator, WaterStone Bank (through its board) may vote, in its discretion, shares which have not yet been allocated to participants. Employees may vote the shares allocated to their accounts; the administrator will vote unvoted shares in its discretion. Allocated shares are included only if allocated to named executive officers, in which case they are included in those individuals' (and the group's) beneficial ownership.
- (4) The mailing address of Lamplighter Financial, MHC is 11200 W Plank Ct., Wauwatosa, WI 53226.

The above beneficial ownership information is based on data furnished by the specified persons and is determined in accordance with Rule 13d-3 under the Securities Exchange Act, as required for purposes of this Proxy Statement. It is not necessarily to be construed as an admission of beneficial ownership for other purposes.

PROPOSAL I – THE ELECTION OF DIRECTORS

Our charter provides that the number of directors of Waterstone Financial shall be between five and fifteen, as determined by the board of directors and set forth in our bylaws. At each annual meeting the term of office of one class of directors expires and a class of directors is elected to serve for a term of three years or until their successors are elected and qualified. Mr. Dalum, the director whose term expires at the annual meeting, is being nominated for re-election as a director for a term expiring in 2013. Shares represented by proxies will be voted FOR the election of the nominee unless otherwise specified by the executing shareholder. If the nominee declines or is unable to act as a director, which we do not foresee, proxies may be voted with discretionary authority for a substitute nominee designated by the board.

Information regarding the nominee and the directors whose terms continue is set forth in the following table. The board of directors unanimously recommends that shareholders vote FOR the election of the director nominee listed below.

<u>Name and Age</u>	<u>Principal Occupation and Business Experience (1)</u>	<u>Director Since (2)</u>
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Nominee for Term expiring in 2013

<u>Name and Age</u>	<u>Principal Occupation and Business Experience (1)</u>	<u>Director Since (2)</u>
Thomas E. Dalum, 69 (4)(5)(6)	Chairman of UELC, an equipment leasing company and of DUECO, an equipment manufacturer and distributor. Mr. Dalum brings his strong entrepreneurial background, his solid history of community involvement and public service plus 30 years of experience as a director to the Waterstone Financial board of directors. Mr. Dalum has a B.A. from the University of Notre Dame and an M.B.A. from Northwestern University.	1979
<i>Continuing Directors —Terms expire in 2012</i>		
Douglas S. Gordon, 52 (3)(4)(5)(6)	Chief Executive Officer and President of Waterstone Financial and WaterStone Bank since January 2007; President and Chief Operating Officer of WaterStone Bank prior to 2007 and beginning in 2005; Real estate investor. Mr. Gordon brings extensive prior banking experience as an executive officer at M&I Bank and at Security Savings Bank. He has extensive first hand knowledge and experience with the Company's lending markets and its customers. Mr. Gordon has a B.A. from the University of Wisconsin – Parkside and an M.B.A. from Marquette University.	2005
Patrick S. Lawton, 53 (3)(4)(5)(6)	Managing Director of Fixed Income Capital Markets for Robert W. Baird & Co., Incorporated. As an R.W. Baird Managing Director, Mr. Lawton brings his investment portfolio expertise to the board of directors. Mr. Lawton has a B.S.B.A. and an M.B.A. from Marquette University.	2000
<i>Continuing Directors - Terms expiring in 2011</i>		
Michael L. Hansen, 58 (4)(5)(6)	Business investor; current significant ownership interest in Eagle Metal Finishing LLC, Mid-States Contracting, Inc., and Midwest Metals LLC. In addition to extensive entrepreneurial experience, Mr. Hansen is a C.P.A. with 13 years of audit and tax experience at an international public accounting firm. Mr. Hansen brings this experience to the board of directors and to the audit committee in particular. Mr. Hansen has a B.B.A. from the University of Notre Dame.	2003
Stephen J. Schmidt, 48 (4)(5)(6)	President of Schmidt and Bartelt Funeral and Cremation Services. Mr. Schmidt has solid entrepreneurial experience and extensive community contact throughout the communities served by WaterStone Bank. Mr. Schmidt has an Associates Degree from the New England Institute and a B.A. from the University of Wisconsin – Stevens Point.	2002

- (1) Unless otherwise noted, all directors have been employed in their respective principal occupations listed for at least the past five years.
- (2) Indicates the date when director was first elected to the board of WaterStone Bank. Each of these persons became a director of Waterstone Financial in 2005.
- (3) Chairman of the Board and of WaterStone Bank, effective January 1, 2007.
- (4) Member of the Compensation Committee, of which Mr. Lawton is Chairman.
- (5) Member of the Nominating Committee, of which Mr. Schmidt is Chairman.
- (6) Member of the Audit Committee, of which Mr. Hansen is Chairman.

Information regarding named executive officers who are not directors of Waterstone Financial is set forth in the following table.

<u>Name and Age</u>	<u>Offices and Positions with Waterstone Financial and WaterStone Bank</u>	<u>Executive Officer Since</u>
Richard C. Larson, 53	Chief Financial Officer and Senior Vice President of Waterstone Financial and of WaterStone Bank	1990
William F. Bruss, 40	General Counsel, Senior Vice President and Secretary of Waterstone Financial and of WaterStone Bank	2005
Rebecca M. Arndt, 42	Vice President – Retail Operations of WaterStone Bank previously First Vice President, Retail Banking at Ozaukee Bank	2006
Eric J. Egenhoefer, 34	President of Waterstone Mortgage Corporation	2008

Board Meetings and Committees

The Waterstone Financial board of directors met four times during the year ended December 31, 2009 on behalf of Waterstone Financial and an additional 12 times in their capacity as directors of WaterStone Bank. The board of directors consists of a majority of “independent directors” within the meaning of the NASDAQ corporate governance listing standards. The board of directors has determined that Messrs. Dalum, Hansen, Lawton and Schmidt are “independent” directors within the meaning of such standards. In evaluating the independence of our independent directors, we found no transactions between us and our independent directors that are not required to be reported in this Proxy Statement and that had an impact on our determination as to the independence of our directors. Therefore, all members of the Audit, Compensation and Nominating Committees are “independent.” As part of their meetings, independent directors regularly met without management or non-independent directors present. Each director attended all meetings of the board and meetings of the committees of the board on which such director served during the year with one exception. Mr. Dalum was excused from the regular November meeting of the board of directors.

The Audit Committee met eight times during the year ended December 31, 2009. The board of directors has determined that each member of the Audit Committee meets not only the independence requirements applicable to the committee as prescribed by the NASDAQ corporate governance listing standards, but also by the Securities and Exchange Commission and the Internal Revenue Service. On behalf of the Audit Committee, Mr. Hansen, its chair, also regularly consults with the Waterstone Financial independent registered public accounting firm about the Waterstone Financial periodic public financial disclosures. The board believes that all of the members of the Audit Committee have sufficient experience, knowledge and other personal qualities to be “financially literate” and be active, effective and contributing members of the Audit Committee. Mr. Hansen has been designated an “audit committee financial expert” pursuant to the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission regulations. See also “Report of the Audit Committee” for other information pertaining to the Audit Committee.

The Compensation Committee, chaired by Mr. Lawton, held three meetings during the year ended December 31, 2009. Each member of the compensation committee is considered independent as defined in the

NASDAQ corporate governance listing standards. The Compensation Committee has the responsibility for and authority to either establish or recommend to the board: compensation policies and plans; salaries, bonuses and benefits for all officers; salary and benefit levels for employees; determinations with respect to stock options and restricted stock awards; and other personnel policies and procedures. The Compensation Committee has the authority to delegate the development, implementation and execution of benefit plans to management. See also "Compensation Discussion and Analysis" and "Compensation Committee Interlocks and Insider Participation" for other information pertaining to the Compensation Committee.

The Nominating and Corporate Governance Committee, chaired by Mr. Schmidt, held one meeting during the year ended December 31, 2009. Each member of the nominating committee is considered "independent" as defined in the NASDAQ corporate governance listing standards. Our board of directors has adopted a written charter for the nominating committee. A copy of the nominating committee charter is also available at our website at <http://www.wsbonline.com> on the "About Us" tab under the link "Investor Relations – Corporate Governance."

The functions of the nominating committee include the following:

- to lead the search for individuals qualified to become members of the board of directors and to select director nominees to be presented for shareholder approval;
- to review and monitor compliance with the requirements for board independence;
- to review the committee structure and make recommendations to the board of directors regarding committee membership; and
- to develop and recommend to the board of directors for its approval a set of corporate governance guidelines.

The nominating committee identifies nominees by first evaluating the current members of the board of directors willing to continue in service. Current members of the board of directors with skills and experience that are relevant to our business and who are willing to continue in service are first considered for re-nomination, balancing the value of continuity of service by existing members of the board of directors with that of obtaining a new perspective. If any member of the board of directors does not wish to continue in service, or if the committee or the Board decides not to re-nominate a member for re-election, or if the size of the board of directors is increased, the nominating committee would solicit suggestions for director candidates from all board members.

Qualifications of director candidates are described in the Appendix to Nominating Committee Charter. Factors considered include strength of character, honesty and integrity, an inquiring and independent mind, judgment, skill, diversity, education, experience with businesses and other organizations, the interplay of the candidates' experience with the experience of other board members and the extent to which the candidate would be a desirable addition to the board and its committees. Nominees must have a background which demonstrates an understanding of business and financial affairs and the complexities of a business organization. Although a career in business is not essential, the nominee should have a proven record of competence and accomplishments through leadership in industry, education, the professions or government. Areas of core competency that should be represented on the board as a whole include accounting and finance, business judgment, management, crisis response, industry knowledge, leadership and strategic vision.

The nominating committee will also take into account whether a candidate satisfies the criteria for "independence" under the NASDAQ corporate governance listing standards and, if a nominee is sought for service on the audit committee, the financial and accounting expertise of a candidate, including whether an individual qualifies as an "audit committee financial expert."

The Nominating and Corporate Governance Committee will consider proposed nominees whose names are submitted to it by shareholders, and it does not intend to evaluate proposed nominees differently depending upon who has made the proposal. Shareholders can submit the names of qualified candidates for director by writing to our Corporate Secretary at 11200 W Plank Ct, Wauwatosa, WI 53226. The Corporate Secretary must receive a submission not more than 110 days and not less than 80 days prior to the date of our next annual meeting. The submission must include the following information:

- a statement that the writer is a shareholder and is proposing a candidate for consideration by the nominating committee;
- the name and address of the shareholder as they appear on our books and number of shares of our common stock that are owned beneficially by such shareholder (if the shareholder is not a holder of record, appropriate evidence of the shareholder's ownership will be required);
- the name, address and contact information for the candidate, and the number of shares of common stock that are owned by the candidate (if the candidate is not a holder of record, appropriate evidence of the shareholder's ownership should be provided);
- a statement of the candidate's business and educational experience;
- such other information regarding the candidate as would be required to be included in the Proxy Statement pursuant to SEC Regulation 14A;
- a statement detailing any relationship between us and the candidate;
- a statement detailing any relationship between the candidate and any of our customers, suppliers or competitors;
- detailed information about any relationship or understanding between the proposing shareholder and the candidate; and
- a statement that the candidate is willing to be considered and willing to serve as a director if nominated and elected.

A nomination submitted by a shareholder for presentation at an annual meeting of shareholders will also need to comply with any additional procedural and informational requirements we may adopt in the future.

Waterstone Financial has adopted charters for the Audit, Compensation and Nominating and Corporate Governance Committees. We will continue to respond to and comply with SEC and NASDAQ Stock Market requirements relating to board committees. Copies of the charters for our Audit, Compensation and Nominating and Corporate Governance Committees (including director selection criteria) and other corporate governance documents can be found on our website, at www.wsbonline.com, on the "About Us" tab under the link "Investor Relations-Corporate Governance." If any of those documents are changed, or related documents adopted, those changes and new documents will be posted on our corporate website at that address.

Other Board and Corporate Governance Matters

Board Leadership Structure and Risk Oversight Role. The role of chairman of the board of directors and chief executive officer/president of the Company are not currently held by the same person. The chairman of the board has never been an officer or employee of the Company or the Bank. The foregoing structure is not mandated by any provision of law or our articles of incorporation or bylaws, but the board of directors currently believes that this structure provides for an appropriate balance of authority between management and the board. The board of directors reserves the right to establish a different structure in the future.

The board of directors of the Company, all of the members of which are also members of the board of directors of the Bank, is actively involved in the Company's and Bank's risk oversight activities, through the work of numerous committees of the Company and Bank, and the policy approval function of the board of directors of the Bank.

Communications between Shareholders and the Board. A shareholder who wants to communicate with the board of directors or with any individual director can write to our Corporate Secretary at 11200 W Plank Ct, Wauwatosa, WI 53226, Attention: Board Administration. The letter should indicate that the author is a shareholder

and if shares are not held of record, should include appropriate evidence of stock ownership. Depending on the subject matter, management will:

- forward the communication to the director or directors to whom it is addressed;
- attempt to handle the inquiry directly, i.e. where it is a request for information about us or it is a stock-related matter; or
- not forward the communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

At each board meeting, management shall present a summary of all communications received since the last meeting that were not forwarded and make those communications available to the directors.

Director Attendance at Annual Shareholders' Meeting. Waterstone Financial expects all of its directors to attend the annual meeting of shareholders. Last year, all directors attended our annual meeting of shareholders.

Code of Ethics. Waterstone Financial has adopted a code of ethics that reflects current circumstances and SEC and NASDAQ definitions for such codes. We have adopted a code of business conduct and ethics for ourselves, WaterStone Bank and other subsidiaries. Among other things, the code of business conduct and ethics includes provisions regarding honest and ethical conduct, conflicts of interest, full and fair disclosure, compliance with law, and reporting of and sanctions for violations. The code applies to all directors, officers and employees of Waterstone Financial and subsidiaries. We have posted a copy of the code of business conduct and ethics on our corporate website, at www.wsbonline.com, on the "About Us" tab under the link "Investor Relations-Corporate Governance." As further matters are documented, or if those documents (including the code of business conduct and ethics) are changed, waivers from the code of business conduct and ethics are granted, or new procedures are adopted, those new documents, changes and/or waivers will be posted on the corporate website at that address.

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy. The primary objectives of our executive compensation programs are to attract and retain highly-qualified executives, encourage extraordinary management effort through well-designed incentive opportunities and contribute to the short- and long-term interests of our shareholders. Long-term executive compensation programs include base salary, discretionary bonus and equity incentive awards. The programs are intended to reward the accomplishment of strategic plan goals and objectives as evaluated by members of the Committee. They are further intended to reward enhanced shareholder value as measured by share price.

Base Salary. In determining the base salary of executive officers, the committee reviewed, among other things, third party surveys of peer institutions, the historical compensation of those officers under review and performance measures of Waterstone Financial and its subsidiaries. In evaluating performance in 2006 for calendar 2007 compensation, the committee shifted an additional portion of cash compensation to incentive stock compensation over and above that portion provided by the qualified ESOP. As a result of the committee's detailed review and analysis, 2007 base salaries increased by 14% for the named bank executives below while cash bonuses dropped by 56%. The committee's 2007 executive base salary review and analysis for calendar 2008 compensation resulted in base salaries remaining unchanged from the prior year. The committee concluded that the level of base salary did not need to be raised in order to accomplish the objectives noted above. The committee's 2008 detailed review and analysis for calendar 2009 resulted in a shift of cash compensation from bonus to base salary. As a result, 2009 base salaries increased by 18%, however total compensation for named executives decreased by 8%.

Bonus. Actual bonus amounts have historically been determined on a discretionary basis following a review of our performance and that of the executive in question, are earned over a calendar year and are paid out in January following the end of the calendar year. In reevaluating our long-term executive compensation objectives and related programs, the committee targeted bank executive bonuses at 25% of base salary beginning in 2007. This is still a significant portion of total compensation and continues to allow discretion before the year-end bonus is paid. This element of overall compensation is meant to defer a portion of cash compensation to the end of the period. It

allows the committee one final opportunity to evaluate individual performance prior to the payout. It also serves as a means of retaining executives at least through the payout date. This target as applied to 2007 base salaries resulted in an additional shift of compensation from cash compensation to incentive stock compensation. Total 2007 bonuses for named bank executives were 55% below those of the prior year. The committee left 2008 bonuses unchanged from the prior year in spite of the significant operating loss generated in 2008. The correlation between the 2008 operating loss and executive compensation is reflected in the equity incentive portion of total compensation. As a result of the significant operating loss in 2008 and in anticipation of significant WaterStone Bank loan losses in 2009, the committee eliminated all bonus compensation for WaterStone Bank executives. Only Mr. Egenhoefer, President of Waterstone Mortgage Corporation, was awarded a discretionary bonus due to the significant increase in operating profit generated by that subsidiary.

Equity Incentives. The committee believes that equity-based compensation can provide an important incentive to executive officers while also aligning their interests with those of shareholders, since the value of the compensation will depend upon stock price performance. The ESOP, initially established in 2005, and the 2006 Equity Incentive Plan, approved by shareholders in May 2006, provide certain equity-based incentive compensation. Both restricted stock awards and option awards were granted to directors and executive officers in January 2007 and were reported as a component of their total compensation for 2007. The committee targeted long-term equity incentives at approximately one-third of total annual compensation for executive management. With regard to the chief executive officer, the committee targeted long-term equity incentives at more than half of total annual compensation. The allocation between the restricted stock awards and the option awards was generally an equal split. This is especially true for newly employed executives. For those executives that remain with us throughout the vesting period and who are fully vested in our other benefit plans, the allocation between restricted stock awards and option awards was more heavily weighted to the restricted stock awards. Dividends declared on our stock are paid to the holders of both vested and unvested restricted stock awards.

The initial grants of restricted stock awards and option awards under the 2006 Equity Incentive Plan were made on January 5, 2007. That date was before fourth quarter operating information was available and was more than a month prior to our fourth quarter earnings release. The grant price and the exercise price of the option awards granted were equal to the closing market price for our shares of common stock on the grant date. The equity incentive elements of total compensation very clearly tie to the committee's objectives of executive retention due to the vesting schedules and to enhanced shareholder value due to the tie to our share value. There have been no additional grants to executive officers since the initial grant in 2007.

In the event of a change in control, the unvested equity incentive awards held by each recipient will vest automatically. Vested awards may be immediately cancelled and paid out in cash or stock based upon the highest fair market value per share of the stock during the 60-day period immediately preceding cancellation. A second-step conversion of our mutual holding company to stock form will not be considered a change in control.

The ESOP is a tax-qualified retirement plan that benefits all eligible employees proportionately. The ESOP was intended to replace our defined benefit pension plan and is not separately considered in the review and evaluation of annual executive compensation. ESOP allocations are made annually as of December 31 to all eligible employees. An employee must have completed a full year of service by July 1 and be employed by us on December 31 in order to receive an annual allocation each year. In the event of plan termination, all allocated benefits become fully vested immediately. Dividends paid with respect to shares of our stock allocated to participant accounts shall be used to repay any ESOP loan or credited proportionately to participant accounts.

Our chief executive officer had an active role in working with the Compensation Committee to develop overall, long-term compensation programs. All final decisions were made exclusively by the compensation committee.

Chief Executive Officer Compensation. Base salary and bonus paid to Douglas S. Gordon for the year ended December 31, 2009 declined by 6.7% from the prior year. Salary and bonus for the year ended December 31, 2008 was unchanged from 2007. Salary and bonus for the year ended December 31, 2007 was based on an employment agreement which was allowed to lapse at the end of 2007. Mr. Gordon's 2007 base salary of \$360,000 was 44% higher than the 2006 base salary paid in his former position as our Chief Operating Officer and WaterStone Bank president. Mr. Gordon's bonus compensation earned in 2007 and paid in 2008 was \$90,000, 64%

less than the bonus earned in 2006 and paid in 2007. Decreases in Mr. Gordon's cash compensation from 2006 to 2007 were offset by incentive stock awards issued in 2007.

The employment agreement referred to above was intended to ensure that Mr. Gordon would serve as the president and chief executive officer of Waterstone Financial, of Lamplighter Financial, MHC and of WaterStone Bank through the period ended December 31, 2007. Mr. Gordon's long-term commitment to us is now supported by the equity incentive awards issued in 2007 that vest over the five years ending January 5, 2012.

Report of the Compensation Committee on Executive Compensation. The compensation committee has reviewed and discussed the section of this Proxy Statement entitled "Compensation Discussion and Analysis" with management. Based on this review and discussion, the compensation committee recommended to the board of directors that the "Compensation Discussion and Analysis" be included in this Proxy Statement.

This report has been provided by the compensation committee:

Patrick S. Lawton, Chairman
Thomas E. Dalum
Michael L. Hansen
Stephen J. Schmidt

The following table shows the compensation of Douglas S. Gordon, our principal executive officer, Richard C. Larson, our principal financial officer and three other executive officers who received total compensation of more than \$100,000 during the past fiscal year.

SUMMARY COMPENSATION TABLE⁽¹⁾⁽²⁾⁽³⁾

Name and Principal Position	Year	Salary (\$) ⁽⁴⁾	Bonus (\$) ⁽⁵⁾	Stock Awards (\$) ⁽⁶⁾	Option Awards (\$) ⁽⁶⁾	All Other Compensation (\$) ⁽⁷⁾	Total (\$) ⁽⁸⁾
Douglas S. Gordon Chief Executive Officer of Waterstone Financial and of WaterStone Bank, 2007; President and Chief Operating Officer of WaterStone Bank, 2006	2009	420,000	0	0	0	15,551	435,551
	2008	360,000	90,000	0	0	42,765	492,765
	2007	360,000	90,000	1,767,000	1,566,983	60,311	3,844,294
Richard C. Larson Chief Financial Officer of Waterstone Financial and of WaterStone Bank	2009	233,400	0	0	0	17,986	251,386
	2008	200,000	50,000	0	0	35,480	285,480
	2007	200,000	50,000	291,555	313,397	48,283	903,235
William F. Bruss General Counsel and Senior Vice President of Waterstone Financial and WaterStone Bank	2009	196,700	0	0	0	14,565	211,265
	2008	160,000	40,000	0	0	38,851	238,851
	2007	160,000	40,000	238,545	313,397	64,382	816,324
Rebecca M. Arndt	2009	145,000	0	0	0	14,199	159,199

Bank Vice President, Retail Operations	2008	120,000	30,000	0	0	29,891	179,891
	2007	120,000	30,000	176,700	156,698	43,496	526,894
Eric J. Egenhoefer	2009	179,039	25,000	0	0	0	204,039
President of Waterstone Mortgage Corporation	2008	152,644	20,000	0	0	6,000	178,644

- (1) There was no executive non-equity incentive plan compensation granted.
- (2) The WaterStone Bank defined benefit pension plan was frozen in December 2005. All future benefits ceased to accrue as of that date. No additional contributions have been made. Vested plan benefits were distributed in the first quarter of 2009.
- (3) There were no above-market or preferential earnings on non-qualified deferred compensation plans.
- (4) Salary includes amounts contributed by participants in the WaterStone Bank 401(k) Plan and deferred by participants in the WaterStone Bank Executive Deferred Compensation Plan. Mr. Gordon's salary includes 401(k) contributions of \$22,000 in 2009 and \$20,500 in both 2008 and 2007 plus deferrals under the Executive Deferred Compensation Plan of \$108,000 in 2008 and \$131,635 in 2007. Mr. Larson's salary includes deferrals under the Executive Deferred Compensation Plan of \$29,867 in 2007. Mr. Bruss' salary includes 401(k) contributions of \$10,875 in 2009, \$4,800 in 2008 and \$6,317 in 2007. Ms. Arndt's salary includes 401(k) contributions of \$12,174 in 2009, \$12,000 in 2008 and \$12,058 in 2007. Mr. Egenhoefer contributed \$15,500 to the Waterstone Mortgage Corp 401(k) Plan in both 2009 and 2008. Amounts deferred are also reported in the Nonqualified Deferred Compensation table which follows.
- (5) Bonus includes \$90,000 deferred in 2008 and 2007 by Mr. Gordon as a participant in the WaterStone Bank Executive Deferred Compensation Plan. These amounts are also reported in the Nonqualified Deferred Compensation table which follows.
- (6) Reflects the aggregate grant-date fair value of the stock and option awards granted during the years shown as calculated in accordance with FASB ASC Topic 718.
- (7) All other 2009 compensation includes ESOP shares valued at \$3.28 per share allocated on December 31, 2009 and total \$7,713 for each of Messrs. Gordon and Larson, \$7,429 for Mr. Bruss and \$5,568 for Ms. Arndt. Mr. Egenhoefer is not eligible to participate in the ESOP. All other 2008 compensation includes ESOP shares valued at \$10.17 per share, allocated on December 31, 2008 and totals \$25,400 for Messrs. Gordon, Larson and Bruss and \$19,277 for Ms. Arndt. Mr. Egenhoefer is not eligible to participate in the ESOP. All other 2007 compensation includes ESOP shares valued at \$16.44 per share, allocated on December 31, 2007 and totals \$44,412 for Mr. Gordon; \$44,584 for Mr. Larson; \$43,707 for Mr. Bruss and \$30,828 for Ms. Arndt. All other compensation also includes club membership dues. Mr. Gordon's membership dues were \$2,621 for 2009, \$12,338 for 2008 and \$10,549 for 2007; Mr. Larson's membership dues were \$5,104 for 2009, \$5,153 for 2008 and \$741 for 2007; Mr. Bruss' membership dues were \$109 for 2009, \$6,901 for 2008 and \$10,208 for 2007; Ms. Arndt's dues were \$1,140 for 2009, \$1,100 for 2008 and \$1,140 for 2007. All other compensation includes personal use of company-owned vehicles. The value of such use amounted to \$5,217 in 2009, \$5,028 in 2008 and \$5,350 in 2007 for Mr. Gordon; \$5,169 in 2009, \$4,927 in 2008 and \$2,959 in 2007 for Mr. Larson; \$7,030 in 2009, \$6,550 in 2008 and \$10,466 in 2007 for Mr. Bruss; \$7,490 in 2009, \$9,514 in 2008 and \$11,528 in 2007 for Ms. Arndt and \$6,000 in 2009 and in 2008 for Mr. Egenhoefer.
- (8) Total compensation for 2007 includes the aggregate grant-date fair value of stock and option awards that vest over a period of five years. The market value of stock awards earned during 2009 which vested on January 5, 2010 was \$2.36 per share. The market value of stock awards earned during 2008 which vested on January 5, 2009 was \$3.44 per share. The market value of stock awards earned during 2007 which vested on January 5, 2008 was \$12.28 per share. This compares to the grant-date fair value stock price of \$17.67 per share recorded as compensation expense in the financial statements. Option awards included in total compensation for 2007 had no intrinsic value when they vested on January 5, 2010, 2009 or 2008 although the grant-date fair value was \$6.27 per share. The market value of ESOP shares allocated to participant accounts as of December 31, 2009 was \$2.05 per share, as of December 31, 2008 was \$3.35 per share and as of December 31, 2007 was \$12.82 per share. This compares to an average annual stock price of \$3.28 per share, \$10.17 per share and \$16.44 per share recorded as compensation expense in total compensation shown above.

GRANTS OF PLAN-BASED AWARDS

Name (1)	Grant Date	Stock Awards (#)⁽²⁾	Option Awards (#)⁽³⁾	Exercise Price of Option Awards (\$/sh)
Douglas S. Gordon	01/05/2007	100,000	250,000	17.67
Richard C. Larson	01/05/2007	16,500	50,000	17.67
William F. Bruss	01/05/2007	13,500	50,000	17.67
Rebecca M. Arndt	01/05/2007	10,000	25,000	17.67

- (1) Mr. Egenhoefer is not eligible to receive option awards or stock awards.
- (2) Amounts in this column represent the total number of restricted stock awards granted in 2007 to the named executives. The restricted stock awards vest ratably over a five-year period. Each restricted stock award entitles the individual to receive dividend payments, if any, on the outstanding award. No restricted stock awards were granted in either 2009 or 2008.
- (3) Amounts in this column represent the total number of stock options granted to the named executive officers. The stock options vest ratably over a five-year period and expire if not exercised prior to the end of the tenth year. No stock options were granted in either 2009 or 2008.

OUTSTANDING EQUITY AWARDS AT YEAR-END December 31, 2009

Name (1)	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date (2)	Number of Shares That Have Not Vested (#)(3)	Market Value of Shares That Have Not Vested(\$)(4)
Douglas S. Gordon	50,000	200,000	17.67	1/5/2017	60,000	123,000
Richard C. Larson	10,000	40,000	17.67	1/5/2017	9,900	20,295
William F. Bruss	10,000	40,000	17.67	1/5/2017	8,100	16,605
Rebecca M. Arndt	5,000	20,000	17.67	1/5/2017	6,000	2,300

- (1) Mr. Egenhoefer is not eligible to receive option awards or stock awards.
- (2) Option awards issued under the 2006 Equity Incentive Plan with an expiration date of 10 years from the date of grant. The exercise price is equal to the closing market price on the grant date. Options vest in five annual increments of 20% each beginning on the first anniversary of the grant date.
- (3) Consists of restricted shares awarded on January 5, 2007 under the 2006 Equity Incentive Plan. The restricted shares vest in five annual increments of 20% each beginning on the first anniversary of the initial award.
- (4) Based on the \$2.05 per share closing price of our common stock on December 31, 2009, the last trading day of the year.

The following table sets forth information with respect to pension benefits at and for the year ended December 31, 2008 for the named executive officers.

PENSION BENEFITS

Name⁽¹⁾	Plan Name⁽²⁾	Number of Years Credited Service (#)⁽³⁾	Present Value of Accumulated Benefit (\$) ⁽⁴⁾	Payments During Last Fiscal Year (\$) ⁽⁴⁾
Richard C. Larson	Wisconsin Financial Institutions Employees' Defined Benefit Pension Plan	15	276,666	276,666
William F. Bruss	Wisconsin Financial Institutions Employees' Defined Benefit Pension Plan	7	69,923	69,923

- (1) Mr. Gordon, Ms. Arndt and Mr. Egenhoefer were not eligible to participate in the defined benefit plan.
- (2) The board of directors authorized the freezing of benefits and termination of the defined benefit plan at its December Board meeting in 2005. As such, benefit accruals were immediately discontinued.
- (3) Years of credited service are as of the 2005 plan year end due to the freezing of plan benefits.
- (4) Due to the freezing of plan benefits, vested benefits no longer accrue. All participants are fully vested in their accrued benefits under this plan. Vested benefits continue to earn interest through the date of distribution. The present value of the benefits disclosed is determined as of December 31, 2008. There was no interest credited to the vested benefits in 2009. Benefits were paid out in the first quarter of 2009.

WaterStone Bank sponsored a non-contributory defined benefit pension plan intended to satisfy the qualification requirements of Section 401(a) of the Internal Revenue Code. Employees of WaterStone Bank became eligible to participate in the Plan once they reached age 21 and completed 1,000 hours of service in a consecutive 12-month period. Participants became fully vested in their accrued benefits under the Plan upon the completion of six years of vesting service. Participants were credited with one year of vesting service for each plan year in which they completed 1,000 hours of service.

At its December 20, 2005 meeting, the board of directors of WaterStone Bank authorized the freezing and termination of the plan. The final distributions under the pension plan were made in the first quarter of 2009.

The following table sets forth information with respect to our Executive Deferred Compensation Plan at and for the year ended December 31, 2009.

NONQUALIFIED DEFERRED COMPENSATION

Name⁽¹⁾	Executive Contributions in Last Fiscal Year (\$) ⁽²⁾	Registrant Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Balance at Last Fiscal Year End (\$)
Douglas S. Gordon	-	-	1,021	-
Richard C. Larson	-	-	764	-

- (1) Mr. Bruss and Ms. Arndt have not deferred any compensation. Mr. Egenhoefer was not eligible to participate in the Executive Deferred Compensation Plan.
- (2) The plan was amended in 2008 to prohibit deferrals of compensation earned after December 31, 2008.
- (3) All balances were distributed to participants on January 9, 2009.

WaterStone Bank established the WaterStone Bank Executive Deferred Compensation Plan (the "Plan") effective as of September 1, 2006. The Plan was amended and restated effective as of September 1, 2006 in order to conform to changes in the tax rules under Code Section 409A and the Treasury Regulations thereunder. On December 16, 2008, the board of directors of the Company approved the WaterStone Bank SSB Second Amendment and Restatement of the Plan. This Second Amendment and Restatement of the Plan, effective September 1, 2006, adds specified payment dates as a new distribution feature of the Plan, in accordance with the transition rules under Code Section 409A. In addition, effective January 1, 2009, no deferrals with respect to compensation earned on or after January 1, 2009 shall be permitted under this Plan. All account balances were fully dispersed on January 9, 2009. Mr. Gordon received \$792,657 and Mr. Larson received \$24,923.

Other Benefit Plans

Employee Stock Ownership Plan and Trust. The ESOP became effective on October 4, 2005. Employees who are at least 21 years old and who have completed at least one year of service are eligible to participate. The ESOP trust borrowed funds from Waterstone Financial for the purchase of 761,515 shares in the open market, which represented 7.5% of the total Waterstone Financial shares sold in the initial public offering and those contributed to the charitable foundation. The trust does not anticipate purchasing any additional shares at this time.

The common stock purchased by the ESOP serves as collateral for the loan. The loan is being repaid principally from WaterStone Bank discretionary contributions to the ESOP over a period of up to 10 years. The loan documents provide that the loan may be repaid over a shorter period, without penalty for prepayments. The interest rate for the loan is fixed at 5.0% per annum. Shares purchased by the ESOP are held in a suspense account for allocation among participants as the loan is repaid.

Contributions to the ESOP and shares released from the suspense account in an amount proportional to the repayment of the ESOP loan are allocated among ESOP participants on the basis of their compensation in the year of allocation. Benefits under the plan vest in accordance with a graded vesting schedule providing full vesting after the completion of six years of credited service. A participant's interest in his account under the plan fully vests in the event of termination of service due to a participant's normal retirement, death, or disability. Vested benefits are payable in the form of common stock and/or cash and benefits are generally distributable upon a participant's separation from service.

WaterStone Bank contributions to the ESOP are discretionary, subject to the loan terms and tax law limits. In any plan year, WaterStone Bank may make additional discretionary contributions (beyond those necessary to satisfy the loan obligation) to the ESOP for the benefit of plan participants in either cash or shares of common stock, which may be acquired through the purchase of outstanding shares in the market or from individual shareholders or which constitute authorized but unissued shares or shares held in treasury by Waterstone Financial. The timing, amount and manner of discretionary contributions will be affected by several factors, including applicable regulatory policies, the requirements of applicable laws and regulations and market conditions. WaterStone Bank's contributions to the ESOP are not fixed; therefore, benefits payable under the ESOP cannot be estimated. Pursuant to SOP 93-6, we are required to record compensation expense each year in an amount equal to the fair market value of the shares committed to be released. During the year ended December 31, 2009, 76,152 shares were allocated to participants in the ESOP, which resulted in compensation expense of \$250,000 to WaterStone Bank for the period.

Plan participants are entitled to direct the plan trustee on how to vote common stock credited to their accounts. The trustee votes all allocated shares held in the ESOP as instructed by the plan participants and unallocated shares and allocated shares for which no instructions are received will be voted by the trustee, subject to the fiduciary responsibilities of the trustee.

The ESOP must meet certain requirements of the Internal Revenue Code and the Employee Retirement Income Security Act. WaterStone Bank intends to request a favorable determination letter from the Internal Revenue Service regarding the tax-qualified status of the ESOP during its EGTRRA "Cycle E" remedial amendment period (i.e. between February 1, 2010 and January 31, 2011). WaterStone Bank expects to receive a favorable determination letter, but cannot guarantee that it will.

401(k) Plan. The WaterStone Bank 401(k) Plan is a tax qualified plan under Section 401(a) of the Internal Revenue Code with a cash or deferred arrangement under Section 401(k) of the Internal Revenue Code. Employees become eligible to make salary reduction contributions to the 401(k) Plan and to receive any matching or discretionary contributions made to the 401(k) Plan by WaterStone Bank on the first January 1, April 1, July 1 or September 1 coinciding with or next following the date that the employee has attained 18 years of age and completed at least three months of service with WaterStone Bank.

Participants may elect to annually contribute up to the lesser of 90% of eligible compensation or \$16,500 in calendar year 2009. WaterStone Bank may make discretionary profit sharing contributions to the 401(k) Plan but has never done so. Plan participants direct the investment of their accounts in several types of investment funds. Participants are always 100% vested in their elective deferrals and related earnings. Participants become vested in any discretionary profit sharing contributions and related earnings in 20% increments, beginning with the completion of two years of service and ending with the completion of six years of service. Participants are permitted to receive a distribution from the 401(k) Plan only in the form of a lump sum payment.

Set forth below is summary compensation for each of our non-employee directors for the year ended December 31, 2009.

DIRECTOR COMPENSATION

Director	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Option Awards (\$) ⁽²⁾	Total (\$)
Patrick S. Lawton Chairman of the Board; Compensation Committee Chairman	39,500	0	0	39,500
Michael L. Hansen Audit Committee Chairman	32,000	0	0	32,000
Stephen J. Schmidt Nominating Committee Chairman	29,500	0	0	29,500
Thomas E. Dalum Director	27,000	0	0	27,000

(1) Includes annual retainer, committee and chairmanship fees.

(2) Reflects the aggregate grant-date fair value of the stock and option awards granted during 2009 calculated in accordance with FASB ASC Topic 718.

In 2009, we paid each non-officer director an annual retainer of \$12,000. In addition, annual fees paid to both the Chairman of the Board and the Chairman of the Audit Committee totaled \$10,000 each while the Chairmen of the Compensation Committee and the Nominating and Corporate Governance Committee each received \$7,500. Finally, each regular non-chairperson member of each of the three committees previously mentioned received an annual fee of \$5,000. These amounts were unchanged from the prior year.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the federal securities laws, Waterstone Financial directors, its executive officers and any person holding more than 10% of the common stock are required to report their initial ownership of the common stock and any change in that ownership to the SEC. Specific due dates for these reports have been established and we are required to disclose in this Proxy Statement any failure to file such reports by these dates during the last year. We believe that all of these filing requirements were satisfied on a timely basis for the year ended December 31, 2009.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of the members of the Compensation Committee was an officer or employee of Waterstone Financial, WaterStone Bank or any subsidiary, nor did any of them have any other reportable interlock.

CERTAIN TRANSACTIONS WITH WATERSTONE FINANCIAL

WaterStone Bank has had, and expects to continue to have, regular business dealings with its officers and directors, as well as their associates and the firms which they serve. Our historical policy has been that transactions with its directors and executive officers be on terms that are no more beneficial to the director or executive officer than we would provide to unaffiliated third parties. Under our policies and procedures, all of our transactions with officers and directors require review, approval or ratification by the board of directors. Directors and executive officers, and their associates, regularly deposit funds with WaterStone Bank; the deposits are made on the same terms and conditions which are offered to other depositors.

In the ordinary course of business, WaterStone Bank makes loans available to its directors, officers and employees. After six months of continuous employment, full-time employees of WaterStone Bank were entitled to receive a mortgage loan at a reduced interest rate, consistent with applicable laws and regulations. In December 2005, the Board discontinued the employee loan program for employee loans originated after March 31, 2006. Employee loans at reduced interest rates originated on or before March 31, 2006 continue on their same terms.

The chart below lists the named executive officers who participated in the employee mortgage loan program as of December 31, 2009 and the terms of the mortgage loans as of that date. No directors or other executive officers of Waterstone Financial or any Bank subsidiary participated in the employee mortgage loan program during the year ended December 31, 2009.

Named Executive Officer	Maximum Balance During 2009	Balance as of December 31, 2009	Employee Interest Rate	Non-employee Interest Rate
Richard C. Larson	\$310,861	\$302,785	3.59%	5.75%
William F. Bruss	\$306,255	\$299,104	3.59%	5.50%

At the time of termination of employment with WaterStone Bank, the interest rate will be adjusted to the non-employee interest rate as set forth in the mortgage note.

Management believes that these loans neither involve more than the normal risk of collection nor present other unfavorable features. Federal regulations permit executive officers and directors to participate in loan programs that are available to other employees, as long as the director or executive officer is not given preferential treatment compared to other participating employees. Loans made to directors or executive officers, including any modification of such loans, must be approved by a majority of disinterested members of the board of directors. The interest rate on loans to directors and officers is the same as that offered to other employees.

Other than described above, since January 1, 2009, the beginning of our last fiscal year, we and our subsidiaries have not had any transaction or series of transactions, or business relationships, nor are any such transactions or relationships proposed, in which the amount involved exceeds \$120,000 and in which our directors, executive officers or 5% or more shareholders have a direct or indirect material interest.

REPORT OF THE AUDIT COMMITTEE

The audit committee of the Waterstone Financial board of directors was created in accordance with Section 3(a)(58)(a) of the Exchange Act. The audit committee's functions include meeting with our independent registered public accounting firm and making recommendations to the board regarding the independent registered public accounting firm; assessing the adequacy of internal controls, accounting methods and procedures; review of public

disclosures required for compliance with securities laws; and consideration and review of various other matters relating to the our financial accounting and reporting. No member of the audit committee is employed by or has any other material relationship with us other than as a customer or shareholder. The members are “independent” as defined in Rule 4200(a)(15) of the NASD listing standards for the NASDAQ Stock Market. The board of directors has adopted a written charter for the audit committee which can be found on our website.

In connection with its function to oversee and monitor our financial reporting process, the audit committee has done the following:

- reviewed and discussed the audited financial statements for the year ended December 31, 2009 with management;
- discussed with KPMG LLP, our independent registered public accounting firm, those matters which are required to be discussed by SAS 114 (Codification of Statements on Auditing Standards, AU §380); and
- received the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has discussed with KPMG LLP its independence.

This report has been provided by the audit committee:

Michael L. Hansen, Chairman
 Thomas E. Dalum
 Patrick S. Lawton
 Stephen J. Schmidt

Based on the foregoing, the audit committee recommended to the board that those audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2009.

In addition, the audit committee also considered the fees paid to KPMG LLP for services provided by KPMG during year ended December 31, 2009. Representatives of KPMG LLP are expected to be present at the annual meeting to respond to appropriate questions and to make a statement if they so desire.

PROPOSAL II – RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The firm of KPMG LLP has audited the books and records of Waterstone Financial as of and for the year ended December 31, 2009; and has served as the Bank’s principal independent accountant since March 12, 2004. Representatives of KPMG LLP are expected to be present at the annual meeting to respond to appropriate questions and to make a statement if they so desire.

The Audit Committee of the Board of Directors has selected KPMG LLP as our independent registered public accountants for the fiscal year ending December 31, 2010. We are submitting the selection of independent registered public accountants for shareholder ratification at the annual meeting.

If our shareholders do not ratify the selection, the Audit Committee will reconsider whether to retain KPMG LLP, but may still retain them. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

The following table presents the aggregate fees for professional services by KPMG LLP for the years ended December 31, 2009 and 2008.

	Year Ended December 31, 2009	Year Ended December 31, 2008
Audit Fees ⁽¹⁾	\$ 190,000	\$ 215,000

Audit Related Fees ⁽²⁾	-	-
Total	\$ 190,000	\$ 215,000

- (1) Audit fees consist of professional services rendered by KPMG LLP for the audit of our financial statements and review of our Forms 10-Q.
- (2) None

Policy on Audit Committee Pre-Approval of Audit and Non-Audit Services of the Independent Registered Public Accounting Firm

The Audit Committee's policy is to pre-approve all audit and non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to particular service or category of services and is generally subject to a specific budget. The Audit Committee has delegated pre-approval authority to its Chairman when expedition of services is necessary. The independent registered public accounting firm and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. All of the fees paid in the audit-related, tax and all other categories were approved per the pre-approval policies.

SHAREHOLDER PROPOSALS AND NOTICES

Shareholder proposals must be received by the Secretary of Waterstone Financial, William F. Bruss, no later than November 25, 2010 in order to be considered for inclusion in next year's annual meeting proxy materials pursuant to SEC Rule 14a-8.

Under SEC rules relating to the discretionary voting of proxies at shareholder meetings, if a proponent of a matter for shareholder consideration (other than a shareholder proposal) fails to notify Waterstone Financial at least 45 days prior to the month and day of mailing the prior year's Proxy Statement, then management proxies are allowed to use their discretionary voting authority if a proposal is raised at the annual meeting, without any discussion of the matter in the Proxy Statement. Therefore, any such matters must be received by February 8, 2011 in the case of the 2011 annual meeting of shareholders. Waterstone Financial is not aware of any such proposals for the 2010 annual meeting.

Our bylaws provide an advance notice procedure for certain business, or nominations to the Board of Directors, to be brought before an annual meeting. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have given timely notice thereof in writing to our Secretary. To be timely a stockholder's notice must be delivered to or mailed and received at our principal executive offices no later than 30 days before the date of the meeting. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting, (b) the name and address, as they appear on our books, of the stockholder proposing such business, (c) the class and number of shares of Waterstone Financial, Inc. which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. The chairman of an annual meeting may, if the facts warrant, determine and declare to the meeting that certain business was not properly brought before the meeting in accordance with the provisions of our Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. This provision is not a limitation on any other applicable laws and regulations.

By Order of the Board of Directors



William F. Bruss
Senior Vice President and Secretary

Wauwatosa, Wisconsin
March 26, 2010

We will provide a copy of the Waterstone Financial Annual Report on Form 10-K filed with the SEC for the year ended December 31, 2009 (without exhibits) without charge to any record or beneficial owner of our common stock on the written request of that person directed to: Richard C. Larson, Chief Financial Officer, Waterstone Financial, Inc., 11200 W. Plank Ct., Wauwatosa, WI 53226. The 10-K provides a list of exhibits, which will be provided for a reasonable fee to reflect duplication and mailing costs; exhibits are also available through the SEC's website at www.sec.gov.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

Commission file number: 000-51507

WATERSTONE FINANCIAL, INC.
(Exact name of registrant as specified in its charter)

Federally Chartered Corporation

(State or other jurisdiction of
incorporation or organization)

39-0691250

(I.R.S. Employer Identification No.)

11200 W Plank Ct, Wauwatosa, WI

(Address of principal executive offices)

53226

(Zip Code)

Registrant's telephone number, including area code: (414) 761-1000

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

Common Stock, \$0.01 Par Value

(Title of class)

The NASDAQ Stock Market, LLC

(Name of each exchange on which registered)

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

NONE

Indicate by check mark whether the registrant is a well-known seasoned issuer (as defined in Rule 405 of the 1933 Act).

Yes ☐ No ☒

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the 1934 Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)

Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller Reporting Company ☐

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

Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the last sale price on June 30, 2009, as reported by the NASDAQ Capital Market® was approximately \$92.8 million.

As of February 28, 2010, 31,250,097 shares of the Registrant's Common Stock were validly issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Document	Part of Form 10-K Into Which Portions of Document are Incorporated
Proxy Statement for Annual Meeting of Shareholders on May 11, 2010	Part III

WATERSTONE FINANCIAL, INC.

FORM 10-K ANNUAL REPORT TO THE SECURITIES AND EXCHANGE COMMISSION
FOR THE YEAR ENDED DECEMBER 31, 2009

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Part 1

Waterstone Financial, Inc. and its subsidiaries, including WaterStone Bank, SSB, are referred to herein as the “Company,” “Waterstone Financial,” or “we.”

Item 1. Business

Introduction

Waterstone Financial, Inc. was formed in October 2005 as the mid-tier stockholding company subsidiary of Lamplighter Financial, MHC, as part of the reorganization of WaterStone Bank into mutual holding company form. WaterStone Bank was converted from a mutual to a stock savings bank as part of our reorganization. In connection with the reorganization, the Company sold 30% of its common stock in a subscription offering, contributed 1.65% of its common stock to a charitable foundation, and issued the remaining 68.35% of its common stock to Lamplighter Financial, MHC. As a result of the reorganization, the Company owns all of the stock of WaterStone Bank and Lamplighter Financial, MHC owned 68.35% of the common stock of the Company. In this report, we refer to WaterStone Bank, both before and after the reorganization, as “WaterStone Bank” or the “Bank.”

On September 28, 2007, the Company completed its charter conversion to change the Company’s charter from a Wisconsin corporation to that of a federal corporation regulated exclusively by the Office of Thrift Supervision (the “OTS”). Similarly, the Company’s mutual holding company parent, Lamplighter Financial, MHC (the “MHC”), also completed its charter conversion to change the MHC’s charter from a Wisconsin chartered mutual holding company to a federally chartered mutual holding company regulated exclusively by the OTS. WaterStone Bank continues to be a Wisconsin chartered savings bank. On May 19, 2008, our subsidiary bank changed its name to WaterStone Bank.

Pursuant to the plan of charter conversion, each outstanding share of common stock, par value \$.01 per share of the Company as a Wisconsin corporation, became by operation of law, one share of common stock, par value \$.01 per share of the Company as a federal corporation.

On July 18, 2008, shareholders of Wauwatosa Holdings, Inc. approved an amendment to the Company’s charter which changed its name to Waterstone Financial, Inc. effective August 1, 2008. In connection with the name change, the Company’s NASDAQ stock symbol changed from WAUW to WSBF. Shareholders were not required to exchange stock certificates in the name of Wauwatosa Holdings, Inc. for stock certificates in the name of Waterstone Financial Inc. All references to Waterstone Financial, Inc. include Wauwatosa Holdings, Inc.

In 2009, the Company consented to a Cease and Desist Order (“Order”) issued by its primary regulator, the Office of Thrift Supervision. The specifics of the Order are described in detail on page 34 of this Form 10-K and in a Form 8-K filed with the SEC on November 27, 2009.

The Company maintains a website at www.wsbonline.com. We make available through that website, free of charge, copies of our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, amendments to those reports and proxy materials as soon as is reasonably practical after the Company electronically files those materials with, or furnishes them to, the Securities and Exchange Commission. You may access those reports by following the links under “Investor Relations” at the Company’s website.

Cautionary Factors

This Form 10-K contains or incorporates by reference various forward-looking statements concerning the Company's prospects that are based on the current expectations and beliefs of management. Forward-looking statements may also be made by the Company from time to time in other reports and documents as well as in oral presentations. When used in written documents or oral statements, the words "anticipate," "believe," "estimate," "expect," "objective" and similar expressions and verbs in the future tense, are intended to identify forward-looking statements. The statements contained herein and such future statements involve or may involve certain assumptions, risks and uncertainties, many of which are beyond the Company's control, that could cause the Company's actual results and performance to differ materially from what is expected. In addition to the assumptions and other factors referenced specifically in connection with such statements, the following factors could impact the business and financial prospects of the Company:

- adverse changes in real estate markets;
- adverse changes in the securities markets;
- general economic conditions, either nationally or in our market area, that are worse than expected;
- inflation and changes in interest rates that reduce our margins or reduce the fair value of financial instruments;
- legislative or regulatory changes that adversely affect our business;
- our ability to maintain higher regulatory capital levels as imposed by federal and state regulators;
- our ability to maintain adequate levels of liquidity given regulatory limits on sources of funding and rates that can be paid for funding;
- our ability to enter new markets successfully and to take advantage of growth opportunities;
- significantly increased competition among depository and other financial institutions;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies and the Financial Accounting Standards Board; and
- changes in consumer spending, borrowing and savings habits.

See also the factors regarding future operations discussed in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" below.

BUSINESS OF WATERSTONE BANK

General

Our principal business consists of attracting deposits from the general public in the areas surrounding our eight banking offices and our nine automated teller machines ("ATM"), including stand-alone ATM facilities, located in Milwaukee, Washington and Waukesha counties, Wisconsin.

We invest those deposits, together with funds generated from operations, primarily in residential real estate mortgage loans. At December 31, 2009, residential real estate mortgage loans comprised 88.6% of our total loans receivable. On that same date, our residential mortgage loan portfolio was comprised of first mortgage loans secured by one-to four-family residences (46.3%), and over four-family residences (36.5%). The remainder of our residential mortgage loans consisted of home equity loans and lines of credit (5.8%) secured by a junior position on one-to four-family residences. The remainder of our loans receivable consists of construction and land mortgages, commercial mortgages, commercial business loans and consumer loans.

Our revenues are derived principally from interest on loans and securities. Our primary sources of funds are deposits, borrowings and principal and interest payments on loans and securities.

Business Strategy

Our business strategy is to operate as a well-capitalized and profitable community bank dedicated to providing a complete range of banking products and services available through multiple delivery channels. Our principal business activity historically has been the origination of residential mortgage loans, including over four-family properties. In 2007, we added additional business loan and deposit products and expanded our consumer loan product base. There can be no assurances that we will successfully implement our business strategy.

Elements of our business strategy are as follows:

- **Improve Asset Quality.** By all measures, our asset quality has deteriorated over the past three years. We have taken a number of significant steps to improve our underwriting of loans and monitoring asset quality. We identified the weaknesses in our loan underwriting standards and procedures in the fourth quarter of 2005. In 2006, we rewrote our underwriting policies, strengthened our underwriting and administration standards and implemented an officers' loan committee for review and approval of all loans in excess of \$500,000. We hired senior loan officers experienced in systematically identifying, objectively evaluating and documenting good credit risks. In 2007, we added an independent loan underwriting function for all residential loans and a loan review function to ensure that newly implemented controls and safeguards are uniformly implemented and applied. We also expanded our collections staff and upgraded our information management systems to reduce the number of past-due loans that become chronically delinquent. In 2008, we hired a Chief Credit Officer (CCO) and moved the credit analysis and loan review functions to a newly formed credit department headed by the CCO. The CCO reports directly to the Chief Executive Officer. Notwithstanding the forgoing, in the current distressed economic environment at December 31, 2009 non-performing loans totaled \$75.3 million, or 5.3% of total loans and real estate owned totaled \$50.9 million. During the year ended December 31, 2009, net charge-offs totaled \$23.4 million.
- **Capital Maintenance.** Given the continuing weakness in our local and national economies, it is imperative that the Company maintain its current level of capital strength. Continuing loan losses have eroded total shareholders' equity by 16.5% since December 31, 2007. The Company will continue reducing total assets during the year ending December 31, 2010 in order to maintain or increase the 9.02% equity to total assets ratio that existed as of December 31, 2009.
- **Remaining a Community-Oriented Institution.** We were established in Wauwatosa, Wisconsin, a suburb of Milwaukee, in 1921, and have been operating continuously since that time. We have been, and continue to be, committed to meeting the financial needs of the communities we serve, and we are dedicated to providing quality personal service to our customers.
- **Continuing Emphasis on Residential Real Estate Lending.** We offer long-term, fixed-rate loans and indexed, adjustable mortgage loans to our owner-occupied residential mortgage customers. We intend to continue our emphasis on the origination of residential real estate loans, especially over four-family loans. Current loans-to-one borrower limitations cap the amount of credit that we can extend to a single or affiliated group of borrowers at 15% of WaterStone Bank's capital.
- **Expansion of Product Offerings.** Beginning in 2007, the Bank began offering variable rate, indexed residential mortgage loan and long-term fixed rate residential mortgage loans. Expanded on-line banking and other forms of electronic banking have also provided the opportunity to add more commercial transaction accounts to our funding mix.

Competition

We face competition within our market area both in making real estate loans and attracting deposits. The Milwaukee-Waukesha-West Allis metropolitan statistical area has a high concentration of financial institutions including large commercial banks, community banks and credit unions. As of June 30, 2009, based on the FDIC's annual Summary of Deposits Report, we had the sixth largest market share in our metropolitan statistical area representing 2.5% of all deposits.

Our competition for loans and deposits comes principally from commercial banks, savings institutions, mortgage banking firms and credit unions. We face additional competition for deposits from money market funds, brokerage firms, and mutual funds. Our primary focus is to build and develop profitable consumer and commercial customer relationships while maintaining our role as a community bank.

Market Area

The Bank's market area is broadly defined as the Milwaukee, Wisconsin metropolitan market which is geographically located in the southeast corner of the state. More specifically, our primary market area is Milwaukee and Waukesha counties and the five surrounding counties of Ozaukee, Washington, Jefferson, Walworth and Racine. The Bank has four branch offices in Milwaukee County, three branch offices in Waukesha County and one branch office in Washington County. At June 30, 2009, 44.4% of deposits in the state of Wisconsin were located in the seven County metropolitan Milwaukee market.

Our primary market area for deposits includes the communities in which we maintain our banking office locations. Our primary lending market area is broader than our primary deposit market area and includes all of the primary market area noted above but extends further west to the Madison, Wisconsin market and further north to the Appleton and Green Bay, Wisconsin markets. In addition, our mortgage banking operation has twelve offices in Wisconsin, three offices in each of Idaho and Illinois, two offices in Florida and one office in each of Arizona and Minnesota.

Lending Activities

The scope of the discussion included under "Lending Activities" is limited to lending operations related to loans originated for investment. A discussion of the lending activities related to loans originated for sale is included under "Mortgage Banking Activities."

Historically, our principal lending activity has been originating mortgage loans for the purchase or refinancing of residential real estate. Generally, we retain the loans that we originate which we refer to as loans originated for investment. One- to four-family residential mortgage loans represented \$681.6 million, or 46.3%, of our total loan portfolio at December 31, 2009. Over four-family residential mortgage loans represented \$536.7 million, or 36.5%, of our total loan portfolio at December 31, 2009. We also offer construction and land loans, commercial real estate loans, home equity lines of credit and commercial loans. At December 31, 2009, construction and land loans, commercial real estate loans, home equity loans and commercial business loans totaled \$69.8 million, \$48.9 million, \$86.0 million and \$48.1 million or 4.7%, 3.3%, 5.8% and 3.3%, respectively, of our total loan portfolio.

Loan Portfolio Composition. The following table sets forth the composition of our loan portfolio in dollar amounts and as a percentage of the total portfolio at the dates indicated.

	At December 31,									
	2009		2008		2007		2006		2005	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in Thousands)									
Mortgage loans:										
Real estate loans:										
One- to four-family	\$ 681,578	46.31%	\$ 790,486	48.70%	\$ 672,362	45.64%	638,089	44.17%	\$ 649,996	46.66%
Over four-family	536,731	36.47%	512,746	31.59%	477,766	32.45%	492,693	34.10%	456,686	32.78%
Construction and land	69,814	4.74%	131,840	8.12%	156,289	10.61%	168,605	11.67%	157,861	11.33%
Commercial	48,948	3.33%	55,193	3.40%	51,983	3.53%	51,062	3.53%	35,196	2.53%
Home equity	85,964	5.84%	89,648	5.52%	85,954	5.84%	91,536	6.34%	93,230	6.69%
Commercial business	48,094	3.27%	43,006	2.65%	28,222	1.92%	2,657	0.18%	-	-
Consumer	619	0.04%	365	0.02%	286	0.01%	141	0.01%	127	0.01%
Total loans	<u>\$1,471,748</u>	<u>100.00%</u>	<u>1,623,284</u>	<u>100.00%</u>	<u>1,472,862</u>	<u>100.00%</u>	<u>1,444,783</u>	<u>100.00%</u>	<u>1,393,096</u>	<u>100.00%</u>
Undisbursed loan proceeds	(49,818)		(61,192)		(67,549)		(67,390)		(82,712)	
Net deferred loan fees and premiums	(1,920)		(2,334)		(3,265)		(4,486)		(4,366)	
Allowance for loan losses	(28,494)		(25,167)		(12,839)		(7,195)		(5,250)	
Loans, net	<u>\$1,391,516</u>		<u>\$1,534,591</u>		<u>\$1,389,209</u>		<u>\$1,365,712</u>		<u>\$1,300,768</u>	

Loan Portfolio Maturities and Yields. The following table summarizes the final maturities of our loan portfolio at December 31, 2009. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less. Maturities are based upon the final contractual payment dates and do not reflect the impact of prepayments and scheduled monthly payments that will occur.

Maturity Date	One- to four-family		Over four-family		Construction and Land		Commercial Real Estate	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate
(Dollars in Thousands)								
Jan 1, 2010 – Dec 31, 2010	\$ 44,360	6.75%	\$ 47,232	6.41%	\$ 31,336	5.04%	\$ 6,145	7.74%
Jan 1, 2011 – Dec 31, 2011	49,888	6.49%	67,565	6.28%	16,410	6.25%	5,525	6.12%
Jan 1, 2012 – Dec 31, 2012	48,953	6.66%	61,119	6.36%	1,751	6.44%	7,356	6.31%
Jan 1, 2013 – Dec 31, 2013	2,920	7.01%	30,428	6.28%	39	6.50%	4,590	6.05%
Jan 1, 2014 – Dec 31, 2014	4,909	6.19%	9,400	6.22%	582	4.61%	897	6.19%
Jan 1, 2015 and thereafter	530,548	6.01%	320,987	6.10%	19,696	5.80%	24,435	6.45%
Total	\$ 681,578	6.14%	\$ 536,731	6.19%	\$ 69,814	5.57%	\$ 48,948	6.51%

Maturity Date	Home Equity		Commercial Business		Consumer		Total	
	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate	Amount	Weighted Average Rate
(Dollars in Thousands)								
Jan 1, 2010 – Dec 31, 2010	\$ 30,978	5.20%	\$ 28,087	4.84%	\$ 287	5.72%	\$ 188,425	5.87%
Jan 1, 2011 – Dec 31, 2011	8,796	4.58%	2,267	5.29%	25	6.69%	150,476	6.23%
Jan 1, 2012 – Dec 31, 2012	7,888	4.80%	6,270	6.97%	38	7.46%	133,375	6.41%
Jan 1, 2013 – Dec 31, 2013	13,568	4.35%	7,234	6.22%	65	6.46%	58,844	5.85%
Jan 1, 2014 – Dec 31, 2014	6,327	3.90%	2,804	6.11%	204	6.00%	25,123	5.58%
Jan 1, 2015 and thereafter	18,407	4.77%	1,432	6.37%	-	-	915,505	6.02%
Total	\$ 85,964	4.78%	\$ 48,094	5.47%	\$ 619	6.04%	\$ 1,471,748	6.04%

The following table sets forth the scheduled repayments of fixed and adjustable rate loans at December 31, 2009 that are contractually due after December 31, 2010.

		Due After December 31, 2010		
		Fixed	Variable	Total
		(In Thousands)		
Real estate loans:				
Mortgage loans				
One- to four-family	\$	11,899	\$ 625,319	\$ 637,218
Over four-family		27,663	461,836	489,499
Construction and land		12,827	25,651	38,478
Commercial		14,265	28,538	42,803
Home equity		2,853	52,133	54,986
Commercial		16,604	3,403	20,007
Consumer		332	-	332
Total loans	\$	86,443	\$ 1,196,880	\$ 1,283,323

One- to Four-Family Residential Mortgage Loans. WaterStone Bank's primary lending activity is originating residential mortgage loans secured by properties located in Milwaukee and surrounding counties. One- to four-family residential mortgage loans totaled \$681.6 million, or 46.3% of total loans at December 31, 2009. One- to four-family residential mortgage loans originated for investment during the year ended December 31, 2009 totaled \$25.7 million, or 19.9% of all loans originated. Our one- to four-family residential mortgage loans have fixed and adjustable rates. Our variable-rate mortgage loans generally provide for maximum rate adjustments of 100 basis points per adjustment, with a lifetime maximum adjustment of up to 300 basis points, regardless of the initial rate. Our variable-rate mortgage loans typically amortize over terms of up to 30 years. Portfolio one- to four-family loans at December 31, 2009 are variable rate loans but are not necessarily indexed. They are adjustable semi-annually at our discretion with the limits noted above. The Company does not and has never offered residential mortgage loans specifically designed for borrowers with sub-prime credit scores, including Alt-A and negative amortization loans. Further, prior to 2007, we did not offer indexed, variable-rate loans other than home equity lines of credit and we have never offered "teaser rate" first mortgage products. As a result, our borrowers do not face automatic mortgage rate increases at the end of an initial period.

Variable rate mortgage loans can decrease the interest rate risk associated with changes in market interest rates by periodically repricing, but involve other risks because, as interest rates increase, the underlying payments by the borrower increase, thus increasing the potential for default by the borrower. At the same time, the marketability of the underlying collateral may be adversely affected by higher interest rates. Upward adjustment of the contractual interest rate is also limited by the maximum periodic and lifetime interest rate adjustments permitted by our loan documents and, therefore, the effectiveness of variable rate mortgage loans in decreasing the risk associated with changes in interest rates may be limited during periods of rapidly rising interest rates. Moreover, during periods of rapidly declining interest rates the interest income received from the adjustable rate loans can be significantly reduced, thereby adversely affecting interest income.

All residential mortgage loans that we originate include "due-on-sale" clauses, which give us the right to declare a loan immediately due and payable in the event that, among other things, the borrower sells or otherwise disposes of the real property subject to the mortgage and the loan is not repaid. We also require homeowner's insurance and where circumstances warrant, flood insurance on properties securing real estate loans. The average single family first mortgage loan balance was \$208,000 and the highest outstanding balance was \$4.8 million on December 31, 2009. The average two- to four-family first mortgage loan balance was \$142,000 on December 31, 2009 and the highest outstanding balance was \$4.4 million.

Over Four-family Real Estate Loans. Over four-family loans totaled \$536.7 million, or 36.5% of total loans at December 31, 2009. Over four-family loans originated during the year ended December 31, 2009 totaled \$66.7 million or 51.7% of all loans originated for investment. These loans are generally secured by properties located in our primary market area. Our over four-family real estate underwriting policies generally provide that such real estate loans may be made in amounts of up to 80% of the appraised value of the property provided the loan complies with our current loans-to-one borrower limit. Over four-family real estate loans are offered with interest rates that are fixed for periods of up to five years or are variable and either adjust based on a market index or at our discretion. Contractual maturities do not exceed 10 years while principal and interest payments are typically based on a 30-year amortization period. In reaching a decision on whether to make an over four-family real estate loan, we consider gross revenues and the net operating income of the property, the borrower's expertise and credit history, business cash flow, and the appraised value of the underlying property. In addition, we will also consider the terms and conditions of the leases and the credit quality of the tenants. We generally require that the properties securing these real estate loans have debt service coverage ratios (the ratio of earnings before interest, taxes, depreciation and amortization divided by interest expense and current maturities of long term debt) of at least 1.15 times. Generally, over four-family loans made to corporations, partnerships and other business entities require personal guarantees by the principals and by the owners of 20% or more of the borrower.

An over four-family borrower's financial information is monitored on an ongoing basis by requiring periodic financial statement updates, payment history reviews and periodic face-to-face meetings with the borrower. We generally require borrowers with aggregate outstanding balances exceeding \$1.0 million to provide updated financial statements and federal tax returns annually. These requirements also apply to all guarantors on these loans. We also require borrowers with rental investment property to provide an annual report of income and expenses for the property, including a tenant list and copies of leases, as applicable. The average outstanding over four-family mortgage loan balance was \$613,000 on December 31, 2009 with the largest outstanding balance at \$9.8 million. At December 31, 2009, our largest exposure to one borrower or to a related group of borrowers was \$20.9 million, and consisted of six separate loans on residential properties with over four units. The largest loan in the group is a loan with a December 31, 2009 outstanding balance of \$6.5 million secured by a 112 unit apartment building.

Loans secured by over four-family real estate generally involve larger principal amounts and greater risk than owner-occupied, one- to four-family residential mortgage loans. Because payments on loans secured by over four-family properties often depend on the successful operation or management of the properties, repayment of such loans may be affected by adverse conditions in the real estate market or the economy.

Residential Construction and Land Loans. We originate construction loans to individuals and contractors for the construction and acquisition of single and multi-family residences. At December 31, 2009, construction mortgage loans totaled \$69.8 million, or 4.7%, of total loans. Construction and land loans originated during the year ended December 31, 2009 totaled \$7.9 million, or 0.6% of all loans originated for investment. At December 31, 2009, the unadvanced portion of these construction loans totaled \$7.9 million.

Our construction mortgage loans generally provide for the payment of interest only during the construction phase, which is typically up to nine months although our policy is to consider construction periods as long as 12 months or more. At the end of the construction phase, the construction loan converts to a longer term mortgage loan. Construction loans can be made with a maximum loan-to-value ratio of 90%, provided that the borrower obtains private mortgage insurance if the loan balance exceeds 80% of the lesser of the appraised value or sales price of the secured property. The average outstanding construction loan balance totaled \$791,000 on December 31, 2009 and ranged from \$35,000 to \$4.4 million. The average outstanding land loan balance was \$301,000 on December 31, 2009 with the largest outstanding balance at \$10.0 million.

Before making a commitment to fund a residential construction loan, we require an appraisal of the property by an independent licensed appraiser. We also review and inspect each property before disbursement of funds during the term of the construction loan. Loan proceeds are disbursed after inspection based on the percentage of completion method.

Construction financing is generally considered to involve a higher degree of credit risk than longer-term financing on improved, owner-occupied real estate. Risk of loss on a construction loan depends largely upon the accuracy of the initial estimate of the value of the property at completion of construction compared to the estimated cost (including interest) of construction and other assumptions. If the estimate of construction cost is inaccurate, we may be required to advance funds beyond the amount originally committed in order to protect the value of the property. Additionally, if the estimate of value is inaccurate, we may be confronted with a project, when completed, with a value that is insufficient to ensure full repayment of the loan.

Commercial Real Estate Loans. Commercial real estate loans totaled \$48.9 million at December 31, 2009, or 3.3% of total loans, and are made up of loans secured by office and retail buildings, churches, restaurants, other retail properties and mixed use properties. Commercial real estate loans originated during the year ended December 31, 2009 totaled \$7.4 million, or 5.7% of all loans originated for investment. These loans are generally secured by property located in our primary market area. Our commercial real estate underwriting policies provide that such real estate loans may be made in amounts of up to 80% of the appraised value of the property. Commercial real estate loans are offered with interest rates that are fixed up to five years or are variable and either adjust based on a market index or at our discretion. Contractual maturities do not exceed 10 years while principal and interest payments are typically based on a 30-year amortization period. In reaching a decision on whether to make a commercial real estate loan, we consider gross revenues and the net operating income of the property, the borrower's expertise and credit history, business cash flow, and the appraised value of the underlying property. In addition, we will also consider the terms and conditions of the leases and the credit quality of the tenants. We generally require that the properties securing these real estate loans have debt service coverage ratios (the ratio of earnings before interest, taxes, depreciation and amortization divided by interest expense and current maturities of long term debt) of at least 1.15 times. Environmental surveys are required for commercial real estate loans when environmental risks are identified. Generally, commercial real estate loans made to corporations, partnerships and other business entities require personal guarantees by the principals and by the owners of 20% or more of the borrower.

A commercial borrower's financial information is monitored on an ongoing basis by requiring periodic financial statement updates, payment history reviews and periodic face-to-face meetings with the borrower. We generally require borrowers with aggregate outstanding balances exceeding \$1.0 million to provide annually updated financial statements and federal tax returns. These requirements also apply to all guarantors on these loans. We also require borrowers to provide an annual report of income and expenses for the property, including a tenant list and copies of leases, as applicable. The average commercial real estate loan in our portfolio at December 31, 2009 was \$465,000 with the largest outstanding balance at \$3.8 million.

Home Equity Loans. We also offer home equity loans and home equity lines of credit, both of which are secured by owner-occupied and non-owner occupied one- to four-family residences. Home equity loans and lines originated during the year ended December 31, 2009 totaled \$8.5 million, or 6.6% of all loans originated for investment. At December 31, 2009, outstanding home equity loans and equity lines of credit totaled \$86.0 million, or 5.8% of total loans outstanding. At December 31, 2009, the unadvanced amounts of home equity lines of credit totaled \$28.4 million. The underwriting standards utilized for home equity loans and home equity lines of credit include a determination of the applicant's credit history, an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan, and the value of the collateral securing the loan. Home equity loans are offered with adjustable rates of interest and with terms up to 10 years. The loan-to-value ratio for our home equity loans and our lines of credit is generally limited to 90% when combined with the first security lien, if applicable. Our home equity lines of credit have ten-year terms and adjustable rates of interest which are indexed to the prime rate, as reported in *The Wall Street Journal*. Interest rates on home equity lines of credit are generally limited to a maximum rate of 18%. The average outstanding home equity loan balance was \$48,000 at December 31, 2009 with the largest outstanding balance at \$1.2 million.

Commercial Loans. Commercial loans originated during the year ended December 31, 2009 totaled \$12.6 million, or 9.8% of all loans originated. Commercial loans totaled \$48.1 million at December 31, 2009, or 3.3% of total loans, and are made up of loans secured by accounts receivable, inventory, equipment and real estate. These loans are generally made to borrowers that are located in our primary market area. Working capital lines of credit are granted for the purpose of carrying inventory and accounts receivable or purchasing equipment. These lines require that certain working capital ratios must be maintained and are monitored on a monthly or quarterly basis. Working capital lines of credit are short-term loans with variable interest rates. Outstanding balances fluctuate up to the maximum commitment amount based on fluctuations in the balance of the underlying collateral. Personal property loans secured by equipment are considered commercial business loans and are generally made for terms of up to 84 months and for up to 80% of the value of the underlying collateral. Interest rates on equipment loans may be either fixed or variable. Commercial business loans are generally variable rate loans with initial fixed rate periods of up to five years. These loans generally amortize over 15 to 25 years. Small Business Administration participation is available to qualifying borrowers on all types of commercial business loans.

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A commercial borrower's financial information is monitored on an ongoing basis by requiring periodic financial statement updates, payment history reviews and periodic face-to-face meetings with the borrower. The average outstanding commercial loan at December 31, 2009 was \$227,000 with the largest outstanding balance at \$2.7 million.

The following table shows loan origination, principal repayment activity, transfers to real estate owned, charge offs and sales during the periods indicated.

	Year Ended December 31,		
	2009	2008	2007
	(In Thousands)		
Total loans at beginning of year	\$ 1,636,277	\$ 1,495,970	\$ 1,450,170
Mortgage loans originated for investment:			
Residential			
One- to four-family	25,660	205,526	65,851
Over four-family	66,657	122,113	64,857
Construction and land	7,914	51,367	33,705
Commercial	7,352	14,876	13,494
Home equity	8,491	20,672	15,886
Total mortgage loans originated for investment	116,074	414,554	193,793
Consumer loans originated for investment	180	280	157
Commercial loans originated for investment	12,640	21,934	25,229
Total loans originated for investment	128,894	436,768	219,179
Other loans – net activity			-
Principal repayments	(202,722)	(228,099)	(171,592)
Transfers to real estate owned	(54,072)	(32,946)	(13,455)
Loan principal charge-off	(23,636)	(25,301)	(6,053)
Net activity in loans held for investment	(151,536)	150,422	28,079
Loans originated for sale	739,151	255,891	242,120
Loans sold	(707,092)	(266,006)	(224,399)
Net activity in loans held for sale	32,059	(10,115)	17,721
Total loans receivable and held for sale at end of period	\$ 1,516,800	\$ 1,636,277	\$ 1,495,970

Origination and Servicing of Loans. All loans originated by us are underwritten pursuant to internally developed policies and procedures. While we generally underwrite loans to Freddie Mac and Fannie Mae standards, due to several unique characteristics, our loans originated prior to 2008 do not conform to the secondary market standards. The unique features of these loans include: interest payments in advance of the month in which they are earned, discretionary rate adjustments that are not tied to an independent index and pre-payment penalties.

Exclusive of our mortgage banking operations, we generally retain in our portfolio a significant majority of the loans that we originate. At December 31, 2009, WaterStone Bank was servicing loans sold in the amount of \$4.7 million. Loan servicing includes collecting and remitting loan payments, accounting for principal and interest, contacting delinquent mortgagors, supervising foreclosures and property dispositions in the event of unremedied defaults, making certain insurance and tax payments on behalf of the borrowers and generally administering the loans.

Loan Approval Procedures and Authority. WaterStone Bank's lending activities follow written, non-discriminatory, underwriting standards and loan origination procedures established by WaterStone Bank's board of directors. The loan approval process is intended to assess the borrower's ability to repay the loan, the viability of the loan and the adequacy of the value of the property that will secure the loan, if applicable. To assess the borrower's ability to repay, we review the employment and credit history and information on the historical and projected income and expenses of borrowers.

Loan officers are authorized to approve and close any loan that qualifies under WaterStone Bank underwriting guidelines within the following lending limits:

- A secured one- to four-family mortgage loan up to \$500,000 for a borrower with total outstanding loans from the Bank of less than \$1,000,000 that is independently underwritten can be approved by select loan officers.
- A loan up to \$500,000 for a borrower with total outstanding loans from the Bank of less than \$500,000 can be approved by select commercial loan officers.
- Any secured mortgage loan ranging from \$500,001 to \$2,999,999 or any new loan to a borrower with outstanding loans from the Bank exceeding \$1,000,000 must be approved by the Officer Loan Committee.
- Any loan for \$3,000,000 or more must be approved by the Officer Loan Committee and the board of directors prior to closing. Any new loan to a borrower with outstanding loans from the Bank exceeding \$10,000,000 must be approved by the board of directors prior to closing.

Asset Quality

A system-generated delinquency notice is mailed monthly to all delinquent borrowers, advising them of the amount of their delinquency. When a loan becomes more than 30 days delinquent, WaterStone Bank sends a letter advising the borrower of the delinquency. The borrower is given 30 days to pay the delinquent payments or to contact WaterStone Bank to make arrangements to bring the loan current over a longer period of time. If the borrower fails to bring the loan current within 90 days from the original due date or to make arrangements to cure the delinquency over a longer period of time, the matter is referred to legal counsel and foreclosure or other collection proceedings are considered. We may consider forbearance in select cases where a temporary loss of income might result, if a reasonable plan is presented by the borrower to cure the delinquency in a reasonable period of time after his or her income resumes.

All loans are reviewed on a regular basis, and such loans are placed on non-accrual status when they become more than 90 or more days delinquent. When loans are placed on non-accrual status, unpaid accrued interest is reversed, and further income is recognized only to the extent received.

Non-Performing Assets. Non-performing assets consist of non-accrual loans and other real estate owned. Loans are generally placed on non-accrual status when contractually past due 90 days or more as to interest or principal payments. Additionally, whenever management becomes aware of facts or circumstances that may adversely impact the collectibility of principal or interest on loans, management may place such loans on non-accrual status immediately, rather than waiting until the loan becomes 90 days past due. At that time, previously accrued and uncollected interest on such loans is reversed and additional income is recorded only to the extent that payments are received and the collection of principal is reasonably assured. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectibility of the total contractual principal and interest is no longer in doubt.

The table below sets forth the amounts and categories of our non-accrual loans and real estate owned at the dates indicated.

	At December 31,				
	2009	2008	2007	2006	2005
	(Dollars in Thousands)				
Non-accrual loans:					
Residential					
One- to four-family	\$ 45,988	\$ 42,182	\$ 32,587	\$ 12,044	\$ 8,766
Over four-family	16,683	35,787	38,218	8,384	6,703
Construction and land	6,269	18,271	3,855	7,664	1,360
Commercial real estate	2,773	9,325	4,358	357	962
Home equity	1,159	2,015	1,332	439	274
Commercial	2,441	150	-	-	-
Consumer	-	-	-	-	-
Total non-accrual loans	75,313	107,730	80,350	28,888	18,065
Real estate owned					
One- to four-family	27,016	16,720	4,988	404	215
Over four-family	8,824	6,057	755	-	-
Construction and land	10,458	1,094	2,619	116	-
Commercial real estate	4,631	782	181	-	-
Total real estate owned	50,929	24,653	8,543	520	215
Total non-performing assets	\$ 126,242	\$ 132,383	\$ 88,893	\$ 29,408	\$ 18,280
Total performing troubled debt restructurings	\$ 42,730	\$ 2,409	\$ 2,228	\$ -	\$ -
Total non-accrual loans to total loans, net	5.30%	6.91%	5.73%	2.10%	1.39%
Total non-accrual loans and performing troubled debt restructurings to total loans receivable	8.31%	7.06%	5.89%	2.10%	1.39%
Total non-accrual loans to total assets	4.03%	5.71%	4.70%	1.75%	1.20%
Total non-performing assets to total assets	6.76%	7.02%	5.20%	1.78%	1.21%

Total non-accrual loans decreased by \$32.4 million to \$75.3 million as of December 31, 2009 compared to \$107.7 million as of December 31, 2008. The ratio of non-accrual loans to total loans was 5.30% at December 31, 2009 compared to 6.91% at December 31, 2008. The \$32.4 million decrease in nonaccrual loans during the year ended December 31, 2009 resulted from \$54.1 million in transfers to real estate owned (net of charge-offs), \$22.1 million in loans that returned to accrual status, \$14.9 million in charge-offs and \$3.8 million in loans that were paid in full. The decrease in nonaccrual loans due to these factors was partially offset by \$66.6 million in loans that were placed on non-accrual status during the year ended December 31, 2009.

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Of the \$75.3 million in total non-accrual loans as of December 31, 2009, \$59.2 million have been specifically reviewed to assess whether a specific valuation allowance is necessary. A specific valuation allowance is established for an amount equal to the impairment when the carrying value of the loan exceeds the present value of expected future cash flows, discounted at the loan's original effective interest rate or the fair value of the underlying collateral. Based upon these specific reviews, a total of \$13.5 million in charge-offs have been recorded with respect to these loans. In addition, specific reserves totaling \$6.0 million have been recorded as of December 31, 2009. The remaining \$16.1 million of non-accrual loans were reviewed on an aggregate basis and \$3.7 million in general valuation allowance was deemed necessary as of December 31, 2009. The \$3.7 million in general valuation allowance is based upon a migration analysis performed with respect similar non-accrual loans in prior periods.

During the year ended December 31, 2009, \$8.7 million of interest income would have been recognized on non-accrual loans if such loans had continued to perform in accordance with their contractual terms. Interest income of \$3.7 million was recognized during 2009 on non-accrual loans using the cash basis of accounting. The remaining \$5.0 million in interest income on non-accrual loans was contractually due and payable during 2009, but was not reported as interest income.

Total real estate owned increased by \$26.3 million to \$50.9 million at December 31, 2009, compared to \$24.7 million at December 31, 2008. During the year ended December 31, 2009, \$54.1 million was transferred from loans to real estate owned upon completion of foreclosure. Declines in property values evidenced by updated appraisals, responses to list prices on properties held for sale and/or deterioration in the condition of properties resulted in write downs totaling \$4.3 million during the year ended December 31, 2009. During the same period, proceeds from the sale of real estate owned totaled \$24.0 million which resulted in a net gain of \$935,000. The net gain on sale of real estate owned properties represented 4.0% of the recorded value of the properties as of the date of sale. We owned 226 properties as of December 31, 2009, compared to 136 properties at December 31, 2008. Of the \$50.9 million in real estate owned properties as of December 31, 2009, \$40.5 million consist of one -to four-family, over four-family and commercial real estate properties. Of these properties, \$21.6 million, or 53.5%, represent properties that are generating rental revenue. Foreclosed properties are recorded at the lower of carrying value or fair value with charge-offs, if any, charged to the allowance for loan losses upon transfer to real estate owned. The fair value is primarily based upon updated appraisals in addition to an analysis of current real estate market conditions.

During 2009, as a result of continuing efforts to mitigate the risk of loan losses, the Company has increased activity with respect to loans modified in a troubled debt restructuring. Troubled debt restructurings involve granting concessions to the borrower in connection with the modification of the terms of the loan, such as changes in payment schedule or interest rate, which would not otherwise be considered. As of December 31, 2009, \$52.1 million in loans had been modified in troubled debt restructurings, and \$9.4 million of these loans are included in the non-accrual loan total. The remaining \$42.7 million, while meeting the internal requirements for modification in a troubled debt restructuring, were current with respect to payments under their original loan terms at the time of the restructuring and thus, continue to be included with accruing loans. Provided these loans perform in accordance with the modified terms, they will continue to be accounted for on an accrual basis. Typical restructured terms include six to twelve months of principal forbearance and a reduction in interest rate. Of the \$52.1 million in restructured loans as of December 31, 2009, \$35.1 million were one- to four-family loans. An additional \$15.5 million were multi-family loans. All loans that have been modified in a troubled debt restructuring are considered to be impaired. As such, an analysis has been performed with respect to all of these loans to determine the need for a valuation reserve. When a borrower is expected to perform in accordance with the restructured terms and ultimately return to and perform under market terms, a valuation allowance is established for an amount equal to the impairment when the carrying amount of the loan exceeds the present value of the expected future cash flows. When there is doubt as to the borrower's ability to perform under the restructured terms or ultimately return to and perform under market terms, a valuation allowance is established equal to the impairment when the carrying amount exceeds fair value of the underlying collateral. As a result of the impairment analysis, a \$2.1 million valuation allowance has been established as of December 31, 2009 with respect to the \$52.1 million in troubled debt restructurings.

There were no accruing loans past due 90 days or more during the years ended December 31, 2009, 2008 and 2007.

Allowance for Loan Losses

We establish valuation allowances on loans that are deemed to be impaired. A loan is considered impaired when, based on current information and events it is probable that we will not be able to collect all amounts due according to the contractual terms of the loan agreement. A valuation allowance is established for an amount equal to the impairment when the carrying amount of the loan exceeds the present value of the expected future cash flows, discounted at the loan's original effective interest rate or the fair value of the underlying collateral.

We also establish valuation allowances based on an evaluation of the various risk components that are inherent in the loan portfolio. The risk components that are evaluated include past loan loss experience; the level of non-performing and classified assets; current economic conditions; volume, growth, and composition of the loan portfolio; adverse situations that may affect the borrower's ability to repay; the estimated value of any underlying collateral; peer group comparisons; regulatory guidance; and other relevant factors. The allowance is increased by provisions charged to earnings and recoveries of previously charged-off loans and reduced by charge-offs. The adequacy of the allowance for loan losses is reviewed and approved quarterly by the WaterStone Bank board of directors. The allowance reflects management's best estimate of the amount needed to provide for the probable loss on impaired loans and other inherent losses in the loan portfolio, and is based on a risk model developed and implemented by management and approved by the WaterStone Bank board of directors.

Actual results could differ from this estimate, and future additions to the allowance may be necessary based on unforeseen changes in loan quality and economic conditions. In addition, the Federal Deposit Insurance Corporation and the Wisconsin Department of Financial Institutions, as an integral part of their examination process, periodically review WaterStone Bank's allowance for loan losses. Such regulators have the authority to require WaterStone Bank to recognize additions to the allowance based on their judgments of information available to them at the time of their review or examination.

Any loan that is 90 or more days delinquent is placed on non-accrual and classified as a non-performing asset. A loan is classified as impaired when it is probable that we will be unable to collect all amounts due in accordance with the terms of the loan agreement. Non-performing assets are then evaluated and accounted for in accordance with generally accepted accounting principles.

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The following table sets forth activity in our allowance for loan losses for the periods indicated.

	At or for the Year Ended December 31,				At or for the Six Month Period Ended December 31,	At or for the Year Ended June 30,
	2009	2008	2007	2006	2005	2005
	(Dollars in Thousands)					
Balance at beginning of period	\$ 25,167	\$ 12,839	\$ 7,195	\$ 5,250	\$ 4,606	\$ 3,378
Provision for loan losses	26,687	37,629	11,697	2,201	1,035	1,238
Charge-offs:						
Mortgage loans						
One- to four-family ⁽¹⁾	13,602	8,397	1,397	524	97	1
Over four-family	3,304	10,056	634	-	169	-
Construction and land	3,957	5,088	3,982	-	-	-
Commercial real estate	910	1,838	27	5	102	2
Home equity ⁽¹⁾	861	394	120	-	-	-
Consumer	9	4	3	7	23	8
Commercial	1,000	-	-	-	-	-
Total charge-offs	\$ 23,643	25,777	6,163	536	391	11
Recoveries:						
Mortgage loans						
One- to four-family	181	313	68	144	-	-
Over four-family	23	31	-	30	-	-
Construction and land	77	125	-	-	-	-
Commercial real estate	-	-	40	100	-	-
Home equity	1	1	1	-	-	-
Consumer	1	6	1	6	-	1
Total recoveries	\$ 283	476	110	280	-	1
Net charge-offs	\$ 23,360	25,301	6,053	256	391	10
Allowance at end of year	\$ 28,494	\$ 25,167	\$ 12,839	\$ 7,195	\$ 5,250	\$ 4,606
Ratios:						
Allowance for loan losses to non-						
performing loans at end of period	37.83%	23.36%	15.98%	24.91%	29.06%	35.22%
Allowance for loan losses to net						
loans outstanding at end of period	2.01%	1.61%	0.92%	0.52%	0.40%	0.38%
Net charge-offs to average loans						
outstanding (annualized)	1.54%	1.67%	0.44%	0.02%	0.06%	0.00%

⁽¹⁾ Prior to the year ended December 31, 2007, one- to four-family loans include home equity loans and home equity lines of credit, as a separate breakdown is not available for these years.

Allocation of Allowance for Loan Losses. The following table sets forth the allowance for loan losses allocated by loan category, the total loan balances by category, and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

At December 31,										
2009				2008			2007			
Allowance for Loan Losses	% of Loans in Category to Total Loans	% of Allowance in Category to Total Allowance	Allowance for Loan Losses	% of Loans in Category to Total Loans	% of Allowance in Category to Total Allowance	Allowance for Loan Losses	% of Loans in Category to Total Loans	% of Allowance in Category to Total Allowance		
(Dollars in Thousands)										
Real Estate:										
Residential ⁽¹⁾										
One- to four-family	\$ 17,847	46.31%	62.63%	\$ 14,185	48.70%	56.36%	\$ 5,424	45.64%	42.25%	
Over four-family	5,208	36.47%	18.28%	6,844	31.59%	27.20%	4,369	32.45%	34.03%	
Construction and land	2,635	4.74%	9.25%	2,137	8.12%	8.49%	2,087	10.61%	16.26%	
Commercial Real Estate	720	3.33%	2.53%	445	3.40%	1.77%	280	3.53%	2.18%	
Home equity ⁽¹⁾	1,642	5.84%	5.76%	1,027	5.52%	4.08%	536	5.84%	4.17%	
Commercial	371	3.27%	1.30%	457	2.65%	1.82%	99	1.92%	0.77%	
Consumer	43	0.04%	0.15%	39	0.02%	0.15%	35	0.01%	0.27%	
Unallocated	28	0.00%	0.10%	33	0.00%	0.13%	9	0.00%	0.07%	
Total allowance for loan losses	\$ 28,494	100.00%	100.00%	\$ 25,167	100.00%	100.00%	\$ 12,839	100.00%	100.00%	

⁽¹⁾ Prior to the year ended December 31, 2007, one- to four-family loans include home equity loans and home equity lines of credit, as a separate breakdown of the allowance for loan losses is not available for those years.

	At December 31,						At June 30,		
	2006			2005			2005		
	% of	% of		% of	% of		% of	% of	
Allowance	Loans in	Allowance	Allowance	Loans in	Allowance in	Allowance	Loans in	Allowance in	
for Loan	Category	in Category	for Loan	Category	Category to	for Loan	Category	Category to	
Losses	to Total	to Total	Losses	to Total	Total	Losses	to Total	Total	
	Loans	Allowance		Loans	Allowance		Loans	Allowance	
(Dollars In Thousands)									
Real Estate:									
Residential ⁽¹⁾									
One- to four-family	\$ 4,116	44.17%	57.21%	2,624	46.66%	49.98%	1603	48.36%	34.80%
Over four-family	2,034	34.10%	28.27%	1,716	32.78%	32.69%	1,646	31.36%	35.74%
Construction and land	167	11.67%	2.32%	234	11.33%	4.46%	712	11.05%	15.46%
Commercial Real Estate	764	3.53%	10.62%	630	2.53%	12.00%	450	2.81%	9.77%
Home equity	-	6.34%	-	-	6.69%	-	10	6.41%	0.22%
Commercial	-	0.18%	-	-	-	-	-	-	-
Consumer	30	0.01%	0.42%	27	0.01%	0.51%	25	0.01%	0.54%
Unallocated	84	0.00%	1.16%	19	-	0.36%	160	-	3.47%
Total allowance for loan losses	\$ 7,195	100.00%	100.00%	\$ 5,250	100.00%	100.00%	\$ 4,606	100.00%	100.00%

⁽¹⁾ Prior to the year ended December 31, 2007, one- to four-family loans include home equity loans and home equity lines of credit, as a separate breakdown for the allowance for loan losses is not available for those years.

At least once each quarter, management evaluates the adequacy of the balance of the allowance for loan losses based on several factors some of which are not loan specific, but are reflective of the inherent losses in the loan portfolio. This process includes, but is not limited to, a periodic review of loan collectibility in light of historical experience, the nature and volume of loan activity, conditions that may affect the ability of the borrower to repay, underlying value of collateral and economic conditions in our immediate market area. All loans meeting the criteria established by management are evaluated individually, based primarily on the value of the collateral securing each loan and the ability of the borrowers to repay according to the terms of the loans. Specific loss allowances are established as required by this analysis. All loans for which a specific loss review is not required are segregated by loan type and a loss allowance is established by using loss experience data and management's judgment concerning other matters it considers significant including trends in non-performing loan balances, impaired loan balances, classified asset balances and the current economic environment. The allowance is allocated to each category of loans based on the results of the above analysis. Differences between the allocated balances and recorded allowances are reflected as unallocated and are available to absorb losses resulting from the inherent imprecision involved in the loss analysis process.

This analysis process is both quantitative and subjective, as it requires us to make estimates that are susceptible to revisions as more information becomes available. Although we believe that we have established the allowance at levels appropriate to absorb probable and estimable losses, additions may be necessary if future economic conditions differ substantially from the current environment.

At December 31, 2009, the allowance for loan losses was \$28.5 million, compared to \$25.2 million at December 31, 2008. As of December 31, 2009, the allowance for loan losses to total loans receivable was 2.01% and was equal to 37.83% of non-performing loans, compared to 1.61% and 23.36%, respectively, at December 31, 2008. The \$3.3 million increase in the allowance for loan loss during the year ended December 31, 2009 is attributable to a \$2.7 million increase in specific loan loss reserves related to impaired loans and a \$643,000 increase in the general valuation allowance. The increase in specific loan loss reserves was the result of an increase in impaired loans and a decline in the value of collateral as evidenced by updated appraisals. The increase in the general valuation allowance resulted from an increase in loans that, while still performing, have been identified as having higher risk characteristics. The increase in the amount and number of loans identified as exhibiting elevated levels of risk with respect to loss outweighed the decline in both non-performing loans and overall delinquent loans. Loans with elevated risk profiles include troubled debt restructurings and loans internally classified as special mention and watch. These loans resulted in a \$1.8 million increase to the general valuation allowance during the year. This was partially offset by a \$1.2 million reduction to the general valuation allowance due primarily to a \$139.7 million decrease in the balance of loans outstanding. Weakness in the residential real estate market has continued for the past three years and the risk of loss on loans secured by residential real estate remains at an elevated level.

Net charge-offs totaled \$23.4 million, or 1.54% of average loans for the year ended December 31, 2009, compared to \$25.3 million, or 1.67% of average loans for the year ended December 31, 2008. Of the \$23.4 million in net charge-offs during the year ended December 31, 2009, \$13.4 million related to loans secured by one- to four-family residential loans. The majority of charge-offs in this category relate to two borrower types, small real estate investors and out-of-state single family borrowers. Lending relationships with small real estate investors, whose collateral consists of non-owner occupied one- to four-family properties accounted for \$6.5 million of net charge-offs in one-to four-family loans for the year ended December 31, 2009. An additional \$4.1 million of charge-offs relate to borrowers with single family residences located outside of the state of Wisconsin. Net charge-offs related to land and construction loans totaled \$3.9 million during the year ended December 31, 2009. Of this total, \$2.9 million related to a single loan made to a borrower to finance the purchases of raw land for eventual subdivision and single family residential development. The undeveloped land is held as real estate owned as of December 31, 2009.

The \$26.7 million loan loss provision for the year ended December 31, 2009 reflects the Company's conclusion as to the need for the ending allowance to be \$28.5 million following the net charge-offs recorded during the period and a review of the Bank's loan portfolio and general economic conditions. The increase in the estimated allowance for loan losses for the period of \$3.3 million plus the \$23.4 million in net charge-offs results in the loan loss provision for the year ended December 31, 2009.

Our revised underwriting policies and procedures emphasize the fact that credit decisions must rely on both the credit quality of the borrower and the estimated value of the underlying collateral. In the fourth quarter of 2005, it became clear that our credit decisions relied too heavily on the estimated value of the underlying collateral. In this scenario, credit quality is assured only when the estimated value of the collateral is objectively determined and is not subject to significant fluctuation. The quantified deterioration of the credit quality of our loan portfolio as described above is the direct result of borrowers who were not financially strong enough to make regular interest and principal payments or maintain their properties when the economic environment no longer allowed them the option of converting estimated real estate value increases into short-term cash flow.

Mortgage Banking Activity

The Company originated \$739.2 million and \$255.9 million in mortgage loans during the years ended December 31, 2009 and 2008. Proceeds from sales to third parties totaled \$716.6 million and \$268.7 million for the periods ended December 31, 2009 and 2008, respectively. These sales generated approximately \$9.5 million and \$3.4 million in gains for the periods ended December 31, 2009 and 2008, respectively. These gains are included in total mortgage banking income. The remaining \$499,000 and \$859,000 in mortgage banking income for the periods ended December 31, 2009 and 2008, respectively relate to brokerage fees earned on loans originated by the Company but funded by third-party lenders.

Investment Activities

Wauwatosa Investments, Inc. is WaterStone Bank's investment subsidiary located in Las Vegas, Nevada. Wauwatosa Investments, Inc. manages the Bank's investment portfolio. The Bank's Treasurer and its Treasury Officer are responsible for implementing our Investment Policy and monitoring the investment activities of Wauwatosa Investments, Inc. The Investment Policy is reviewed annually by management and changes to the policy are recommended to and subject to the approval of our board of directors. Authority to make investments under the approved Investment Policy guidelines is delegated by the board to designated employees. While general investment strategies are developed and authorized by management, the execution of specific actions rests with the Treasurer and Treasury Officer who may act jointly or severally. In addition, the President of Wauwatosa Investments, Inc. has execution authority for securities transactions. The Treasurer and Treasury Officer are responsible for ensuring that the guidelines and requirements included in the Investment Policy are followed and that all securities are considered prudent for investment. The Treasurer, the Treasury Officer and the President of Wauwatosa Investments, Inc. are authorized to execute investment transactions (purchases and sales) without the prior approval of the board and within the scope of the established Investment Policy.

Our Investment Policy requires that all securities transactions be conducted in a safe and sound manner. Investment decisions are based upon a thorough analysis of each security instrument to determine its quality, inherent risks, fit within our overall asset/liability management objectives, effect on our risk-based capital measurement and prospects for yield and/or appreciation.

Consistent with our overall business and asset/liability management strategy, which focuses on sustaining adequate levels of core earnings, our investment portfolio is comprised primarily of securities that are classified as available for sale. At December 31, 2009, we owned one structured note that has been classified as held to maturity. Two available for sale municipal securities with a total book value of \$503,000 were sold in 2009 at a gain of \$12,000. There were no sales with respect to the available for sale investment portfolio during the year ended December 31, 2008. Impairment losses of \$1.1 million and \$2.0 million were recognized as an other than temporary impairment during 2009 and 2008, respectively. A cumulative effect adjustment of \$1.1 million was made in 2009 effective January 1, 2009 in connection with the early adoption of new guidance impacting ASC Topic 820, Fair Value Measurements and Disclosures, which partially reversed the impairment loss recognized during the year ended December 31, 2008.

Available for Sale Portfolio

Government Sponsored Entity Bonds. At December 31, 2009, our Government sponsored entity bond portfolio totaled \$40.6 million, all of which were issued by government sponsored entities and were classified as available for sale. The weighted average yield on these securities was 2.20% and the weighted average remaining average life was 3.0 years at December 31, 2009. While these securities generally provide lower yields than other investments in our securities investment portfolio, we maintain these investments, to the extent appropriate, for liquidity purposes and prepayment protection. The estimated fair value of our government sponsored entity bond portfolio at December 31, 2009 was \$189,000 more than the amortized cost of \$40.4 million. A total of \$16.4 million of government entity bonds are pledged as collateral for borrowings at December 31, 2009.

Mortgage Related Securities. We purchase government sponsored enterprise mortgage- related securities issued by Fannie Mae, Freddie Mac and Ginnie Mae and corporate sponsored mortgage related securities issued by investment banks. We invest in mortgage related securities to achieve positive interest rate spreads with minimal administrative expense, and to lower our credit risk. We regularly monitor the credit quality of the mortgage related portfolio. We have analyzed these securities for other than temporary impairment at December 31, 2009 and recorded an impairment charge of \$1.1 million as discussed below.

Mortgage related securities are created by the pooling of mortgages and the issuance of a security with an interest rate which is less than the interest rate on the underlying mortgages. Mortgage related securities typically represent a participation interest in a pool of single-family or multi-family mortgages, although we focus our investments on mortgage related securities backed by one- to four-family mortgages. The issuers of such securities pool and resell the participation interests in the form of securities to investors such as WaterStone Bank, and in the case of government agency sponsored issues, guarantee the payment of principal and interest to investors. Mortgage related securities generally yield less than the loans that underlie such securities because of the cost of payment guarantees and credit enhancements. However, mortgage related securities are usually more liquid than individual mortgage loans. Virtually all mortgage related securities that we hold are fixed rate securities.

At December 31, 2009, mortgage related securities, all of which were classified as available for sale, totaled \$116.8 million. Of this total, \$86.4 million are backed by government sponsored entities. The remaining \$30.4 million are issued by investment banks. At December 31, 2009, the estimated fair value of the securities issued by investment banks was \$6.3 million less than the amortized cost of \$36.7 million. The mortgage related securities portfolio had a weighted average yield of 5.21% and a weighted average remaining life of 2.7 years at December 31, 2009. The estimated fair value of our mortgage related securities portfolio at December 31, 2009 was \$3.0 million less than the amortized cost of \$119.8 million. Mortgage related securities valued at \$82.6 million are pledged as collateral for borrowings at December 31, 2009. Investments in mortgage related securities involve a risk that actual prepayments may differ from estimated prepayments over the life of the security, which may require adjustments to the amortization of any premium or accretion of any discount relating to such instruments, thereby changing the net yield on such securities. There is also reinvestment risk associated with the cash flows from such securities or if such securities are redeemed by the issuer. In addition, the market value of such securities may be adversely affected in a rising interest rate environment, particularly since virtually all of our mortgage related securities have a fixed rate of interest.

All mortgage related securities issued by investment banks were rated AAA by Moody's at the date of purchase. During the year ended December 31, 2009, two mortgage related securities with other than temporary impairment were downgraded to less than investment grade status. One was downgraded by S&P from A at December 31, 2008 to CCC at December 31, 2009. The other security was downgraded by S&P from AAA at December 31, 2008 to BB at December 31, 2009. The estimated fair value of these securities was \$15.8 million at December 31, 2009.

During the year ended December 31, 2008, we recognized a \$2.0 million loss on impairment of a security. As of December 31, 2008, this security had an amortized cost of \$4.7 million, reflecting the impairment loss recognized in the income statement and a fair value of \$4.2 million. As of January 1, 2009, a cumulative effect adjustment was made to retained earnings for \$1.1 million to reflect the difference between credit loss and the estimated fair value of the security when the other than temporary loss was identified. During the year ended December 31, 2009, the Company recognized an additional other than temporary impairment loss totaling \$135,000 with respect to this security. Also, during the year ended December 31, 2009, a second mortgage-related security was found to have an other than temporary impairment totaling \$997,000. These two securities had a fair value of \$21.9 million and an amortized cost of \$15.8 million as of December 31, 2009. At the same date, unrealized losses on these collateralized mortgage obligations include other-than-temporary impairment recognized in other comprehensive income (before taxes) of \$6.1 million. The related loss recognized on these two securities totaled \$1.1 million during the year ended December 31, 2009. No other mortgage-related securities have been found to have other than temporary impairment as of December 31, 2009.

Municipal Obligations. These securities consist of obligations issued by states, counties and municipalities or their agencies and include general obligation bonds, industrial development revenue bonds and other revenue bonds. Our Investment Policy requires that such non-Wisconsin state agency or municipal obligations be rated AA or better by a nationally recognized rating agency. A security that is downgraded below investment grade will require additional analysis of creditworthiness and a determination will be made to hold or dispose of the investment. At December 31, 2009, our state agency and municipal obligations portfolio totaled \$43.2 million, all of which was classified as available for sale. The weighted average yield on this portfolio was 5.43% at December 31, 2009, with a weighted average remaining life of 12.7 years. The estimated value of our municipal obligations bond portfolio at December 31, 2009 was \$358,000 less than the amortized cost of \$43.6 million. The estimated market value of the municipal obligations portfolio has been negatively impacted in the current economic environment by both the financial difficulties being encountered by the companies that ensure the bonds and by the credit quality of the municipalities. At December 31, 2009 two municipal school district bonds in the State of California were rated either BBB or Baa1 by S&P or Moody's. The estimated value of these securities at December 31, 2009 was \$343,000 less than the amortized cost of \$1.4 million. Based upon an assessment performed as of December 31, 2009, we have determined that no securities in this category are other than temporarily impaired.

Other Debt Securities. As of December 31, 2009, we held a trust preferred security with a fair value of \$4.5 million and amortized cost of \$5.0 million. This security, which yields 10.0% is callable beginning in the second quarter of 2013 with final maturity in 2048. Based upon an assessment performed as of December 31, 2009, the Company has determined that this security is not other than temporarily impaired.

Held to Maturity Portfolio. As of December 31, 2009, we held one structured corporate note that has been designated as held to maturity since its purchase in 2007. The corporate note has an amortized cost of \$2.6 million and an estimated fair value of \$1.9 million. The final maturity of this security is 2022, however, it is callable quarterly. The corporate note has a yield of 7.5%. Due to the magnitude of the difference between fair value and amortized cost and considering additional factors as previously described, we assessed whether this security is other-than-temporarily impaired. Based primarily on the ongoing financial support of the issuer of the security by the United States government, we have determined that the security is not other-than-temporarily impaired at December 31, 2009.

Investment Securities Portfolio.

The following table sets forth the carrying values of our available for sale securities portfolio at the dates indicated.

	2009		At December 31, 2008		2007	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)					
Securities Available for Sale:						
Government sponsored entity bonds	\$ 40,400	\$ 40,589	\$ 11,007	\$ 11,342	\$ 13,996	\$ 14,182
Mortgage-related securities	119,838	116,835	139,862	131,542	130,547	130,610
Municipal obligations	43,599	43,241	32,697	31,362	27,277	27,095
Corporate notes	-	-	992	941	-	-
Other debt securities	5,250	4,750	5,250	4,700	250	250
Total securities available for sale	<u>\$ 209,087</u>	<u>\$ 205,415</u>	<u>\$ 189,808</u>	<u>\$ 179,887</u>	<u>\$ 172,070</u>	<u>\$ 172,137</u>

Portfolio Maturities and Yields. The composition and maturities of the securities portfolio at December 31, 2009 are summarized in the following table. Maturities are based on the final contractual payment dates and do not reflect the impact of prepayments or early redemptions that may occur. Municipal obligation yields have not been adjusted to a tax-equivalent basis. Certain mortgage related securities have interest rates that are adjustable and will reprice annually within the various maturity ranges. These repricing schedules are not reflected in the table below. At December 31, 2009, mortgage related securities with adjustable rates totaled \$138,000.

	<u>One Year or Less</u>		<u>More than One Year through Five Years</u>		<u>More than Five Years through Ten Years</u>		<u>More than Ten Years</u>		<u>Total Securities</u>	
	<u>Carrying Value</u>	<u>Weighted Average Yield</u>	<u>Carrying Value</u>	<u>Weighted Average Yield</u>	<u>Carrying Value</u>	<u>Weighted Average Yield</u>	<u>Carrying Value</u>	<u>Weighted Average Yield</u>	<u>Carrying Value</u>	<u>Weighted Average Yield</u>
(Dollars in Thousands)										
Securities available for sale:										
Government sponsored entity bonds	\$ -	0.00%	\$ 40,589	2.12%	\$ -	-	\$ -	-	\$ 40,589	2.12%
Mortgage-related securities	10,811	5.03%	90,098	4.89%	15,926	6.66%	-	0.00%	116,835	5.21%
Municipal obligations	2,831	0.73%	4,742	5.01%	11,603	4.87%	24,065	6.30%	43,241	5.43%
Other debt securities	-	-	4,750	9.72%	-	-	-	10.00%	4,750	9.72%
Total securities available for sale	<u>\$ 13,642</u>	4.12%	<u>\$ 140,179</u>	4.27%	<u>\$ 27,529</u>	6.02%	<u>\$ 24,065</u>	6.30%	<u>\$ 205,415</u>	4.77%
Securities held to maturity:										
Corporate notes	<u>-</u>	-	<u>-</u>	-	<u>-</u>	-	<u>\$ 2,648</u>	7.50%	<u>\$ 2,648</u>	7.50%

Sources of Funds

General. Deposits have traditionally been our primary source of funds for use in lending and investment activities. We also rely on advances from the Federal Home Loan Bank of Chicago and borrowings from other commercial banks in the form of repurchase agreements collateralized by investment securities. In addition to deposits and borrowings, we derive funds from scheduled loan payments, investment maturities, loan prepayments, retained earnings and income on earning assets. While scheduled loan payments and income on earning assets are relatively stable sources of funds, deposit inflows and outflows can vary widely and are influenced by prevailing market interest rates, economic conditions and competition from other financial institutions.

Deposits. A majority of our depositors are persons who work or reside in Milwaukee and Waukesha Counties and, to a lesser extent, other southeastern Wisconsin communities. We offer a selection of deposit instruments, including checking, savings, money market deposit accounts, and fixed-term certificates of deposit. Deposit account terms vary, with the principal differences being the minimum balance required, the amount of time the funds must remain on deposit and the interest rate. Certificates of deposit comprised 86.8% of total deposits at December 31, 2009, and had a weighted average cost of 2.52% on that date. Our reliance on certificates of deposit has resulted in a higher cost of funds than would otherwise be the case if demand deposits, savings and money market accounts made up a larger part of our deposit base. Development of our branch network is expected to result in decreased reliance on higher cost certificates of deposit in the long-term by aggressively seeking lower cost savings, checking and money market accounts.

Interest rates paid, maturity terms, service fees and withdrawal penalties are established on a periodic basis. Deposit rates and terms are based primarily on current operating strategies and market rates, liquidity requirements, rates paid by competitors and growth goals. Effective March 1, 2010, maximum deposit rates that the Bank may offer are determined by the FDIC. To attract and retain deposits, we rely upon personalized customer service, long-standing relationships and competitive interest rates.

The flow of deposits is influenced significantly by general economic conditions, changes in money market and other prevailing interest rates and competition. The variety of deposit accounts that we offer allows us to be competitive in obtaining funds and responding to changes in consumer demand. Based on historical experience, management believes our deposits are relatively stable. It is unclear whether future levels of deposits will reflect our historical experience particularly in view of new FDIC limits on the rates we may offer on deposits. The ability to attract and maintain money market accounts and certificates of deposit, and the rates paid on these deposits, has been and will continue to be significantly affected by market conditions. At December 31, 2009 and December 31, 2008, \$1.01 billion and \$1.04 billion, or 86.8% and 87.1%, respectively, of our deposit accounts were certificates of deposit, of which \$920.1 million and \$826.0 million, respectively, had maturities of one year or less. The percentage of our deposit accounts that are certificates of deposit is greater than most of our competitors.

Deposits obtained from brokers totaled \$63.6 million and \$103.0 million at December 31, 2009 and 2008, respectively. Brokered deposits have historically been utilized when their relative cost compares favorably to the cost of retail deposits generated directly by the Bank. This is generally the case in a declining interest rate environment as local market deposit rates often lag the national market. Brokered deposits have also been historically utilized in order to obtain significant additional deposit funding over a period of weeks rather than months. A consent order issued by state and federal regulators effective December 18, 2009 prohibits the Bank from accepting new or renewing existing brokered deposits.

Total deposits decreased by \$31.0 million, or 2.6%, from December 31, 2008 to December 31, 2009. This net decrease was the result of a \$30.1 million, or 2.9%, decrease in certificates of deposit and an \$8.9 million, or 8.8%, decrease in money market and savings accounts, partially offset by an \$8.0 million, or 14.9%, increase in demand deposits. The \$30.1 million decrease in certificates of deposit consisted of a \$39.4 million decrease in non-local brokered deposits, partially offset by a \$9.3 million increase in local certificates. Brokered deposits totaling \$49.1 million will mature during the year ended December 31, 2010.

The following table sets forth the distribution of total deposit accounts, by account type, at the dates indicated.

	At December 31,								
	2009			2008			2007		
	Balance	Percent	Weighted Average Rate	Balance	Percent	Weighted Average Rate	Balance	Percent	Weighted Average Rate
	(Dollars in Thousands)								
Deposit type:									
Demand deposits	\$ 24,255	2.08%	0.00%	\$ 20,664	1.73%	0.00%	\$ 18,950	1.91%	0.00%
NOW accounts	37,165	3.19%	0.08%	32,770	2.74%	0.13%	34,260	3.44%	0.82%
Regular savings	45,219	3.88%	0.48%	27,029	2.26%	0.47%	19,162	1.93%	0.87%
Money market and savings deposits	<u>46,809</u>	<u>4.02%</u>	<u>0.46%</u>	<u>73,901</u>	<u>6.18%</u>	<u>0.95%</u>	<u>95,225</u>	<u>9.57%</u>	<u>3.66%</u>
Total transaction accounts	153,448	13.17%	0.18%	154,364	12.91%	0.21%	167,597	16.85%	2.35%
Certificates of deposit	1,011,442	86.83%	2.52%	1,041,533	87.09%	3.85%	826,938	83.15%	4.75%
Total deposits	<u>\$ 1,164,890</u>	<u>100.00%</u>	<u>2.21%</u>	<u>\$ 1,195,897</u>	<u>100.00%</u>	<u>3.38%</u>	<u>\$ 994,535</u>	<u>100.00%</u>	<u>4.35%</u>

At December 31, 2009, the aggregate balance of certificates of deposit of \$100,000 or more was approximately \$288.8 million. The following table sets forth the maturity of those certificates at December 31, 2009.

(In Thousands)	
Due in:	
Three months or less	\$ 84,409
Over three months through six months	69,767
Over six months through 12 months	105,917
Over 12 months	28,680
Total	<u>\$ 288,773</u>

Borrowings. Our borrowings at December 31, 2009 consist of advances from the Federal Home Loan Bank of Chicago and repurchase agreements collateralized by investment securities. At December 31, 2009, we had access to additional Federal Home Loan Bank advances of up to \$87.2 million. The following table sets forth information concerning balances and interest rates on borrowings at the dates and for the periods indicated.

	At or For the Year Ended December 31,		
	2009	2008	2007
Borrowings:	(Dollars in Thousands)		
Balance outstanding at end of period	\$ 507,900	\$ 487,000	\$ 475,484
Weighted average interest rate at the end of period	3.85%	3.99%	4.16%
Maximum amount of advances outstanding at any month end during the period	512,000	519,296	475,484
Average balance outstanding during the period	511,384	494,655	403,577
Weighted average interest rate during the period	3.90%	4.11%	4.28%

Average Balance Sheet and Rate Yield Analysis

See item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations-Average Balance Sheets and Yield/Costs and – Rate/Volume Analysis."

Legal Proceedings

The Company and its subsidiaries are not involved in any legal proceedings where the outcome, if adverse to us, would have a material and adverse affect on our financial condition or results of operations.

Subsidiary Activities

Waterstone Financial currently has one wholly-owned subsidiary, WaterStone Bank, which in turn has three wholly-owned subsidiaries. Wauwatosa Investments, Inc., which holds and manages our investment portfolio, is located and incorporated in the state of Nevada. Waterstone Mortgage Corporation is a mortgage broker incorporated in Wisconsin. Main Street Real Estate Holdings, LLC, is an inactive Wisconsin limited liability corporation and previously owned Bank office facilities and held Bank office facility leases.

Wauwatosa Investments, Inc. Established in 1998, Wauwatosa Investments, Inc. operates in Nevada as WaterStone Bank's investment subsidiary. This wholly-owned subsidiary owns and manages the majority of the consolidated investment portfolio. It has its own board of directors currently comprised of its President, the WaterStone Bank Chief Financial Officer, Treasury Officer and the Chairman of the Company's board of directors.

Waterstone Mortgage Corporation. Acquired in February 2006, Waterstone Mortgage Corporation is a mortgage broker with twelve offices in Wisconsin, three in each of Idaho and Illinois, two in Florida and one in each of Arizona and Minnesota. Waterstone Mortgage Corporation was the largest mortgage broker in the Milwaukee area based on 2009 dollar volume of retail first and second mortgages originated. It has its own board of directors currently comprised of its President, the WaterStone Bank CEO, CFO, Senior Vice President and General Counsel and the Vice President Residential Lending.

Main Street Real Estate Holdings, LLC. Established in 2002, Main Street Real Estate Holdings, LLC was established to acquire and hold Bank office and retail facilities both owned and leased. Main Street Real Estate Holdings, LLC is currently inactive.

Personnel

As of December 31, 2009, we had 518 full-time equivalent employees. Our employees are not represented by any collective bargaining group. Management believes that we have good relations with our employees.

Supervision and Regulation

The following discussion is only a summary of the primary laws and regulations affecting the powers and operations of WaterStone Bank, Waterstone Financial, and Lamplighter Financial, MHC. It is not intended to be a comprehensive description of all laws and regulations applicable to these entities and is qualified in its entirety by reference to the applicable laws and regulations.

Regulation of WaterStone Bank

WaterStone Bank is a stock savings bank organized under the laws of the State of Wisconsin. The lending, investment, and other business operations of WaterStone Bank are governed by Wisconsin law and regulations, as well as applicable federal law and regulations, and WaterStone Bank is prohibited from engaging in any operations not authorized by such laws and regulations. WaterStone Bank is subject to extensive regulation by the Wisconsin Department of Financial Institutions, Division of Banking ("WDFI") and by the Federal Deposit Insurance Corporation ("FDIC"), as its deposit insurer and primary federal regulator. WaterStone Bank's deposit accounts are insured up to applicable limits by the FDIC under its Deposit Insurance Fund ("DIF"). A summary of the primary laws and regulations that govern the operations of WaterStone Bank are set forth below.

Intrastate and Interstate Merger and Branching Activities

Wisconsin Law and Regulation. Any Wisconsin savings bank meeting certain requirements may, upon approval of the WDFI, establish one or more branch offices in the state of Wisconsin or the states of Illinois, Indiana, Iowa, Kentucky, Michigan, Minnesota, Missouri, and Ohio. In addition, upon WDFI approval, a Wisconsin savings bank may establish a branch office in any other state as the result of a merger or consolidation.

Federal Law and Regulation. The Interstate Banking Act (the "IBA") permits the federal banking agencies to, under certain circumstances, approve acquisition transactions between banks located in different states, regardless of whether an acquisition would be prohibited under state law. The IBA authorizes *de novo* branching into another state if the host state enacts a law expressly permitting out of state banks to establish such branches within its borders. Additionally, the IBA authorizes branching by merger, subject to certain state law limitations.

Loans and Investments

Wisconsin Law and Regulations. Under Wisconsin law and regulation, WaterStone Bank is authorized to make, invest in, sell, purchase, participate or otherwise deal in mortgage loans or interests in mortgage loans without geographic restriction, including loans made on the security of residential and commercial property. Wisconsin savings banks also may lend funds on a secured or unsecured basis for business, commercial or agricultural purposes, provided the total of all such loans does not exceed 20% of WaterStone Bank's total assets, unless the WDFI authorizes a greater amount. Loans are subject to certain other limitations, including percentage restrictions based on WaterStone Bank's total assets.

Wisconsin savings banks may invest funds in certain types of debt and equity securities, including obligations of federal, state and local governments and agencies. Subject to prior approval of the WDFI, compliance with capital requirements and certain other restrictions, Wisconsin savings banks may invest in residential housing development projects. Wisconsin savings banks may also invest in service corporations or subsidiaries with the prior approval of the WDFI, subject to certain restrictions.

Wisconsin savings banks may make loans and extensions of credit, both direct and indirect, to one borrower in amounts up to 15% of WaterStone Bank's capital plus an additional 10% for loans fully secured by readily marketable collateral. In addition, and notwithstanding the 15% of capital and additional 10% of capital limitations set forth above, Wisconsin savings banks may make loans to one borrower, or a related group of borrowers, for any purpose in an amount not to exceed \$500,000, or to develop domestic residential housing units in an amount not to exceed the lesser of \$30 million or 30% of WaterStone Bank's capital, subject to certain conditions. At December 31, 2009, WaterStone Bank did not have any loans which exceeded the "loans-to-one borrower" limitations.

Finally, under Wisconsin law, WaterStone Bank must qualify for and maintain a level of qualified thrift investments equal to 60% of its assets as prescribed in Section 7701(a)(19) of the Internal Revenue Code of 1986, as amended. A Wisconsin savings bank that fails to meet this qualified thrift lender test becomes subject to certain operating restrictions otherwise applicable only to commercial banks. At December 31, 2009, WaterStone Bank maintained 96.7% of its assets in qualified thrift investments and therefore met the qualified thrift lender requirement.

Federal Law and Regulation. FDIC regulations also govern the equity investments of WaterStone Bank, and, notwithstanding Wisconsin law and regulations, FDIC regulations prohibit WaterStone Bank from making certain equity investments and generally limit WaterStone Bank's equity investments to those that are permissible for national banks and their subsidiaries. Under FDIC regulations, WaterStone Bank must obtain prior FDIC approval before directly, or indirectly through a majority-owned subsidiary, engaging "as principal" in any activity that is not permissible for a national bank unless certain exceptions apply. The activity regulations provide that state banks that meet applicable minimum capital requirements would be permitted to engage in certain activities that are not permissible for national banks, including guaranteeing obligations of others, activities which the Board of Governors of the Federal Reserve System (FRB) has found to be closely related to banking, and certain real estate and securities activities conducted through subsidiaries. The FDIC will not approve an activity that it determines presents a significant risk to the FDIC insurance fund. The activities of WaterStone Bank and its subsidiaries are permissible under applicable federal regulations.

Loans to, and other transactions with, affiliates of WaterStone Bank, such as Waterstone Financial and Lamplighter Financial, MHC, are restricted by the Federal Reserve Act and regulations issued by the FRB thereunder. See "Transactions with Affiliates and Insiders" below.

Lending Standards

Wisconsin Law and Regulation. Wisconsin law and regulations issued by the WDFI impose on Wisconsin savings banks certain fairness in lending requirements and prohibit savings banks from discriminating against a loan applicant based upon the applicant's physical condition, developmental disability, sex, marital status, race, color, creed, national origin, religion or ancestry.

Federal Law and Regulation. The federal banking agencies adopted uniform regulations prescribing standards for extensions of credit that are secured by liens on interests in real estate or made for the purpose of financing the construction of a building or other improvements to real estate. Under the joint regulations adopted by the federal banking agencies, all insured depository institutions, such as WaterStone Bank, must adopt and maintain written policies that establish appropriate limits and standards for extensions of credit that are secured by liens or interests in real estate or are made for the purpose of financing permanent improvements to real estate. These policies must establish loan portfolio diversification standards, prudent underwriting standards (including loan-to-value limits) that are clear and measurable, loan administration procedures, and documentation, approval and reporting requirements. The real estate lending policies must reflect consideration of the Interagency Guidelines for Real Estate Lending Policies that have been adopted by the federal bank regulators.

The Interagency Guidelines, among other things, require a depository institution to establish internal loan-to-value limits for real estate loans that are not in excess of the following supervisory limits:

- for loans secured by raw land, the supervisory loan-to-value limit is 65% of the value of the collateral;
- for land development loans (i.e., loans for the purpose of improving unimproved property prior to the erection of structures), the supervisory limit is 75%;
- for loans for the construction of commercial, over four-family or other non-residential property, the supervisory limit is 80%;
- for loans for the construction of one- to four-family properties, the supervisory limit is 85%; and
- for loans secured by other improved property (e.g., farmland, completed commercial property and other income-producing property, including non-owner occupied, one- to four-family property), the limit is 85%.

Although no supervisory loan-to-value limit has been established for owner-occupied, one- to four-family and home equity loans, the Interagency Guidelines state that for any such loan with a loan-to-value ratio that equals or exceeds 90% at origination, an institution should require appropriate credit enhancement in the form of either mortgage insurance or readily marketable collateral.

Deposits

Wisconsin Law and Regulation. Under Wisconsin law, WaterStone Bank is permitted to establish deposit accounts and accept deposits. WaterStone Bank's board of directors, or its designee, determines the rate and amount of interest to be paid on or credited to deposit accounts.

Deposit Insurance

Wisconsin Law and Regulation. Under Wisconsin law, WaterStone Bank is required to obtain and maintain insurance on its deposits from a deposit insurance corporation. The deposits of WaterStone Bank are insured up to the applicable limits by the FDIC.

Federal Law and Regulation. WaterStone Bank is a member of the DIF, which is administered by the FDIC. The Bank's deposit accounts are insured by the FDIC, generally up to a maximum of \$250,000 until December 31, 2013. In addition, certain noninterest-bearing transaction accounts maintained with financial institutions participating in the FDIC's Temporary Liquidity Guarantee Program are fully insured regardless of the dollar amount until June 30, 2010.

The FDIC imposes an assessment against all depository institutions. On February 27, 2009 the FDIC issued a final rule that alters the way the FDIC calculates federal deposit insurance assessment rates beginning in the second quarter of 2009 and thereafter. Under the rule, the FDIC first establishes an institution's initial base assessment rate. This initial base assessment rate ranges, depending on the risk category of the institution, from 12 to 45 basis points. The FDIC then adjusts the initial base assessment (higher or lower) to obtain the total base assessment rate. The adjustments to the initial base assessment rate are based upon an institution's levels of unsecured debt, secured liabilities, and brokered deposits. The total base assessment rate ranges from 7 to 77.5 basis points of the institution's deposits.

The FDIC issued an interim rule that provided for a special assessment to be collected on September 30, 2009, based on June 30, 2009, Call Report data. The special assessment increased the Bank's FDIC premium expense by \$876,000 in 2009. On November 12, 2009, the FDIC issued a rule requiring all depository institutions to prepay their estimated assessments for the fourth quarter of 2009, and for all of 2010, 2011 and 2012. Under the rule, this prepayment was due on December 31, 2009. The assessment rate for the fourth quarter of 2009 and for 2010 was based on each institution's total base assessment rate for the third quarter of 2009, modified to assume that the assessment rate in effect on September 30, 2009 had been in effect for the entire third quarter, and the assessment rate for 2011 and 2012 would be equal to the modified third quarter assessment rate plus an additional 3 basis points. In addition, each institution's base assessment rate for each period was calculated using its third quarter assessment base, adjusted quarterly for an estimated 5% annual growth rate in the assessment base through the end of 2012. WaterStone Bank received a waiver from the FDIC relative to the 2010, 2011 and 2012 prepayment.

Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. We do not know of any practice, condition or violation that might lead to termination of deposit insurance.

In addition to the FDIC assessments, the Financing Corporation (FICO) is authorized to impose and collect, with the approval of the Federal Deposit Insurance Corporation, assessments for anticipated payments, issuance costs and custodial fees on bonds issued by the FICO in the 1980s to recapitalize the former Federal Savings and Loan Insurance Corporation. The bonds issued by the FICO are due to mature in 2017 through 2019. For the quarter ended December 31, 2009, the annualized FICO assessment was equal to 1.06 basis points for each \$100 in domestic deposits maintained at an institution.

Capitalization

Wisconsin Law and Regulation. Wisconsin savings banks are required to maintain a minimum capital to assets ratio of 6% and must maintain total capital necessary to ensure the continuation of insurance of deposit accounts by the FDIC. If the WDFI determines that the financial condition, history, management or earning prospects of a savings bank are not adequate, the WDFI may require a higher minimum capital level for the savings bank. If a Wisconsin savings bank's capital ratio falls below the required level, the WDFI may direct the savings bank to adhere to a specific written plan established by the WDFI to correct the savings bank's capital deficiency, as well as a number of other restrictions on the savings bank's operations, including a prohibition on the declaration of dividends. At December 31, 2009, WaterStone Bank's capital to assets ratio, as calculated under Wisconsin law, was 8.86%.

Federal Law and Regulation. Under FDIC regulations, federally insured state-chartered banks that are not members of the Federal Reserve System ("state non-member banks"), such as WaterStone Bank, are required to comply with minimum capital requirements. For an institution determined by the FDIC to not be anticipating or experiencing significant growth and to be, in general, a strong banking organization, rated composite 1 under the Uniform Financial Institutions Ranking System established by the Federal Financial Institutions Examination Council, the minimum Tier I leverage capital to total assets ratio is 3%. For all other institutions, the minimum leverage capital ratio is not less than 4%. Tier I leverage capital is the sum of common shareholders' equity, non-cumulative perpetual preferred stock (including any related surplus) and minority investments in certain subsidiaries, less intangible assets (except for certain servicing rights and credit card relationships) and certain other specified items.

The FDIC regulations require state non-member banks to maintain certain levels of regulatory capital in relation to regulatory risk-weighted assets. The ratio of regulatory capital to regulatory risk-weighted assets is referred to as a bank's "risk-based capital ratio." Risk-based capital ratios are determined by allocating assets and specified off-balance sheet items (including recourse obligations, direct credit substitutes and residual interests) to four risk-weighted categories ranging from 0% to 100%, with higher levels of capital being required for the categories perceived as representing greater risk. For example, under the FDIC's risk-weighting system, cash and securities backed by the full faith and credit of the U.S. government are given a 0% risk weight, loans secured by one-to-four family residential properties generally have a 50% risk weight, and commercial loans have a risk weighting of 100%.

State non-member banks, such as WaterStone Bank, must maintain a minimum ratio of total capital to risk-weighted assets of at least 8%, of which at least one-half must be Tier I capital. Total capital consists of Tier I capital plus Tier 2 or supplementary capital items, which include allowances for loan losses in an amount of up to 1.25% of risk-weighted assets, cumulative preferred stock and certain other capital instruments, and a portion of the net unrealized gain on equity securities. The includable amount of Tier 2 capital cannot exceed the amount of the institution's Tier I capital. Banks that engage in specified levels of trading activities are subject to adjustments in their risk based capital calculation to ensure the maintenance of sufficient capital to support market risk.

The FDIC, along with the other federal banking agencies, has adopted a regulation providing that the agencies will take into account the exposure of a bank's capital and economic value to changes in interest rate risk in assessing a bank's capital adequacy. The FDIC also has authority to establish individual minimum capital requirements in appropriate cases upon a determination that an institution's capital level is, or is likely to become, inadequate in light of the particular circumstances. As such, in connection with a consent order effective December 18, 2009, federal and state regulators require that WaterStone Bank maintain a minimum Tier I capital ratio of 8.50% and a minimum total risk-based capital ratio of 12.00%. WaterStone Bank was in compliance with the higher regulatory minimums at December 31, 2009 with a Tier I capital ratio of 8.71% and a total risk-based capital ratio of 13.74%.

Safety and Soundness Standards

Each federal banking agency, including the FDIC, has adopted guidelines establishing general standards relating to internal controls, information and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, asset quality, earnings and compensation, fees and benefits. In general, the guidelines require, among other things, appropriate systems and practices to identify and manage the risks and exposures specified in the guidelines. The guidelines prohibit excessive compensation as an unsafe and unsound practice and describe compensation as excessive when the amounts paid are unreasonable or disproportionate to the services performed by an executive officer, employee, director, or principal shareholder.

Prompt Corrective Regulatory Action

The Federal Deposit Insurance Corporation Improvement Act requires, among other things, that federal bank regulatory authorities take “prompt corrective action” with respect to institutions that do not meet minimum capital requirements. For these purposes, the statute establishes five capital categories: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. Under the regulations, a bank shall be deemed to be (i) “well capitalized” if it has total risk-based capital of 10.0% or more, has a Tier I risk-based capital ratio of 6.0% or more, has a Tier I leverage capital ratio of 5.0% or more and is not subject to any written capital order or directive; (ii) “adequately capitalized” if it has a total risk-based capital ratio of 8.0% or more, a Tier I risk-based capital ratio of 4.0% or more and a Tier I leveraged capital ratio of 4.0% or more (3.0% under certain circumstance) and does not meet the definition of “well capitalized”; (iii) “undercapitalized” if it has a total risk-based capital ratio that is less than 8.0%, a Tier I risk-based capital ratio that is less than 4.0% or a Tier I leverage capital ratio that is less than 4.0% (3.0% under certain circumstances); (iv) “significantly undercapitalized” if it has a total risk-based capital ratio that is less than 6.0%, a Tier I risk-based capital ratio that is less than 3.0%; and (v) “critically undercapitalized” if it has a ratio of tangible equity to total assets that is equal to or less than 2.0%. Federal law and regulations also specify circumstances under which a federal banking agency may reclassify a well capitalized institution as adequately capitalized and may require an adequately capitalized institution to comply with supervisory actions as if it were in the next lower category (except that the FDIC may not reclassify a significantly undercapitalized institution as critically undercapitalized).

The Federal Deposit Insurance Corporation may order savings banks which have insufficient capital to take corrective actions. For example, a savings bank which is categorized as “undercapitalized” would be subject to growth limitations and would be required to submit a capital restoration plan, and a holding company that controls such a savings bank would be required to guarantee that the savings bank complies with the restoration plan. A “significantly undercapitalized” savings bank would be subject to additional restrictions. Savings banks deemed by the Federal Deposit Insurance Corporation to be “critically undercapitalized” would be subject to the appointment of a receiver or conservator.

At December 31, 2009, WaterStone Bank was considered well-capitalized with a Tier 1 leverage ratio of 8.71%, a Tier 1 risk-based ratio of 12.48% and a total risk-based capital ratio of 13.74%.

Regulatory Development

On November 25, 2009, pursuant to a Stipulation and Consent to the Issuance of a Consent Order (Stipulations”), WaterStone Bank agreed to the issuance of a Consent Order jointly issued by the FDIC and the WDFI, the Bank’s primary banking regulators. At the same time, pursuant to a Stipulation and Consent to Issuance of Order to Cease and Desist, Waterstone Financial, Inc. agreed to the issuance of an Order to Cease and Desist by the Office of Thrift Supervision (“OTS”), the Company’s thrift holding company regulator. Collectively, the Stipulation and Consent to the Issuance of a Consent Order which became effective on December 18, 2009 and the Stipulation and Consent to Issuance of Order to Cease and Desist which became effective on December 1, 2009 are referred to as the “Orders”.

The Orders formalize a prior informal agreement entered into by the Bank, the FDIC and the WDFI in 2008. The Bank and its federal and state regulators have been working in concert for the past two years to minimize the effects that the recession is having on the Bank and its borrowers. The Orders require, among other things, that the Bank (i) maintain minimum Tier 1 capital of 8.5% of total average assets and minimum total risk-based capital of 12.0% of risk-weighted assets; (ii) perform a study to confirm that the Bank is a well managed institution; (iii) manage its bad loans and real estate acquired in foreclosure; and (iv) adopt a two year capital plan. The Orders prohibit the payment of cash dividends or repurchases of common stock, and restrict the ability of the Company to incur debt, in each case without the prior non-objection of the OTS. Failure to comply with the Orders could result in additional enforcement actions by the FDIC, the WDFI or the OTS. Compliance with the Orders may have adverse effects on the operations and financial condition of the Company and the Bank.

Dividends

Under Wisconsin law and applicable regulations, a Wisconsin savings bank that meets its regulatory capital requirement may declare dividends on capital stock based upon net profits, provided that its paid-in surplus equals its capital stock. If the paid-in surplus of the savings bank does not equal its capital stock, the board of directors may not declare a dividend unless at least 10% of the net profits of the preceding half year, in the case of quarterly or semi-annual dividends, or 10% of the net profits of the preceding year, in the case of annual dividends, has been transferred to paid-in surplus. In addition, prior WDFI approval is required before dividends exceeding 50% of profits for any calendar year may be declared and before a dividend may be declared out of retained earnings. Under WDFI regulations, a Wisconsin savings bank which has converted from mutual to stock form also is prohibited from paying a dividend on its capital stock if the payment causes the regulatory capital of the savings bank to fall below the amount required for its liquidation account. A consent order issued by state and federal regulators effective December 18, 2009 prohibits the Bank from paying dividends without the written consent of the WDFI and the FDIC.

The primary source of Waterstone Financial's cash flow, including cash flow to pay dividends on Waterstone Financial's Common Stock, is the payment of dividends to Waterstone Financial by WaterStone Bank. The Federal Deposit Insurance Corporation has the authority to prohibit WaterStone Bank from paying dividends if, in its opinion, the payment of dividends would constitute an unsafe or unsound practice in light of the financial condition of WaterStone Bank. In addition, since WaterStone Bank is a subsidiary of a savings and loan holding company, WaterStone Bank must file a notice with the Office of Thrift Supervision at least 30 days before the board declares a dividend or approves a capital distribution. A cease and desist order issued by the Office of Thrift Supervision consistent with the consent order issued by state and federal regulators of WaterStone Bank, prohibits dividend payments without the written approval of the Office of Thrift Supervision.

Liquidity and Reserves

Wisconsin Law and Regulation. Under WDFI regulations, all Wisconsin savings banks are required to maintain a certain amount of their assets as liquid assets, consisting of cash and certain types of investments. The exact amount of assets a savings bank is required to maintain as liquid assets is set by the WDFI, but generally ranges from 4% to 15% of the saving bank's average daily balance of net withdrawable accounts plus short-term borrowings (the "Required Liquidity Ratio"). At December 31, 2009, WaterStone Bank's Required Liquidity Ratio was 8.0%, and WaterStone Bank was in compliance with this requirement. In addition, 50% of the liquid assets maintained by Wisconsin savings banks must consist of "primary liquid assets," which are defined to include securities issued by the United States government and United States government agencies. At December 31, 2009, WaterStone Bank was in compliance with this requirement.

Federal Law and Regulation. Under federal law and regulations, WaterStone Bank is required to maintain sufficient liquidity to ensure safe and sound banking practices. Regulation D, promulgated by the FRB, imposes reserve requirements on all depository institutions, including WaterStone Bank, which maintain transaction accounts or non-personal time deposits. Checking accounts, NOW accounts, Super NOW checking accounts, and certain other types of accounts that permit payments or transfers to third parties fall within the definition of transaction accounts and are subject to Regulation D reserve requirements, as are any non-personal time deposits (including certain money market deposit accounts) at a savings institution. For 2009, a depository institution was required to maintain average daily reserves equal to 3% on the first \$45.8 million of transaction accounts and an initial reserve of \$1.1 million, plus 10% of that portion of total transaction accounts in excess of \$45.8 million. The first \$8.5 million of otherwise reservable balances (subject to adjustment by the FRB) are exempt from the reserve requirements. These percentages and threshold limits are subject to adjustment by the FRB. Savings institutions have authority to borrow from the Federal Reserve's "discount window," but Federal Reserve policy generally requires savings institutions to exhaust all other sources before borrowing from the Federal Reserve. As of December 31, 2009, WaterStone Bank met its Regulation D reserve requirements.

Transactions with Affiliates and Insiders

Wisconsin Law and Regulation. Under Wisconsin law, WaterStone Bank may not make a loan to a person owning 10% or more of its stock, an affiliated person, agent, or attorney of the savings bank, either individually or as an agent or partner of another, except as approved by the WDFI and regulations of the FDIC. In addition, unless the prior approval of the WDFI is obtained, WaterStone Bank may not purchase, lease or acquire a site for an office building or an interest in real estate from an affiliated person, including a shareholder owning more than 10% of its capital stock, or from any firm, corporation, entity or family in which an affiliated person or 10% shareholder has a direct or indirect interest.

Federal Law and Regulation. Sections 23A and 23B of the Federal Reserve Act govern transactions between an insured savings bank, such as WaterStone Bank, and any of its affiliates, including Waterstone Financial. The Federal Reserve Board has adopted Regulation W, which comprehensively implements and interprets Sections 23A and 23B, in part by codifying prior Federal Reserve Board interpretations under Sections 23A and 23B.

An affiliate of a bank is any company or entity that controls, is controlled by or is under common control with the bank. A subsidiary of a bank that is not also a depository institution or a “financial subsidiary” under federal law is not treated as an affiliate of the bank for the purposes of Sections 23A and 23B; however, the FDIC has the discretion to treat subsidiaries of a bank as affiliates on a case-by-case basis. Sections 23A and 23B limit the extent to which a bank or its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10% of such bank’s capital stock and surplus, and limit all such transactions with all affiliates to an amount equal to 20% of such capital stock and surplus. The statutory sections also require that all such transactions be on terms that are consistent with safe and sound banking practices. The term “covered transaction” includes the making of loans, purchase of assets, issuance of guarantees and other similar types of transactions. Further, most loans by a bank to any of its affiliates must be secured by collateral in amounts ranging from 100% to 130% of the loan amounts. In addition, any covered transaction by an association with an affiliate and any purchase of assets or services by an association from an affiliate must be on terms that are substantially the same, or at least as favorable, to the bank as those that would be provided to a non-affiliate.

A savings bank’s loans to its executive officers, directors, any owner of more than 10% of its stock (each, an insider) and any of certain entities affiliated with any such person (an insider’s related interest) are subject to the conditions and limitations imposed by Section 22(h) of the Federal Reserve Act and the FRB’s Regulation O thereunder. Under these restrictions, the aggregate amount of the loans to any insider and the insider’s related interests may not exceed the loans-to-one-borrower limit applicable to national banks, which is comparable to the loans-to-one-borrower limit applicable to WaterStone Bank’s loans. All loans by a savings bank to all insiders and insiders’ related interests in the aggregate may not exceed the bank’s unimpaired capital and unimpaired surplus. With certain exceptions, loans to an executive officer, other than loans for the education of the officer’s children and certain loans secured by the officer’s residence, may not exceed the greater of \$25,000 or 2.5% of the savings bank’s unimpaired capital and unimpaired surplus, but in no event more than \$100,000. Regulation O also requires that any proposed loan to an insider or a related interest of that insider be approved in advance by a majority of the board of directors of the savings bank, with any interested director not participating in the voting, if such loan, when aggregated with any existing loans to that insider and the insider’s related interests, would exceed either \$500,000 or the greater of \$25,000 or 5% of the savings bank’s unimpaired capital and surplus. Generally, such loans must be made on substantially the same terms as, and follow credit underwriting procedures that are no less stringent than, those that are prevailing at the time for comparable transactions with other persons and must not present more than a normal risk of collectibility.

An exception is made for extensions of credit made pursuant to a benefit or compensation plan of a bank that is widely available to employees of the savings bank and that does not give any preference to insiders of the bank over other employees of the bank.

Consistent with these requirements, the Bank offered employees special terms for home mortgage loans on their principal residences. Effective April 1, 2006, this program was discontinued for new loan originations. Under the terms of the discontinued program, the employee interest rate is based on the Bank’s cost of funds on December 31 of the immediately preceding year and is adjusted annually. At December 31, 2009, the rate of interest on an employee rate mortgage loan was 3.59%, compared to the weighted average rate of 6.04% on all single family mortgage loans. This rate decreased to 2.71% effective March 1, 2010. Employee rate mortgage loans totaled \$5.2 million, or 0.4%, of our residential mortgage loan portfolio on December 31, 2009.

Transactions between Bank Customers and Affiliates

Under Wisconsin and federal laws and regulations, Wisconsin savings banks, such as WaterStone Bank, are subject to the prohibitions on certain tying arrangements. A savings bank is prohibited, subject to certain exceptions, from extending credit to or offering any other service to a customer, or fixing or varying the consideration for such extension of credit or service, on the condition that such customer obtain some additional service from the institution or certain of its affiliates or not obtain services of a competitor of the institution.

Examinations and Assessments

WaterStone Bank is required to file periodic reports with and is subject to periodic examinations by the WDFI and FDIC. Federal regulations require annual on-site examinations for all depository institutions except those well-capitalized institutions with assets of less than \$100 million; annual audits by independent public accountants for all insured institutions with assets in excess of \$1 billion; the formation of independent audit committees of the boards of directors of insured depository institutions for institutions with assets of \$500 million or more; and management of depository institutions to prepare certain financial reports annually and to establish internal compliance procedures. WaterStone Bank is required to pay examination fees and annual assessments to fund its supervision. WaterStone Bank paid an aggregate of \$114,000 in assessments for the calendar year ended December 31, 2009.

Customer Privacy

Under Wisconsin and federal law and regulations, savings banks, such as WaterStone Bank, are required to develop and maintain privacy policies relating to information on its customers, restrict access to and establish procedures to protect customer data. Applicable privacy regulations further restrict the sharing of non-public customer data with non-affiliated parties if the customer requests.

Community Reinvestment Act

Under the Community Reinvestment Act ("CRA"), WaterStone Bank has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires the Federal Deposit Insurance Corporation in connection with its examination of WaterStone Bank, to assess its record of meeting the credit needs of its community and to take that record into account in its evaluation of certain applications by WaterStone Bank. For example, the regulations specify that a bank's CRA performance will be considered in its expansion (e.g., branching) proposals and may be the basis for approving, denying or conditioning the approval of an application. As of the date of its most recent regulatory examination, WaterStone Bank was rated "satisfactory" with respect to its CRA compliance.

Federal Home Loan Bank System

The Federal Home Loan Bank System, consisting of twelve FHLBCs, is under the jurisdiction of the Federal Housing Finance Board ("FHFB"). The designated duties of the FHFB are to supervise the FHLBCs; ensure that the FHLBCs carry out their housing finance mission; ensure that the FHLBCs remain adequately capitalized and able to raise funds in the capital markets; and ensure that the FHLBCs operate in a safe and sound manner.

WaterStone Bank, as a member of the FHLBC-Chicago, is required to acquire and hold shares of capital stock in the FHLBC-Chicago in an amount equal to the greater of (i) 1% of the aggregate outstanding principal amount of residential mortgage loans, home purchase contracts and similar obligations at the beginning of each year, or (ii) 0.3% of total assets. WaterStone Bank is in compliance with this requirement with an investment in FHLBC-Chicago stock of \$21.7 million at December 31, 2009. Potential risks identified with respect to the Company's investment in FHLBC-Chicago stock is addressed in Item 1A. Risk Factors.

Among other benefits, the FHLBCs provide a central credit facility primarily for member institutions. It is funded primarily from proceeds derived from the sale of consolidated obligations of the FHLBC System. It makes advances to members in accordance with policies and procedures established by the FHFB and the board of directors of the FHLBC-Chicago. At December 31, 2009, WaterStone Bank had \$423.9 million in advances from the FHLBC-Chicago.

USA PATRIOT Act

The USA PATRIOT Act of 2001 gave the federal government new powers to address terrorist threats through enhanced domestic security measures, expanded surveillance powers, increased information sharing and broadened anti-money laundering requirements. The USA PATRIOT Act also required the federal banking agencies to take into consideration the effectiveness of controls designed to combat money laundering activities in determining whether to approve a merger or other acquisition application of a member institution. Accordingly, if we engage in a merger or other acquisition, our controls designed to combat money laundering would be considered as part of the application process. We have established policies, procedures and systems designed to comply with these regulations.

Regulation of Waterstone Financial

Holding Company Regulation

Wisconsin Law and Regulation. Any company that owns or controls, directly or indirectly, more than 25% of the voting securities of a state savings bank is subject to regulation as a savings bank holding company by the WDFI. Waterstone Financial is subject to regulation as a savings bank holding company under Wisconsin law. However, the WDFI has not yet issued specific regulations governing savings bank holding companies.

Federal Law and Regulation. Lamplighter Financial and Waterstone Financial are non-diversified savings and loan holding companies within the meaning of the Home Owners' Loan Act. They are registered with and regulated by the Office of Thrift Supervision. Pursuant to Section 10(o) of the Home Owners' Loan Act and Office of Thrift Supervision regulations and policy, a mutual holding company, such as Lamplighter Financial, MHC and a federally chartered mid-tier holding company, such as Waterstone Financial may engage in the following activities: (i) investing in the stock of a savings bank, (ii) acquiring a mutual savings bank through the merger of such savings bank into a savings bank subsidiary of such holding company or an interim savings bank subsidiary of such holding company, (iii) merging with or acquiring another holding company, one of whose subsidiaries is a savings bank, (iv) investing in a corporation, the capital stock of which is available for purchase by a savings bank under federal law or under the law of any state where the subsidiary savings bank or savings banks share their home offices, (v) furnishing or performing management services for a savings bank subsidiary of such company, (vi) holding, managing or liquidating assets owned or acquired from a savings subsidiary of such company, (vii) holding or managing properties used or occupied by a savings bank subsidiary of such company, (viii) acting as trustee under deeds of trust, (ix) any other activity (A) that the Federal Reserve Board, by regulation, has determined to be permissible for bank holding companies under Section 4(c) of the Bank Holding Company Act of 1956, unless the Director, by regulation, prohibits or limits any such activity for savings and loan holding companies; or (B) in which multiple savings and loan holding companies were authorized (by regulation) to directly engage on March 5, 1987, (x) any activity permissible for financial holding companies under Section 4(k) of the Bank Holding Company Act, including securities and insurance underwriting, and (xi) purchasing, holding, or disposing of stock acquired in connection with a qualified stock issuance if the purchase of such stock by such savings and loan holding company is approved by the Director of the Office of Thrift Supervision. If a mutual holding company acquires or merges with another holding company, the holding company acquired or the holding company resulting from such merger or acquisition may only invest in assets and engage in activities listed in (i) through (xi) above, and has a period of two years to cease any nonconforming activities and divest of any nonconforming investments.

The Home Owners' Loan Act prohibits a savings and loan holding company, including Waterstone Financial and Lamplighter Financial, MHC, directly or indirectly, or through one or more subsidiaries, from acquiring more than 5% of another savings institution or holding company thereof, without prior written approval of the Office of Thrift Supervision. It also prohibits the acquisition or retention of, with certain exceptions, more than 5% of a non-subsidiary company engaged in activities other than those permitted by the Home Owners' Loan Act; or acquiring or retaining control of an institution that is not federally insured. In evaluating applications by holding companies to acquire savings institutions, the Office of Thrift Supervision must consider the financial and managerial resources, future prospects of the company and institution involved, the effect of the acquisition on the risk to the insurance fund, the convenience and needs of the community and competitive factors.

The Office of Thrift Supervision is prohibited from approving any acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state, subject to two exceptions: (i) the approval of interstate supervisory acquisitions by savings and loan holding companies, and (ii) the acquisition of a savings institution in another state if the laws of the state of the target savings institution specifically permit such acquisitions.

Waivers of Dividends by Lamplighter Financial, MHC

Office of Thrift Supervision regulations require Lamplighter Financial, MHC to notify the Office of Thrift Supervision of any proposed waiver of its receipt of dividends from Waterstone Financial. The Office of Thrift Supervision reviews dividend waiver notices on a case-by-case basis, and, in general, does not object to any such waiver if: the waiver would not be detrimental to the safe and sound operation of the subsidiary savings bank; and the mutual holding company's board of directors determines that such waiver is consistent with such directors' fiduciary duties to the mutual holding company's depositors. We anticipate that Lamplighter Financial, MHC will waive any dividends paid by Waterstone Financial. As long as WaterStone Bank remains a Wisconsin chartered savings bank, (i) any dividends waived by Lamplighter Financial, MHC must be retained by Waterstone Financial or WaterStone Bank and segregated, earmarked, or otherwise identified on the books and records of Waterstone Financial or WaterStone Bank, (ii) such amounts must be taken into account in any valuation of the institution, and factored into the calculation used in establishing a fair and reasonable basis for exchanging shares in any subsequent conversion of Lamplighter Financial, MHC to stock form, and (iii) such amounts shall not be available for payment to, or the value thereof transferred to, minority shareholders, by any means, including through dividend payments or at liquidation.

Conversion of Lamplighter Financial, MHC to Stock Form

Office of Thrift Supervision regulations permit Lamplighter Financial, MHC to convert from the mutual form of organization to the capital stock form of organization (a "Conversion Transaction"). There can be no assurance when, if ever, a Conversion Transaction will occur, and the board of directors has no current intention or plan to undertake a Conversion Transaction. In a Conversion Transaction a new holding company would be formed as the successor to Waterstone Financial (the "New Holding Company"), Lamplighter Financial, MHC's corporate existence would end, and certain depositors of WaterStone Bank would receive the right to subscribe for shares of the New Holding Company. In a Conversion Transaction, each share of common stock held by shareholders other than Lamplighter Financial, MHC ("Minority Shareholders") would be automatically converted into a number of shares of common stock of the New Holding Company determined pursuant to an exchange ratio that ensures that Minority Shareholders own the same percentage of common stock in the New Holding Company as they owned in Waterstone Financial immediately prior to the Conversion Transaction subject to adjustment for any mutual holding company assets or waived dividends, as applicable. The total number of shares of common stock held by Minority Shareholders after a Conversion Transaction also would be increased by any purchases by Minority Shareholders in the stock offering conducted as part of the Conversion Transaction.

Any Conversion Transaction would require the approval of a majority of the outstanding shares of common stock of Waterstone Financial held by Minority Shareholders and by two thirds of the total outstanding shares of common stock of Waterstone Financial. Any Conversion Transaction also would require the approval of a majority of the eligible votes of depositors of Lamplighter Financial, MHC.

Federal Securities Laws Regulation

Securities Exchange Act. Waterstone Financial common stock is registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934. The Company is therefore subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act.

Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002 was adopted in response to public concerns regarding corporate accountability and oversight. The Sarbanes-Oxley Act is intended to improve corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws.

Federal and State Taxation

Federal Taxation

General. Waterstone Financial and subsidiaries and Lamplighter Financial, MHC are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. Waterstone Financial and subsidiaries constitute an affiliated group of corporations and, therefore, are eligible to report their income on a consolidated basis. Because Lamplighter Financial, MHC owns less than 80% of the common stock of Waterstone Financial, it is not a member of that affiliated group and will report its income on a separate return. The following discussion of federal taxation is intended only to summarize certain pertinent federal income tax matters and is not a comprehensive description of the tax rules applicable to Lamplighter Financial, MHC, Waterstone Financial or WaterStone Bank.

Method of Accounting. For federal income tax purposes, Waterstone Financial currently reports its income and expenses on the accrual method of accounting and uses a tax year ending December 31 for filing its federal income tax returns.

Bad Debt Reserves. Prior to the Small Business Protection Act of 1996 (the "1996 Act"), WaterStone Bank was permitted to establish a reserve for bad debts and to make annual additions to the reserve. These additions could, within specified formula limits, be deducted in arriving at our taxable income. As a result of the 1996 Act, WaterStone Bank was required to use the specific charge-off method in computing its bad debt deduction beginning with its 1996 federal tax return. Savings institutions were required to recapture any excess reserves over those established as of December 31, 1987 (base year reserve). At December 31, 2009, WaterStone Bank had no reserves subject to recapture in excess of its base year.

Taxable Distributions and Recapture. Prior to the 1996 Act, bad debt reserves created prior to January 1, 1988 were subject to recapture into taxable income if WaterStone Bank failed to meet certain thrift asset and definitional tests. Federal legislation has eliminated these thrift-related recapture rules. At December 31, 2009, our total federal pre-1988 base year reserve was approximately \$16.7 million. However, under current law, pre-1988 base year reserves remain subject to recapture if WaterStone Bank makes certain non-dividend distributions, repurchases any of its stock, pays dividends in excess of tax earnings and profits, or ceases to maintain a bank charter.

Alternative Minimum Tax. The Internal Revenue Code of 1986, as amended (the "Code"), imposes an alternative minimum tax ("AMT") at a rate of 20% on a base of regular taxable income plus certain tax preferences which we refer to as "alternative minimum taxable income." The AMT is payable to the extent such alternative minimum taxable income is in excess of an exemption amount and the AMT exceeds the regular income tax. Net operating losses can offset no more than 90% of alternative minimum taxable income. AMT payments may be used as credits against regular tax liabilities in future years. Due to a federal net operating loss carry back generated in 2008, Waterstone Financial became subject to AMT for 2006 and 2007. At December 31, 2009, the Company had no such amounts available as credits for carryover.

Net Operating Loss Carryovers. A financial institution may carry back net operating losses to the preceding two taxable years and forward to the succeeding 20 taxable years. A 2009 federal tax law change allows for a one-time carry back of either 2008 or 2009 taxable losses for up to five years. At December 31, 2009, WaterStone Bank had no net operating loss carry forwards for federal income tax purposes.

Corporate Dividends-Received Deduction. Waterstone Financial may exclude from its income 100% of dividends received from WaterStone Bank as a member of the same affiliated group of corporations. The corporate dividends-received deduction is 80% in the case of dividends received from corporations with which a corporate recipient does not file a consolidated tax return, and corporations that own less than 20% of the stock of a corporation distributing a dividend may deduct only 70% of dividends received or accrued on their behalf.

State Taxation

Wisconsin State Taxation. Lamplighter Financial, MHC and the Company are subject to the Wisconsin corporate franchise (income) tax. Under current law, the state of Wisconsin imposes a corporate franchise tax of 7.9% on the combined taxable incomes of the members of our consolidated income tax group. Prior to January 1, 2009, the income of the Nevada subsidiary was only subject to taxation in Nevada, which currently does not impose a corporate income or franchise tax. In February 2009, the Wisconsin legislature passed legislation that requires combined state tax reporting effective January 1, 2009. This legislation results in the income of the Nevada subsidiary being subject to the Wisconsin corporate franchise tax of 7.9%.

During the first quarter of 2007, the Company settled a dispute with the state of Wisconsin regarding the operations of the Company's investment subsidiary located in the state of Nevada. The settlement covered the Nevada operations through the March 30, 2007 settlement date. The settlement had no material effect on net income for the period as the full liability of \$4.9 million, including interest, net of deferred Federal tax benefit of \$1.7 million, was accrued in prior periods. The settlement had the effect of reducing the estimated effective tax rate for the year ended December 31, 2007 from the year ended December 31, 2006 as statutory interest no longer accrues as the liability has been settled.

Item 1A. Risk Factors***The Company Operates in a Highly Regulated Environment and is Subject to Supervision, Examination and Enforcement Action by Various Regulatory Agencies.***

As a savings bank holding company, the Company is regulated by the Office of Thrift Supervision, and the Bank is regulated separately by various federal and state banking regulators. This regulation is primarily intended to protect the Bank's depositors rather than the Company's shareholders. In addition, the Company's common stock is registered under the Securities Exchange Act and it is subject to regulation by the Securities and Exchange Commission and to public reporting requirements.

Under applicable laws, the Office of Thrift Supervision, the FDIC, as the Bank's primary federal regulator and deposit insurer, and the Wisconsin Department of Financial Institutions as the Bank's chartering authority, have the ability to impose sanctions, restrictions and requirements on the Company and on the Bank if they determine, the Bank or the Company has violated laws or regulations or are not operating in a safe and sound manner. Banking regulators can take actions at any time that may have an adverse impact on the Company and on the Bank. On November 25, 2009, Bank agreed to a Consent Order issued by the WDFI and FDIC and the Company agreed to a Cease and Desist Order issued by the OTS, requiring among other things, the bank to maintain a minimum Tier I capital ratio of 8.5%, a minimum total risk based capital of 12.0%, and prohibiting dividend payments without written regulatory approval. As a result of the Consent Order the bank is subject to restrictions regarding the interest rates that it may offer on deposits. Specifically, it may not offer rates on deposits that exceed 75 basis points above the "national rate" as calculated by the FDIC. As of December 31, 2009, the Company and the Bank were in compliance with all requirements of the regulatory orders issued. Noncompliance can result in more severe restrictions and civil money penalties. Complete copies of the regulatory orders were attached as exhibits to a Form 8-K filed with the SEC on November 27, 2009.

Challenges Posed by the Weak Economy and Distressed Real Estate Market.

The Company is operating in a difficult and uncertain economic environment characterized by high unemployment rates, a weak real estate market and a weak economy. As a result, capital raising alternatives, such as issuing common or preferred stock or borrowing funds at attractive rates are generally not available. Sales of either fixed assets or pools of loans to increase capital ratios may also have a negative impact on the Company. The economic recession and contraction of the local and national real estate markets have also resulted in higher provisions for loan losses and loan charge-offs, and these same trends may also cause further valuation changes and losses in our loan and investment portfolios. These conditions have reduced our capital levels and regulatory capital ratios over the past three years and may continue to do so in future periods.

Changing Interest Rates May Have a Negative Impact on Our Results of Operations.

Our earnings and cash flows are largely dependent on our net interest income. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. If the interest rates paid on deposits and borrowings increase at a faster rate than the interest rates received on loans and other investments, our net interest income, and therefore our results of operations would be adversely affected. Earnings would also be adversely affected if the interest rate received on our loans and other investments fall more quickly than the interest rates paid on our deposits and borrowings. Although we believe that we have implemented effective asset and liability management strategies to reduce the adverse effects of changes in market interest rates on our results of operations, any substantial, unexpected or prolonged change in market interest rates could have an adverse effect on our financial condition and results of operations.

During 2009 We Continued to Experience High Levels of Delinquencies, Non-performing Loans and Charge-offs.

During 2009, we continued to experience high levels of non-performing loans and loan delinquencies. Our non-performing loans totaled \$75.3 million, or 5.30% of total loans at December 31, 2009, compared to \$107.7 million, or 6.91% of total loans at December 31, 2008. Our loans past due totaled \$113.4 million, or 8.0% of total loans receivable at December 31, 2009, compared to \$145.9 million, or 9.4% of total loans at December 31, 2008. The continued high level of non-performing and delinquent loans has resulted in high levels of loan charge-offs. During 2009, net charge-offs totaled \$23.4 million. To the extent that our loan portfolio continues to deteriorate, our financial condition and results of operations will be materially and adversely affected. Continued deterioration could also lead to additional actions by regulators that could have a direct material impact on our financial condition and results of operation.

If Our Allowance for Loan Losses is Not Sufficient to Cover Actual Loan Losses, Our Results of Operation Would be Negatively Impacted.

We make various assumptions and judgments about the collectibility of our loan portfolio, including the creditworthiness of our borrowers and the value of the real estate and other assets serving as collateral for the repayment of many of our loans. In determining the amount of the allowance for loan losses, we analyze our loss and delinquency experience by loan categories and we consider the impact of existing economic conditions. If the results of our analyses are incorrect, our allowance for loan losses may not be sufficient to cover losses inherent in our loan portfolio, which would require additions to our allowance and would decrease our net income. Although we are unaware of any specific weaknesses in our loan portfolio that would require increases in our allowance at the present time, we may need to increase our allowance further in the future due to credit deterioration, our emphasis on loan growth and on increasing our portfolio of commercial real estate loans.

In addition, bank regulators periodically review our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs. Any increase in our allowance for loan losses or loan charge-offs as required by these regulatory authorities may have a material adverse effect on our results of operations and financial condition.

Continued Deterioration of our Investment Portfolio Could Have a Negative Impact on Our Results of Operations.

The current sustained economic downturn has resulted in a decline in the value of our overall investment portfolio, including a decline in value of mortgage related securities which are dependent upon the performance of the underlying mortgages that provide the principal and interest cash flow for the securities. Similarly, growing states and municipality budget deficits resulting from declining tax revenues will result in related declines in the value of debt securities they have issued in prior years. Continued weakness or deterioration in general economic market conditions could result in future impairment losses on these securities or other investment securities.

If Our Investment in the Federal Home Loan Bank of Chicago is Classified as Other Than Temporarily Impaired, Our Earnings and Stockholders' Equity Could Decrease.

We own common stock of the Federal Home Loan Bank of Chicago (FHLBC) in order to qualify for membership in the Federal Home Loan Bank System and to be eligible to borrow funds under the FHLBC's advance program. The fair value of our FHLBC common stock as of December 31, 2009 was \$21.7 million based on its cost. There is no trading market for our FHLBC common stock.

Certain member banks of the Federal Home Loan Bank System may be subject to accounting rules and asset quality risks that could result in materially lower regulatory capital levels. In an extreme situation, it is possible that the capitalization of a Federal Home Loan Bank, including the FHLBC, could be substantially diminished or reduced to zero. Consequently, there is a risk that our investment in FHLBC common stock could be deemed other-than-temporarily impaired at some time in the future, and if this occurs, it would cause our earnings and stockholders' equity to decrease by the after-tax amount of any impairment charge.

Our Shareholders Own a Minority of Waterstone Financial Common Stock and Are Not Able to Exercise Voting Control Over Most Matters Put to a Vote of Shareholders.

Public shareholders own a minority of the outstanding shares of Waterstone Financial common stock. As a result, public shareholders are not able to exercise voting control over most matters put to a vote of shareholders. Lamplighter Financial, MHC owns a majority of Waterstone Financial's common stock and, through its Board of directors, is able to exercise voting control over most matters put to a vote of shareholders, including possible acquisitions. The same directors who govern Waterstone Financial and WaterStone Bank also govern Lamplighter Financial, MHC. The only matters which Lamplighter Financial, MHC is not able to exercise voting control are those requiring a separate vote of shareholders other than Lamplighter Financial, MHC.

Our Non-Interest Expense Will Increase Because of Increases in FDIC Insurance Premiums

The FDIC assesses premiums for deposit insurance on insured banks and savings banks. This assessment is based on the risk category of the institution and currently ranges from 5 to 43 basis points of the institution's deposits. Federal law requires that the FDIC establish a reserve ratio for the deposit insurance fund at 1.15% to 1.50% of estimated insured deposits. If this reserve ratio drops below 1.15% or the FDIC expects that it will do so within six months, the FDIC must, within 90 days, establish and implement a plan to restore the designated reserve ratio to 1.15% of estimated insured deposits within five years (absent extraordinary circumstances).

Recent bank failures coupled with sustained weakness in the economy have significantly reduced the Deposit Insurance Fund's reserve ratio. The FDIC imposed a 10 basis point special assessment that was collected on September 30, 2009. On November 12, 2009, the FDIC issued a rule pursuant to which all insured depository institutions are required to prepay their estimated assessments for the fourth quarter of 2009, and for all of 2010, 2011 and 2012. The prepayment was due on December 31, 2009. Under the rule, the assessment rate for the fourth quarter of 2009 and for 2010 was based on each institution's total base assessment rate for the third quarter of 2009, modified to assume that the assessment rate in effect on September 30, 2009 had been in effect for the entire third quarter, and the assessment rate for 2011 and 2012 was equal to the modified third quarter assessment rate plus an additional 3 basis points. In addition, each institution's base assessment rate for each period was calculated using its third quarter assessment base, adjusted quarterly for an estimated 5% annual growth rate in the assessment base through the end of 2012. WaterStone Bank received a waiver from the FDIC with respect to the 2010, 2011 and 2012 insurance prepayment.

These actions significantly increased our non-interest expense in 2009, and will continue to increase non-interest expense in future years as long as the FDIC designated reserve ratio remains low.

Item 1B. Unresolved Staff Comments

None

Item 2. Properties

We conduct substantially all of our business through eight banking offices and automated teller machines ("ATM"). We believe that our facilities are adequate for our operations.

Location	Owned Or Leased	Year Acquired	December 31, 2009 Net Book Value (In Thousands)
Branches:			
7500 West State Street Wauwatosa, Wisconsin	Own	1971	\$ 993
6560 South 27th Street Oak Creek, Wisconsin	Own	1986	\$ 1,055
21505 East Moreland Blvd (1) Waukesha, Wisconsin	Own	2005	\$ 4,916
1233 Corporate Center Drive Oconomowoc, Wisconsin	Own	2003	\$ 2,584
1230 George Towne Drive Pewaukee, Wisconsin	Own	2004	\$ 3,633
6555 S 108th St Franklin, Wisconsin	Own	2006	\$ 2,484
W188N9820 Appleton Ave Germantown, Wisconsin	Own	2006	\$ 2,462
10101 W Greenfield Ave West Allis, Wisconsin	Own	2006	\$ 4,207
7136 W State Street ⁽¹⁾ Wauwatosa, Wisconsin	Own	2000	\$ 503
Corporate Center:			
11200 West Plank Court Wauwatosa, Wisconsin	Own	2004	\$ 4,734
Waterstone Mortgage Corporation			
1133 Quail Court Pewaukee, WI 53072	Lease	2006	\$ 174

⁽¹⁾ Drive-up banking facility only.

Item 3. Legal Proceedings

We are not involved in any pending legal proceedings as a defendant other than routine legal proceedings occurring in the ordinary course of business. At December 31, 2009, we were not involved in any legal proceedings, the outcome of which would be material to our financial condition or results of operations. Other than the consent order we have entered into with the WDFI and FDIC and the cease and desist order entered into with the OTS, both of which are discussed under Item 1. Business and Item 1A. Risk Factors, we have no pending proceedings before any agency.

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

Not applicable

Part II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchase of Equity Securities

The common stock of Waterstone Financial, Inc. is traded on The NASDAQ Global Select Market® under the symbol WSBF.

As of February 28, 2010, there were 31,250,097 shares of common stock outstanding and 3,980 shareholders of record of the common stock. Waterstone Financial, Inc became a publicly-held corporation on October 4, 2005.

Waterstone Financial has never paid cash dividends on its common stock, and our board currently has no plan to pay cash dividends on the common stock. If the board considers a cash dividend in the future, the payment of dividends will depend upon a number of factors, including capital requirements, our financial condition and results of operations, tax considerations, statutory and regulatory limitations and general economic conditions and regulatory restrictions that affect our ability to pay dividends. We cannot assure you that any dividends will be paid or that, if paid, they will not be reduced or eliminated in the future. Special cash or stock dividends, to the extent permitted by applicable policy and regulation, may be paid in addition to, or in lieu of, regular cash dividends.

Our ability to pay dividends will depend, in part, upon our receipt of dividends from WaterStone Bank, because we have no significant source of income other than dividends from WaterStone Bank, earnings on our investments and interest payments on our loan to WaterStone Bank's employee stock ownership plan. Wisconsin law generally allows WaterStone Bank to pay dividends to Waterstone Financial equal to up to 50% of WaterStone Bank's net profit in the current year without prior regulatory approval and above such amount, including out of retained earnings, with prior regulatory approval. A consent order jointly issued by the WDFI and the FDIC effective December 18, 2009 prohibits the payment of a dividend without written regulatory approval.

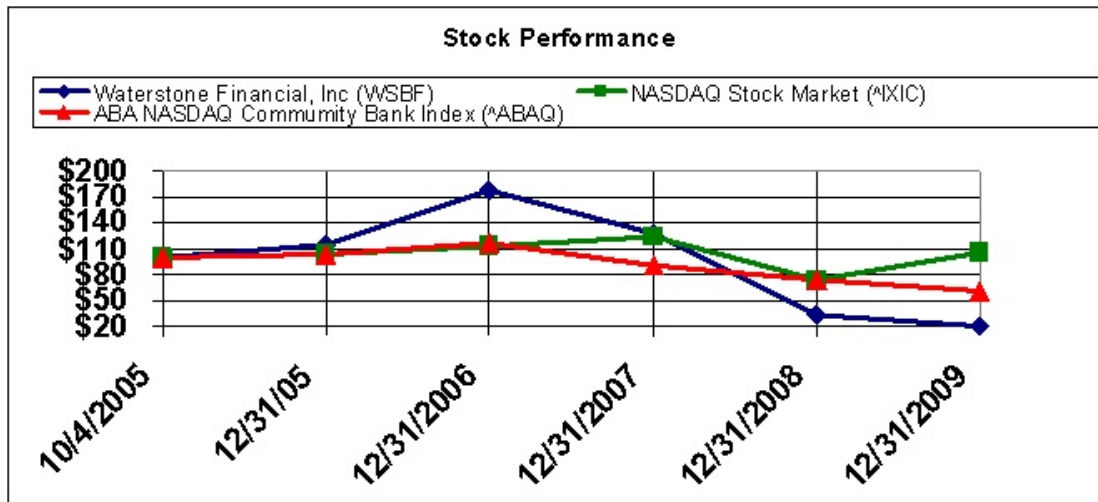
Market Information

The high and low quarterly trading prices during fiscal 2009 and 2008 were as follows:

2009	High	Low
1st Quarter	3.73	1.84
2nd Quarter	4.98	1.90
3rd Quarter	5.59	2.95
4th Quarter	5.16	1.77
2008		
1st Quarter	13.30	11.30
2nd Quarter	13.17	10.62
3rd Quarter	11.94	9.06
4th Quarter	9.60	2.91

PERFORMANCE GRAPH

Set forth below is a line graph comparing the cumulative total shareholder return on Waterstone Financial common stock, based on the market price of the common stock and assuming reinvestment of cash dividends, with the cumulative total return of companies on the NASDAQ Stock Market US Index and the America's Community Bankers NASDAQ Index. The graph assumes \$100 was invested on October 5, 2005, the first date of Waterstone Financial trading, in Waterstone Financial common stock and each of those indices.



Stock/Index	10/4/2005	12/31/05	12/31/2006	12/31/2007	12/31/2008	12/31/2009
Waterstone Financial, Inc (WSBF)	100.00	114.40	178.20	128.20	33.50	20.50
NASDAQ Stock Market (^IXIC)	100.00	103.08	112.90	123.98	73.72	106.07
ABA NASDAQ Community Bank Index (^ABAQ)	100.00	102.75	116.49	89.87	74.55	60.24

Item 6. Selected Financial Data
SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

The summary financial information presented below is derived in part from the Company's audited financial statements, although the table itself is not audited. The following data should be read together with the Company's consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" later in this report.

	At December 31,					At June 30,
	2009	2008	2007	2006	2005	2005
	(In Thousands)					
Selected Financial Condition Data:						
Total assets	\$ 1,868,266	\$ 1,885,432	\$ 1,710,202	\$ 1,648,470	\$ 1,511,209	\$ 1,386,132
Available for sale securities	205,415	179,887	172,137	117,330	121,955	83,991
Federal Home Loan Bank stock	21,653	21,653	19,289	17,213	14,406	14,097
Loans receivable, net	1,391,516	1,534,591	1,389,209	1,365,712	1,306,716	1,213,561
Cash and cash equivalents	71,120	23,849	17,884	73,807	16,498	20,467
Deposits	1,164,890	1,195,897	994,535	1,036,218	1,045,593	1,128,791
Borrowings	507,900	487,000	475,484	334,003	201,212	93,162
Total shareholders' equity	168,592	171,267	201,819	241,272	231,696	133,416
Allowance for loan losses	28,494	25,167	12,839	7,195	5,250	4,606
Non-performing loans	75,313	107,730	80,350	28,888	18,065	13,076

	Years Ended December 31,				Six Months Ended December 31,	Year Ended June 30,
	2009	2008	2007	2006	2005	2005
	(In Thousands, except per share amounts)					
Selected Operating Data:						
Interest income	\$ 98,488	\$ 104,078	\$ 96,975	\$ 92,228	\$ 42,036	\$ 74,207
Interest expense	54,577	63,027	62,134	53,779	20,758	36,068
Net interest income	43,911	41,051	34,841	38,449	21,278	38,139
Provision for loan losses	26,687	37,629	11,697	2,201	1,035	1,238
Net interest income after provision for loan losses	17,224	3,422	23,144	36,248	20,243	36,901
Noninterest income	12,208	6,291	6,842	5,156	2,244	3,257
Noninterest expense	40,876	33,860	28,682	28,652	18,303	23,522
Income (loss) before income taxes	(11,444)	(24,147)	1,304	12,752	4,184	16,636
Provision for income taxes (benefit)	(1,306)	2,299	(254)	4,699	1,471	7,520
Net income (loss)	\$ (10,138)	\$ (26,446)	\$ 1,558	\$ 8,053	\$ 2,713	\$ 9,116
Income (loss) per share – basic ⁽¹⁾	\$ (0.33)	\$ (0.87)	\$ 0.05	\$ 0.24	\$ (0.02)	N/A
Income (loss) per share – diluted ⁽¹⁾	\$ (0.33)	\$ (0.87)	\$ 0.05	\$ 0.24	\$ (0.02)	N/A

⁽¹⁾ The 2005 loss per share is based upon net loss and weighted average shares outstanding from the date of reorganization (October 4, 2005) to December 31, 2005.

	At or For the Years Ended December 31,					At or for the Six Months Ended December 31,	At or for the Year Ended June 30,
	2009	2008	2007	2006	2005	2005	2005
Selected Financial Ratios (4) and Other Data:							
Performance Ratios:							
Return (loss) on average assets	(0.53%)	(1.44%)	0.09%	0.50%	0.43%	0.36%	0.70%
Return (loss) on average equity	(6.12)	(13.76)	0.72	3.41	4.52	3.22	7.12
Interest rate spread (1)	2.25	2.04	1.74	2.00	2.56	2.43	2.74
Net interest margin (2)	2.41	2.32	2.19	2.52	2.95	2.96	3.04
Noninterest expense to average assets	2.14	1.85	1.73	1.80	2.09	2.44	1.81
Efficiency ratio (3)	72.84	71.52	68.85	66.19	67.80	77.84	56.88
Average interest-earning assets to average interest-bearing liabilities	105.28	107.85	111.68	114.59	113.07	118.38	110.29
Capital Ratios:							
Equity to total assets at end of period	9.02%	9.08%	11.80%	14.64%	15.33%	15.33%	9.63%
Average equity to average assets	8.67	10.44	13.07	14.79	9.41	11.25	9.83
Total capital to risk-weighted assets	13.74	12.84	13.43	21.36	22.79	22.79	14.05
Tier I capital to risk-weighted assets	12.48	11.58	12.52	20.75	22.29	22.29	13.58
Tier I capital to average assets	8.71	8.93	10.08	14.47	14.23	14.23	9.84
Asset Quality Ratios:							
Allowance for loan losses as a percent of total loans	2.01%	1.61%	0.92%	0.52%	0.40%	0.40%	0.38%
Allowance for loan losses as a percent of non-performing loans	37.83	23.36	15.98	24.91	29.06	29.06	35.22
Net charge-offs to average outstanding loans during the period	1.54	1.67	0.44	0.02	0.03	0.06	0
Non-performing loans as a percent of total loans	5.30	6.91	5.73	2.10	1.39	1.39	1.07
Non-performing assets as a percent of total assets	6.76	5.71	5.20	1.75	1.20	1.21	0.98
Other Data:							
Number of full service Bank offices	8	8	8	7	5	5	5
Number of limited service Bank offices	1	1	1	1	1	1	1

(1) Represents the difference between the weighted average yield on average interest-earning assets and the weighted average cost of interest-bearing liabilities.

(2) Represents net interest income as a percent of average interest-earning assets.

(3) Represents non-interest expense divided by the sum of net interest income and non-interest income.

(4) Ratios for six-month period have been annualized.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Our results of operations depend substantially on our net interest income. Net interest income is the difference between the interest income we earn on our interest-earning assets, consisting primarily of residential loans, construction loans and debt and mortgage related securities and the interest we pay on our interest-bearing liabilities, consisting primarily of time deposits and borrowings from the FHLBC. WaterStone Bank is primarily a mortgage lender with mortgage loans comprising 96.7% of total loans receivable at December 31, 2009. Further, 88.6% of total loans receivable at December 31, 2009 were residential mortgage loans of which 46.3% were one- to four-family residential mortgage loans and 36.5% were over four-family residential mortgage loans. WaterStone Bank funds loan production primarily with retail deposits. Total deposits were 62.4% of total assets on December 31, 2009. In addition, 86.8% of total deposits were time deposits-also known as certificates of deposit. Deposits obtained from brokers totaled \$63.6 million at December 31, 2009. WaterStone Bank uses borrowings from the FHLBC as a secondary source of funding. FHLBC advances outstanding at December 31, 2009 totaled \$423.9 million or 22.7% of total assets.

Our results of operations also are significantly affected by our provision for loan losses, non-interest income and non-interest expense. During the past three years, the significant provision for loan losses has had the greatest impact on our results of operations. Non-interest income currently consists of mortgage banking income, service fees, income from the increase on the cash surrender value of life insurance and miscellaneous other income, partially offset by impairment losses on securities. Non-interest expense currently consists of compensation and employee benefits, occupancy, real estate owned expense, data processing, advertising, professional fees and other operating expenses including FDIC insurance premiums. Our results of operations are also affected by general and local economic and competitive conditions, changes in market interest rates, governmental policies and actions of regulatory authorities.

Critical Accounting Policies

Critical accounting policies are those that involve significant judgments and assumptions by management and that have, or could have, a material impact on our income or the carrying value of our assets.

Allowance for Loan Losses. WaterStone Bank establishes valuation allowances on loans deemed to be impaired. A loan is considered impaired when, based on current information and events, it is probable that WaterStone Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. A valuation allowance is established for an amount equal to the impairment when the carrying amount of the loan exceeds the present value of the expected future cash flows, discounted at the loan's original effective interest rate or the fair value of the underlying collateral.

WaterStone Bank also establishes valuation allowances based on an evaluation of the various risk components that are inherent in the credit portfolio. The risk components that are evaluated include past loan loss experience; the level of non-performing and classified assets; current economic conditions; volume, growth, and composition of the loan portfolio; adverse situations that may affect the borrower's ability to repay; the estimated value of any underlying collateral; regulatory guidance; and other relevant factors. The allowance is increased by provisions charged to earnings and recoveries of previously charged-off loans and reduced by charge-offs. The adequacy of the allowance for loan losses is reviewed and approved quarterly by the WaterStone Bank board of directors. The allowance reflects management's best estimate of the amount needed to provide for the probable loss on impaired loans and other inherent losses in the loan portfolio, and is based on a risk model developed and implemented by management and approved by the WaterStone Bank board of directors.

Actual results could differ from this estimate, and future additions to the allowance may be necessary based on unforeseen changes in loan quality and economic conditions. In addition, state and federal regulators periodically review the WaterStone Bank allowance for loan losses. Such regulators have the authority to require WaterStone Bank to recognize additions to the allowance at the time of their examination.

If the allowance for loan losses is too low we may incur higher provisions for loan losses in the future resulting in lower net income or a net loss. If an estimate of the allowance for loan losses is too high, we may experience lower provisions for loan losses resulting in higher net income.

Income Taxes. The Company and its subsidiaries file consolidated federal and combined state income tax returns. The provision for income taxes is based upon income in the consolidated financial statements, rather than amounts reported on the income tax return. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date.

During 2008, the Company recorded net income tax expense of \$2.3 million which included \$13.2 million of additional income tax expense to establish a valuation allowance against the Company's net deferred tax asset. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, the forecasts of future income, applicable tax planning strategies, and assessments of current and future economic and business conditions. Examples of positive evidence may include the existence of taxes paid in available carry-back years as well as the probability that taxable income will be generated in future periods. Examples of negative evidence may include cumulative losses in a current year and prior two years and general business and economic trends. At both December 31, 2009 and 2008, the Company determined a valuation allowance was necessary, largely based on the negative evidence represented by a cumulative loss in the most recent three-year period caused by the significant loan loss provisions recorded during those three years. In addition, general uncertainty regarding the economy and the housing market has increased the potential volatility and uncertainty of projected earnings. Management is required to re-evaluate the deferred tax asset and the related valuation allowance quarterly.

Positions taken in the Company's tax returns are subject to challenge by the taxing authorities upon examination. The benefit of uncertain tax positions are initially recognized in the financial statements only when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of tax benefit that has a greater than 50% likelihood of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. Interest and penalties on income tax uncertainties are classified within income tax expense in the income statement.

During the first quarter of 2007, the Company settled a dispute with the state of Wisconsin regarding the operations of the Company's investment subsidiary located in the state of Nevada. The settlement covered the Nevada operations through the March 30, 2007 settlement date. The settlement had no material effect on net income for the year ended December 31, 2007 as the full liability of \$4.9 million, including interest, net of deferred Federal tax benefit of \$1.7 million, was accrued in prior periods.

Management believes the Company's tax policies and practices are critical because the determination of the tax provision and current and deferred tax assets and liabilities have a material impact on our net income and the carrying value of our assets. We have no plans to change the tax recognition methodology in the future. If the estimated valuation allowance against our deferred asset is adjusted it will affect our future net income. At of December 31, 2009, there was a valuation allowance of \$16.9 million. At December 31, 2008, the valuation allowance was \$13.5 million. The net recorded deferred tax asset, after valuation allowance was \$3.2 million at December 31, 2009 and \$5.6 million at December 31, 2008. The remaining net deferred tax assets at December 31, 2009 and 2008 were primarily supported by available tax planning strategies. The deferred tax asset at December 31, 2008 was partially supported by taxes paid in prior years recoverable by carry back.

Comparison of Financial Condition at December 31, 2009 and at December 31, 2008

Total Assets. Total assets decreased by \$17.2 million, or 0.9%, to \$1.87 billion at December 31, 2009 from \$1.89 billion at December 31, 2008. The decrease in total assets resulted primarily from a \$139.7 million decrease in loans receivable, partially offset by increases in cash and cash equivalents of \$47.3 million, securities available for sale and held to maturity of \$18.2 million, loans held for sale of \$32.1 million and real estate owned of \$26.3 million.

Cash and Cash Equivalents. Cash and cash equivalents increased by \$47.3 million to \$71.1 million at December 31, 2009 from \$23.8 million at December 31, 2008. The increase in cash and cash equivalents reflects the Company's decision to maintain higher than usual liquidity in the current weak economic environment and relatively low rates of return available on securities and other investments.

Securities Available for Sale. Securities available for sale increased by \$25.5 million, or 14.2%, to \$205.4 million at December 31, 2009 from \$179.9 million at December 31, 2008. The increase in the available for sale portfolio resulted from an increase in debt securities such as government agency and municipal securities. The \$25.5 million increase in securities available for sale consisted of the reinvestment of \$10.3 million of earnings related to securities, a \$6.3 million reduction in the net unrealized loss and \$7.3 million of securities held to maturity reinvested in securities available for sale.

Debt securities increased by \$45.9 million to \$88.6 million at December 31, 2009 from \$42.7 million at December 31, 2008. The increase in debt securities was partially offset by a \$14.7 million decrease in mortgage related securities to \$116.8 million at December 31, 2009 from \$131.5 million as of December 31, 2009. The shift in the composition of the securities portfolio towards less volatile, shorter-term debt securities reflects a decision to increase portfolio liquidity.

During the year ended December 31, 2009, the Company identified two available for sale securities with a total December 31, 2009 fair value of \$15.8 million that was determined to be other than temporarily impaired. As a result of the Company's analysis, a \$7.2 million impairment has been recognized as of December 31, 2009, with respect to this security. Of the total impairment on this security, \$1.1 million has been identified as a credit loss and has been recognized as a current year expense. The remaining \$6.1 million impairment (before taxes) is included in other comprehensive income.

Securities Held to Maturity. Securities held to maturity decreased by \$7.3 million, or 73.4%, to \$2.6 million at December 31, 2009 from \$9.9 million at December 31, 2008. During the year ended December 31, 2009, two securities that had been designated as held to maturity were called by their issuer. The securities had a total amortized cost of \$7.3 million. As of December 31, 2009, the Company held one security that has been designated as held to maturity. The security has an amortized cost of \$2.6 million and an estimated fair value of \$1.9 million. The final maturity of this security is 2022, however, it is callable quarterly. This higher yielding structured corporate note accrues interest based on the range of a constant maturity treasury yield spread and therefore has a higher potential for market value volatility. As the Company has the intent and ability to hold this security until it matures, it has been classified as held to maturity rather than as available for sale.

Loans Held for Sale. Loans held for sale increased by \$32.1 million to \$45.1 million at December 31, 2009, from \$13.0 million at December 31, 2008. The increase in loans held for sale resulted primarily from an increase in origination activity driven by lower mortgage interest rates during the current period combined with an increase in mortgage banking staff and office locations.

Loans Receivable. Loans receivable decreased \$139.7 million, or 9.0%, to \$1.42 billion at December 31, 2009 from \$1.56 billion at December 31, 2008. The decrease in loans receivable reflects a decline in loan demand combined with the Company's more stringent loan underwriting requirements. Loans originated for investment totaled \$128.9 million during the year ended December 31, 2009 compared to \$436.8 million for the year ended December 31, 2008. In addition to the decrease due to a decline in origination activity, total loans outstanding declined due to \$54.1 million in loans transferred to real estate owned and \$23.4 million in net charge-offs. The 2009 decrease was primarily attributable to a \$108.9 million decrease in one- to four-family loans and a \$62.0 million decrease in land and construction loans, which was partially offset by a \$24.0 million increase in over four-family loans. During the year ended December 31, 2009,.

Federal Home Loan Bank Stock. FHLBC stock remained unchanged at \$21.7 million at December 31, 2009 and December 31, 2008. Minimum stock ownership is based on a combination of member bank mortgage loans and FHLBC advances outstanding. WaterStone Bank owns the minimum required amount of FHLBC stock based on the highest level of advances outstanding during 2009. The FHLBC has not paid a dividend since the second quarter of 2007. On October 10, 2007, the FHLBC entered into a consensual cease and desist order with its regulator, the Federal Housing Finance Board. Under the terms of the order, capital stock repurchases and redemptions, including redemptions upon membership withdrawal or other termination, are prohibited unless the FHLBC has received approval of the Director of the Office of Supervision of the Federal Housing Finance Board ("OS Director"). The order also provides that dividend declarations are subject to the prior written approval of the OS Director.

Cash Surrender Value of Life Insurance. Cash surrender value of life insurance increased \$1.5 million, or 4.8%, to \$33.9 million at December 31, 2009 from \$32.4 million at December 31, 2008.

Real Estate Owned. Total real estate owned increased \$26.3 million, or 106.6%, to \$50.9 million at December 31, 2009 from \$24.7 million at December 31, 2008. During the year ended December 31, 2009, the Company transferred \$54.1 to real estate owned from the loan portfolio. During the same period the Company sold approximately \$24.3 million of real estate owned. The overall \$26.3 million increase in real estate owned was primarily due to a \$10.3 million increase in one- to four-family real estate properties and a \$9.4 million increase in construction and land properties.

Deposits. Total deposits decreased \$31.0 million, or 2.6%, to \$1.16 billion at December 31, 2009 from \$1.20 billion at December 31, 2008. Total time deposits decreased \$30.1 million, or 2.9%, to \$1.01 billion at December 31, 2009 from \$1.04 billion at December 31, 2008. The decrease in time deposits resulted from the run-off of non-local wholesale deposits, partially offset by an increase in time deposits originated through our local retail outlets. Brokered time deposits originated through the wholesale market decreased \$39.4 million, or 38.3%, to \$63.6 million at December 31, 2009 from \$103.0 million at December 31, 2008. Time deposits originated through local retail outlets increased \$9.3 million, or 1.0%, to \$947.8 million at December 31, 2009 from \$938.5 million at December 31, 2008. The shift in the mix of deposits away from the wholesale market is intended to decrease our reliance on this source of funding. Furthermore, a consent order issued by state and federal regulators effective December 18, 2009 prohibits the Bank from accepting new or renewed brokered deposits. Total money market and savings deposits decreased \$8.9 million, or 8.8%, to \$92.0 million at December 31, 2009 from \$100.9 million at December 31, 2008. Total demand deposits increased \$8.0 million, or 14.9%, to \$61.4 million at December 31, 2009 from \$53.4 million at December 31, 2008. The overall decrease in deposits is consistent with the drop in loans receivable and the reduced need for funding.

Borrowings. Total borrowings increased \$20.9 million, or 4.3%, to \$507.9 million at December 31, 2009 from \$487.0 million at December 31, 2008. Early in 2009 we borrowed \$25.0 million from the FHLBC to fund the disbursement of advance payments by borrowers for taxes. This FHLBC advance matured and was paid off in January of 2010.

Other Liabilities. Other liabilities decreased \$4.2 million, or 13.7%, to \$26.3 million at December 31, 2009 from \$30.4 million at December 31, 2008. The decrease resulted from a \$3.3 million decrease in capital lease obligations and a \$2.5 million decrease in accrued interest payable on deposits partially offset by a \$1.1 million increase in accrued FDIC insurance premiums. The decrease in the capital lease obligation resulted from the Company's execution of a purchase option on its capital lease on a branch location during March 2009. The decrease in accrued interest payable on deposits resulted from a decrease in the weighted average cost of funds on time deposits for the year ended December 31, 2009 as compared to the year ended December 31, 2008 combined with a decline in average outstanding balances. The increase in accrued FDIC insurance premiums is partially attributable to general FDIC rate increases and an additional risk premium assessed on WaterStone Bank in particular.

Shareholders' Equity. Shareholders' equity decreased \$2.7 million, or 1.6%, to \$168.6 million at December 31, 2009 from \$171.3 million at December 31, 2008. The decrease in shareholders' equity was primarily due to a \$9.0 million decrease in retained earnings. The decrease in retained earnings was the result of the net loss of \$10.1 million recognized during the year ended December 31, 2009, partially offset by a \$1.1 million cumulative-effect adjustment for a change in accounting principle. The cumulative-effect adjustment resulting from the adoption of new guidance impacting ASC Topic 320, Investments – Debt and Equity Instruments, relates to a security that had been deemed other-than-temporarily impaired during the year ended December 31, 2008. The adjustment was made to reflect the difference between the present value of cash flows expected to be collected and the amortized cost basis as of January 1, 2009, the effective date of the change in accounting principle. The decrease in shareholders' equity due to the decrease in retained earnings was partially offset by a \$4.2 million decrease in accumulated other comprehensive loss resulting from an increase in the market value of available for sale securities. In addition to the decrease in accumulated other comprehensive loss, shareholders' equity was positively affected by a \$1.0 million increase in additional paid in capital related to stock based compensation and an \$854,000 decrease in unearned ESOP shares.

Average Balance Sheets, Interest and Yields/Costs

The following tables set forth average balance sheets, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Non-accrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income or expense.

	Years Ended December 31,								
	2009			2008			2007		
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate
(Dollars in Thousands)									
Interest-earning assets:									
Loans receivable, net	\$ 1,519,348	\$ 87,847 ⁽¹⁾	5.78%	\$ 1,510,952	\$ 92,860 ⁽¹⁾	6.13%	\$ 1,387,803	\$ 87,101 ⁽¹⁾	6.28%
Mortgage related securities ⁽⁵⁾ ⁽⁶⁾	126,616	7,101	5.61	136,505	7,679	5.61	111,132	5,869	5.28
Other earning assets	174,593	3,540	2.03	116,395	3,539	3.03	90,859	4,005	4.41
Total interest-earning assets	1,820,557	98,488	5.41	1,763,852	104,078	5.88	1,589,794	96,975	6.10
Noninterest-earning assets	90,653			77,768			69,015		
Total assets	\$ 1,911,210			\$ 1,841,620			\$ 1,658,809		
Interest-bearing liabilities:									
Demand and money market accounts	115,276	362	0.31	141,052	2,103	1.49	143,295	4,478	3.13
Savings accounts	38,317	229	0.60	26,272	246	0.93	19,299	83	0.43
Certificates of deposit	1,047,692	33,858	3.23	951,780	39,849	4.18	857,319	40,297	4.70
Total interest-bearing deposits	1,201,285	34,449	2.87	1,119,104	42,198	3.76	1,019,913	44,858	4.40
Borrowings	511,384	19,967	3.90	494,655	20,380	4.11	381,614	16,791	4.40
Other interest bearing liabilities	16,596	161	0.97	21,674	449	2.07	21,963	485	2.21
Total interest-bearing liabilities	1,729,265	54,577	3.16	1,635,433	63,027	3.84	1,423,490	62,134	4.36
Noninterest-bearing liabilities	16,332			13,971			18,442		
Total liabilities	1,745,597			1,649,404			1,441,932		
Equity	165,614			192,216			216,877		
Total liabilities and equity	\$ 1,911,211			\$ 1,841,620			\$ 1,658,809		
Net interest income		43,911			41,051			34,841	
Net interest rate spread ⁽²⁾			2.25%			2.04%			1.74%
Net interest-earning assets ⁽³⁾	\$ 91,292			\$ 128,419			\$ 166,304		
Net interest margin ⁽⁴⁾			2.41%			2.32%			2.19%
Average interest-earning assets to average interest-bearing liabilities			105.28%			107.85%			111.68%

(1) Includes net deferred loan fee amortization income of \$887,000, \$1,582,000 and \$2,164,000 for the years ended December 31, 2009, 2008 and 2007, respectively.

(2) Net interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(3) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(4) Net interest margin represents net interest income divided by average total interest-earning assets.

(5) Average balance of available for sale securities is based on amortized historical cost.

(6) Interest income from tax exempt securities is not significant to total interest income, therefore, interest and yield on interest earnings assets are not stated on a tax equivalent basis.

Rate/Volume Analysis

The following table sets forth the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The net column represents the sum of the prior columns. For purposes of this table, changes attributable to changes in both rate and volume that cannot be segregated have been allocated proportionately based on the changes due to rate and the changes due to volume.

	Years Ended December 31, 2009 vs. 2008			Years Ended December 31, 2008 vs. 2007		
	Increase (Decrease) due to			Increase (Decrease) due to		
	Volume	Rate	Net	Volume	Rate	Net
(In Thousands)						
Interest and dividend income:						
Loans receivable ^{(1) (2)}	\$ 489	(5,502)	(5,013)	\$ 7,828	(2,069)	5,759
Mortgage related securites	(576)	(2)	(578)	1,422	388	1,810
Other interest-earning assets	1,408	(1,407)	1	964	(1,429)	(465)
Total interest-earning assets	1,321	(6,911)	(5,590)	10,214	(3,110)	7,104
Interest expense:						
Demand and money market accounts	(473)	(1,268)	(1,741)	(69)	(2,306)	(2,375)
Savings accounts	89	(106)	(17)	39	124	163
Certificates of deposit	3,692	(9,683)	(5,991)	4,248	(4,696)	(448)
Total interest-bearing deposits	3,308	(11,057)	(7,749)	4,218	(6,878)	(2,660)
Borrowings	651	(1,064)	(413)	4,750	(1,161)	3,589
Other interest-bearing liabilities	(88)	(200)	(288)	(6)	(29)	(35)
Total interest-bearing liabilities	3,871	(12,321)	(8,450)	8,962	(8,068)	894
Net change in net interest income	\$ (2,550)	5,410	2,860	\$ 1,252	4,958	6,210

(1) Includes net deferred loan fee amortization income of \$887,000, \$1,582,000 and \$2,164,000 for the years ended December 31, 2009, 2008 and 2007, respectively.

(2) Non-accrual loans have been included in average loans receivable balance.

Comparison of Operating Results for the Years Ended December 31, 2009 and 2008

General. Net loss for the year ended December 31, 2009 totaled \$10.1 million, or \$0.33 for both basic and diluted loss per share, compared to net loss of \$26.4 million, or \$0.87 for both basic and diluted loss per share, for the year ended December 31, 2008. The year ended December 31, 2009 generated a loss on average assets of 0.53% and a loss on average equity of 6.12%, compared to a loss on average assets of 1.44% and a loss on average equity of 13.76% for the year ended December 31, 2008. The net loss for the year ended December 31, 2009 reflected continuing deterioration in asset quality in a weak economic environment which resulted in a \$26.7 million provision for loan losses in 2009. The 2009 loan loss provision represents a \$10.9 million decrease from the \$37.6 million provision for loan losses in 2008. Increases of \$2.9 million in net interest income, \$5.7 million in mortgage banking income, an \$885,000 decrease in impairment charge on securities considered to be other than temporarily impaired and a decrease of \$3.6 million in income tax expense for the year ended December 31, 2009 compared to 2008 were partially offset by a \$7.0 million increase in noninterest expense. The increase in noninterest expense resulted from a \$4.1 million increase in FDIC insurance expense (which included an FDIC special assessment) and an increase in real estate owned expense of \$1.9 million. Loan charge-off activity and specific loan reserves are discussed in additional detail in the Asset Quality section. The net interest margin for the year ended December 31, 2009 was 2.41% compared to 2.32% for the year ended December 31, 2008.

Total Interest Income - Total interest income decreased \$5.6 million, or 5.4%, to \$98.5 million during the year ended December 31, 2009 from \$104.1 million during the year ended December 30, 2008, reflecting the decrease in market rates during 2009.

Interest income on loans decreased \$5.0 million, or 5.4%, to \$87.8 million during the year ended December 31, 2009 from \$92.9 million during the year ended December 31, 2008. The decrease in interest income was primarily due to a 35 basis point decrease in the average yield on loans to 5.78% for the year ended December 31, 2009 from 6.13% for the year ended December 31, 2008. The decrease in interest income attributable to the decrease in the yield on loans was partially offset by an \$8.4 million, or 0.6%, increase in the average balance of average loans outstanding to \$1.52 billion during the year ended December 31, 2009 from \$1.51 billion during the year ended December 31, 2008. In addition to the decrease in interest income due to a decrease in the average yield, \$1.5 million of the overall decrease compared to the prior year related to interest income recognized on a loan during the year ended December 31, 2008 that had previously been recorded on the cost recovery method. The loan was originated to facilitate the sale of Company owned real estate during 2000 and the \$1.5 million represented interest income that was collected but not recognized during the facilitation period. The loan was paid in full during the third quarter of 2008, which resulted in full recognition of interest collected in prior periods. This transaction had the effect of increasing the average yield on interest earning assets by 10 basis points for the year ended December 31, 2008.

Interest income on mortgage-related securities decreased \$578,000, or 7.5%, to \$7.1 million during the year ended December 31, 2009 from \$7.7 million during the year ended December 31, 2008. The decrease in interest income was primarily due to a \$9.9 million, or 7.2%, decrease in the average balance of mortgage-related securities to \$126.6 million for the year ended December 31, 2009 from \$136.5 million during the year ended December 31, 2008. The average yield on mortgage-related securities remained unchanged at 5.61% for the years ended December 31, 2009 and 2008. The decline in the average balance of mortgage-related securities during the year ended December 31, 2009 reflects management's decision to reinvest security portfolio cash flows in the more liquid government agency and higher yielding municipal debt securities.

Interest income on other earnings assets, consisting of debt securities, federal funds sold and short-term investments remained unchanged at \$3.5 million for both the year ended December 31, 2009 and 2008, notwithstanding a 100 basis point decline in the average yield on other earning assets to 2.03% for the year ended December 31, 2009 from 3.03% for the comparable period in 2008. The decrease in average yield on these investments reflected the decline in market interest rates as opposed to a shift in investment strategy or product mix. The decrease in average yield was offset by a \$58.2 million, or 50.0%, increase in the average balance of other earning assets to \$174.6 million for the year ended December 31, 2009 from \$116.4 million for the year ended December 31, 2008. The increase in average balance reflected a strategic shift towards higher levels of liquidity. The Company intends to maintain higher than usual liquidity given the current economic environment and relatively low rates of return available on loans and mortgage related securities. The average balance of debt securities, federal funds sold and short-term investments includes FHLBC stock of \$21.7 million and \$20.9 million for the years ended December 31, 2009 and 2008, respectively. On October 10, 2007, the FHLBC entered into a consensual cease and desist order with its regulator, the Federal Housing Finance Board. Under the terms of the order, dividend declarations are subject to the prior written approval of the Federal Housing Finance Board. The FHLBC has not declared a dividend since it entered into the cease and desist order. At the request of the FHLBC, on July 24, 2008, the Finance Board amended the cease and desist order to allow the FHLBC to redeem incremental purchases of capital stock tied to increased levels of borrowing through advances after repayment of those new advances.

Total Interest Expense - Total interest expense decreased by \$8.5 million, or 13.4%, to \$54.6 million for the year ended December 31, 2009 from \$63.0 million for the year ended December 31, 2008. This decrease was the result of a decrease of 68 basis point decrease in our cost of funds to 3.16% for the year ended December 31, 2009 from 3.84% for the year ended December 31, 2008, which was partially offset by a \$93.8 million, or 5.7%, increase in average interest bearing deposits and borrowings outstanding to \$1.73 billion for the year ended December 31, 2009 from \$1.64 billion for the year ended December 31, 2008.

Interest expense on deposits decreased \$7.8 million, or 18.4%, to \$34.5 million during the year ended December 31, 2009 from \$42.3 million during the comparable period in 2008. This was due to a decrease in the average cost of deposits of 89 basis points to 2.87% for the year ended December 31, 2009 compared to 3.76% for the year ended December 31, 2008. The decrease in interest expense attributable to the decrease in the cost of deposits was partially offset by an increase of \$82.2 million, or 7.3%, in the average balance of interest bearing deposits to \$1.20 billion for the year ended December 31, 2009 from \$1.12 billion during the year ended December 31, 2008. The decrease in the average cost of deposits reflects the Federal Reserve's reduction of short term interest rates which are typically used by financial institutions in pricing deposit products.

Interest expense on borrowings decreased \$685,000, or 3.3%, to \$20.1 million during the year ended December 31, 2009 from \$20.8 million during the year ended December 31, 2008. The decrease resulted primarily from a 21 basis point decrease in the average cost of borrowings to 3.90% for the year ended December 31, 2009 from 4.11% for the year ended December 31, 2008, which was partially offset by a \$16.7 million, or 3.4%, increase in average borrowings outstanding to \$511.4 million for the year ended December 31, 2009 from \$494.7 million for the year ended December 31, 2008. The increased use of borrowings as a source of funding for the year ended December 31, 2009 reflected our assessment that such sources of funds provided favorable rates and terms compared to retail funding sources. The reduction in short term interest rates by the Federal Reserve allowed banks such as WaterStone Bank to borrow funds at lower rates, helping to reduce our cost of funds.

Net Interest Income - Net interest income increased by \$2.9 million or 7.0%, to \$43.9 million during the year ended December 31, 2009 as compared to \$41.1 million during the year ended December 31, 2008. Net interest income continues to be positively affected by lower short and medium term interest rates in 2009, as compared to 2008 and by our interest bearing liabilities repricing at a faster rate than our interest earning assets. The increase in net interest income resulted primarily from a 21 basis point increase in our interest rate spread to 2.25% for the year ended December 31, 2009 from 2.04% for the year ended December 31, 2008. The 21 basis point increase in the interest rate spread resulted from a 68 basis point decrease in the average cost of interest bearing liabilities, which was only partially offset by a 47 basis point decrease in the average yield on interest earning assets. The increase in net interest income resulting from an increase in our net interest rate spread was partially offset by a decrease in average net earning assets of \$37.1 million, or 28.9%, to \$91.3 million for the year ended December 31, 2009 from \$128.4 million from the year ended December 31, 2008. The decrease in average net earning assets was primarily attributable to an increase in loans transferred to real estate owned. The average balance of real estate owned totaled \$39.5 million for the year ended December 31, 2009 compared to \$15.6 million for the year ended December 31, 2008.

Provision for Loan Losses - Our provision for loan losses decreased \$10.9 million, to \$26.7 million during the year ended December 31, 2009, from \$37.6 million during the year ended December 31, 2008. While the provision for loan losses has decreased from the prior year, it remained at historically high levels. The provision for the year ended December 31, 2009 was the result of \$23.4 million of net loan charge-offs combined with continued weakness in local real estate markets which required an overall increase to the allowance for loan losses. See the Asset Quality section for an analysis of charge-offs, nonperforming assets, specific reserves and additional provisions.

Noninterest Income - Total noninterest income increased \$5.9 million, or 94.1%, to \$12.2 million during the year ended December 31, 2009 from \$6.3 million during the year ended December 31, 2008. The increase primarily resulted from an increase in mortgage banking income. Mortgage banking income increased \$5.7 million to \$10.0 million for the year ended December 31, 2009, compared to \$4.3 million during the comparable period in 2008. The increase was the result of an expansion of the branch network of our mortgage banking subsidiary and increased mortgage loan refinancing triggered by declines in mortgage interest rates during the period. During the year ended December 31, 2009, the Company sold \$707.1 million of mortgage loans into the secondary market, as compared to \$266.0 million during the comparable period in 2008.

Noninterest Expense - Total noninterest expense increased \$7.0 million, or 20.7%, to \$40.9 million for the year ended December 31, 2009 from \$33.9 million for the year ended December 31, 2008. The increase was primarily attributable to higher FDIC insurance premiums, including a special assessment charged to income during the second quarter of 2009, and real estate owned expense.

Compensation, payroll taxes and other employee benefits expense increased \$255,000, or 1.5%, to \$17.3 million during the year ended December 31, 2009 compared to \$17.1 million during the year ended December 31, 2008. Due primarily to an expansion of our mortgage banking operations, total compensation, and payroll taxes increased \$479,000, or 3.5%, to \$14.1 million for the year ended December 31, 2009 compared to \$13.6 million for the year ended December 31, 2008. Company paid health insurance expense increased \$133,000 to \$1.1 million during the year ended December 31, 2009 compared to \$963,000 during the year ended December 31, 2008. Partially offsetting the increase in compensation and health insurance expense, ESOP expense decreased \$526,000, to \$250,000 for the year ended December 31, 2009 compared to \$776,000 during the year ended December 31, 2008. This decrease reflects the decrease in the Company's average share price for the year ended December 31, 2009 compared to 2008.

Real estate owned expense increased \$1.9 million, or 41.4%, to \$6.4 million for the year ended December 31, 2009 compared to \$4.6 million for the year ended December 31, 2008. Real estate owned expense includes the net gain or loss recognized upon the sale of a foreclosed property, as well as the net operating and carrying costs related to the properties. For the year ended December 31, 2009, net operational expenses increased \$119,000 to \$3.3 million from \$3.2 million during the year ended December 31, 2008. For the year ended December 31, 2009, the Company allocated additional resources to increasing occupancy rates and controlling costs at its income producing properties. As a result, net operational expenses were relatively stable given the increase in properties under management. The average balance of real estate owned totaled \$39.5 million for the year ended December 31, 2009 compared to \$15.6 million for the year ended December 31, 2008. Net losses recognized on the write-down or sale of real estate owned totaled \$3.1 million during the year ended December 31, 2009, compared to a net losses of \$1.4 million during the year ended December 31, 2008.

Other noninterest expense increased \$4.7 million, or 141.4%, to \$8.0 million during the year ended December 31, 2009 from \$3.3 million during the year ended December 31, 2008. The increase resulted primarily from a \$4.1 million increase in FDIC deposit insurance premiums to \$4.7 million for the year ended December 31, 2009 from \$545,000 for the year ended December 31, 2008. The increase resulted from both an increase in the premium rate as well as a special assessment totaling \$876,000 that was paid on September 30, 2009.

Income Taxes - We recorded an income tax benefit of \$1.3 million for the year ended December 31, 2009, primarily as a result of federal and Wisconsin tax law changes enacted during 2009. In the first quarter a Wisconsin state tax law change was enacted (with retroactive effect to January 1, 2009) requiring combined filing in Wisconsin. We recognized a state tax benefit in connection with the establishment of a Wisconsin deferred tax asset (which does not require a valuation allowance) related to the net unrealized loss on securities available for sale owned by the Company's Nevada subsidiary. In addition, we recognized a federal tax benefit as a result of legislation passed in the fourth quarter of 2009 allowing a one-time carry back of tax losses for up to five years. The effective tax rate for the year ended December 31, 2009 was 11.4%.

Income tax expense of \$2.3 million for the year ended December 31, 2008 is comprised of \$7.6 million in deferred tax expense partially offset by current tax benefit of \$5.3 million. The deferred tax expense is the result of valuation allowances established in accordance with generally accepted accounting principles. The effective tax rate for the year ended December, 31, 2008 was (9.5%).

Net Loss - As a result of the foregoing factors, net loss for the year ended December 31, 2009 was \$10.1 million as compared to a net loss of \$26.4 million during the year ended December 31, 2008.

Comparison of Operating Results for the Years Ended December 31, 2008 and 2007

General. Net loss for the year ended December 31, 2008 totaled \$26.4 million, or \$0.87 for both basic and diluted earnings per share compared to net income of \$1.6 million, or \$0.05 for both basic and diluted earnings per share for the year ended December 31, 2007. The year ended December 31, 2008 generated an annualized loss on average assets of 1.44% and an annualized loss on average equity of 13.76%, compared to annualized return of 0.09% and 0.72%, respectively, for the year ended December 31, 2007. The net loss was primarily due to a \$25.9 million increase in our provision for loan losses. Throughout the year, the Company received updated appraisals on properties that collateralize non-performing loans. The decline in value noted in the appraisals, in addition to the continued downturn in the real estate market prompted the Company to reevaluate the assumptions used to determine the fair value of collateral related to additional non-performing loans. Due to continued deterioration in the loan portfolio and underlying collateral, the Company recorded a provision for loan losses of \$37.6 million during the year ended December 31, 2008. The increase in the provision for loan losses was compounded by a \$551,000 decrease in noninterest income, a \$5.2 million increase in noninterest expense and \$2.6 million increase in income tax expense, partially offset by a \$6.2 million increase in net interest income. The reason as to why the Company had income tax expense for the year ended December 31, 2008 rather than an income tax benefit is discussed below. Loan charge-off activity and specific loan reserves are discussed in additional detail in the Asset Quality section beginning on page 15. The net interest margin for the year ended December 31, 2008 was 2.32% compared to 2.19% for the year ended December 31, 2007.

During 2008, the Company recorded deferred income tax expense of \$7.6 million related to net deferred tax asset valuation allowances. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, the forecasts of future income, applicable tax planning strategies, and assessments of current and future economic and business conditions. Positive evidence includes the existence of taxes paid in available carry-back years as well as the probability that taxable income will be generated in future periods, while negative evidence includes the cumulative losses in the current year and prior two years and general business and economic trends. At December 31, 2008, the Company determined a valuation allowance was necessary, largely based on the negative evidence represented by a cumulative loss in the most recent three-year period caused by the significant loan loss provisions recorded during 2008. In addition, general uncertainty surrounding future economic and business conditions have increased the potential volatility and uncertainty of projected earnings. Management is required to re-evaluate the deferred tax asset and the related valuation allowance quarterly. The benefit may still be realized in the future, depending on a number of factors including future taxable income.

Total Interest Income. Total interest income increased \$7.1 million, or 7.3%, to \$104.1 million during the year ended December 31, 2008 compared to \$97.0 million for the year ended December 31, 2007. Interest income on loans increased \$5.8 million, or 6.6%, to \$92.9 million for the year ended December 31, 2008 compared to \$87.1 million for the comparable period of 2007. The increase resulted primarily from an increase of \$123.1 million, or 8.9%, in the average loan balance to \$1.51 billion during the year ended December 31, 2008 from \$1.39 billion during the year ended December 31, 2007. The increase in average balance was partially offset by a 15 basis point decrease in the average yield on loans to 6.13% for the year ended December 31, 2008 from 6.28% for the year ended December 31, 2007.

In addition, interest income from mortgage related securities increased \$1.8 million, or 30.8%, to \$7.7 million for the year ended December 31, 2008 compared to \$5.9 million for the year ended December 31, 2007. This was primarily due to an increase of \$25.4 million, or 22.8%, in the average balance to \$136.5 million for the year ended December 31, 2008 from \$111.1 million during the year ended December 31, 2007. The increase in average balance was compounded by a 33 basis point increase in the average yield on mortgage related securities to 5.61% for the year ended December 31, 2008 from 5.28% for the year ended December 31, 2007.

Finally, interest income from debt securities, federal funds sold and short-term investments decreased \$466,000, or 11.6%, to \$3.5 million for the year ended December 31, 2008 compared to \$4.0 million for the year ended December 31, 2007. This was due to a 138 basis point decrease in the average yield on other earning assets to 3.03% for the year ended December 31, 2008 from 4.41% for the year ended December 31, 2007, partially offset by an increase of \$25.5 million, or 28.1%, in the average balance of other earning assets to \$116.4 million during the year ended December 31, 2008 from \$90.8 million during the year ended December 31, 2007. The decrease in average yield on other earning assets resulted primarily from a drop in the federal funds rate of 400 basis points between December 31, 2007 and December 31, 2008 and from a decline in dividends declared on the Company's FHLBC stock. The FHLBC stock yielded a return of 2.11% during the year ended December 31, 2007, however, no dividend was declared during the year ended December 31, 2008. On October 10, 2007, the FHLBC entered into a cease and desist order with its regulator, the Federal Housing Finance Board. Under the terms of the order, dividend declarations are subject to the prior written approval of the Federal Housing Finance Board. The FHLBC has not declared a dividend since it entered into the cease and desist order.

Total Interest Expense. Total interest expense increased by \$893,000, or 1.4%, to \$63.0 million during the year ended December 31, 2008 from \$62.1 million during the year ended December 31, 2007. This increase was the result of an increase of \$211.9 million, or 14.9%, in average interest bearing deposits and borrowings outstanding partially offset by a 52 basis point drop in the cost of funding to 3.84% for the year ended December 31, 2008 from 4.36% for the year ended December 31, 2007.

Interest expense on deposits decreased \$2.7 million, or 5.9%, to \$42.3 million during the year ended December 31, 2008 from \$44.9 million during the comparable period in 2007. This was due to a decrease in the cost of total average deposits of 64 basis points to 3.76% for the year ended December 31, 2008 compared to 4.40% for the year ended December 31, 2007. The decrease in interest expense attributable to the decrease in the cost of deposits was partially offset by an increase of \$99.2 million, or 9.7%, in the average balance of total interest bearing deposits to \$1.12 billion during the year ended December 31, 2008 from \$1.02 billion during the year ended December 31, 2007. The decrease in the cost of deposits reflects the lower shorter term interest rate environment resulting from the Federal Reserve's reduction of short term interest rates which are typically used by financial institutions in determining the market rate for deposit products.

Interest expense on borrowings and other interest bearing liabilities increased \$3.6 million, or 20.6%, to \$20.8 million during the year ended December 31, 2008 from \$17.2 million during the year ended December 31, 2007. The increase resulted primarily from an increase in average borrowings outstanding of \$113.0 million, or 29.6%, to \$494.7 million during the year ended December 31, 2008 from \$381.6 million during the year ended December 31, 2007. The increase in average borrowings was partially offset by a 29 basis point decrease in the average cost of borrowings to 4.11% during the year ended December 31, 2008 from 4.40% during the year ended December 31, 2007.

Net Interest Income. Net interest income increased by \$6.2 million or 17.8%, to \$41.1 million during the year ended December 31, 2008 as compared to \$34.8 million during the year ended December 31, 2007. Net interest income continues to be positively affected by the steeper yield curve in 2008, as compared to 2007. The increase resulted primarily from a 30 basis point increase in our interest rate spread to 2.04% for the year ended December 31, 2008 from 1.74% for the comparable period in 2007. The 30 basis point increase in the interest rate spread resulted from a 52 basis point decrease in the cost of interest bearing liabilities, which was partially offset by a 22 basis point decrease in the yield on interest earning assets. The increase in net interest income resulting from an increase in our net interest rate spread was partially offset by a decrease in net average earning assets of \$37.9 million, or 22.8%, to \$128.4 million for the year ended December 31, 2008 from \$166.3 million from the year ended December 31, 2007. The decrease in net average earning assets was primarily attributable to an increase in loans transferred to real estate owned and an increase in the allowance for loan losses. The average balance of real estate owned totaled \$15.6 million for the year ended December 31, 2008 compared to \$3.4 million for the year ended December 31, 2007. The average balance of the allowance for loan losses totaled \$18.9 million for the year ended December 31, 2008 compared to \$9.0 million for the year ended December 31, 2007.

Provision for Loan Losses. The provision for loan losses increased \$25.9 million to \$37.6 million during the year ended December 31, 2008, from \$11.7 million during the year ended December 31, 2007. The increased provision for the year was primarily the result of \$25.3 million of net loan charge-offs combined with continued weakness in local real estate markets. Net charge-offs totaled \$6.1 million for the year ended December 31, 2007. The increase in charge-offs reflects the general decline of real estate markets and an increased likelihood of the borrower being unable to resolve the ongoing default in the terms of the loan prior to completion of a sheriff's sale. As such, charge-offs are generally being recognized earlier in the foreclosure process than they have been in prior periods. See Asset Quality section beginning on page 15 for an analysis of charge-offs, non-performing assets, specific reserves and additional provisions.

Noninterest Income. Total noninterest income decreased \$551,000, or 8.1%, to \$6.3 million during the year ended December 31, 2008 from \$6.8 million during the year ended December 31, 2007. The decrease primarily resulted from \$2.0 million in loss on impairment of securities recognized on a collateralized mortgage obligation during the year ended December 31, 2008. The loss on impairment was partially offset by an increase in mortgage banking income generated by our Waterstone Mortgage Corporation subsidiary. Mortgage banking income increased \$1.4 million, or 47.5%, to \$4.3 million for the year ended December 31, 2008 compared to \$2.9 million for the year ended December 31, 2007.

Noninterest Expense. Total noninterest expense increased \$5.2 million, or 18.1%, to \$33.9 million during the year ended December 31, 2008 from \$28.7 million during the year ended December 31, 2007. The increase was primarily the result of the increase in real estate owned expense, reflecting the increase in real estate owned.

Real estate owned expense totaled \$4.6 million for the year ended December 31, 2008 compared to \$1.2 million during the year ended December 31, 2007. Real estate owned expense includes the net gain or loss recognized upon the sale of a foreclosed property, as well as the operating and carrying costs related to the properties. During the year ended December 31, 2008, operational expenses totaled \$3.2 million and net losses on sales of real estate totaled \$1.4 million. The increase in expense compared to the prior period results from an increase in the number and total cost basis of foreclosed properties. The average balance of real estate owned totaled \$15.6 million for the year ended December 31, 2008 compared to \$3.4 million for the year ended December 31, 2007.

Compensation, payroll taxes and other employee benefit expense increased \$1.6 million, or 10.3%, to \$17.1 million during the year ended December 31, 2008 from \$15.5 million during the year ended December 31, 2007. This increase resulted primarily from an increase in salary expense, partially offset by a reduction in expense related to the ESOP. Salary expense increased \$2.3 million, or 21.5%, to \$12.7 million during the year ended December 31, 2008 compared to \$10.5 million during the year ended December 2007 primarily as a result of commissions directly related to an increase in loan origination activity. Expense related to the Company's ESOP decreased \$477,000 during the year ended December 31, 2008 to \$776,000 from \$1.3 million for the year ended December 31, 2007. This decrease reflects the decrease in the Company's average share price of \$10.17 for the year ended December 31, 2008 as compared \$16.44 for the comparable period in 2007.

Other non-interest expense increased \$1.0 million, or 45.7%, to \$3.3 million for the year ended December 31, 2008 from \$2.3 million during the year ended December 31, 2007. The increase is primarily the result of the increase in FDIC deposit insurance. FDIC insurance increased \$419,000 to \$545,000 for the year ended December 31, 2008 from \$126,000 for the year ended December 31, 2007. In addition, during 2008, the Company incurred \$243,000 of expense related to the retirement of building signage resulting from the Bank's name change.

Income Taxes. Income tax expense of \$2.3 million for the year ended December 31, 2008 is comprised of \$7.6 million in deferred tax expense partially offset by current tax benefit of \$5.3 million. The deferred tax expense is the result of valuation allowances established in the third quarter of 2008 in accordance with Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The current year benefit is equal to the refund receivable as a result of carrying back current year taxable losses to prior years.

Calendar 2007 tax benefit of \$254,000 is comprised of a current tax liability of \$2.2 million on 2007 taxable income offset by deferred tax benefit of \$2.5 million on non-deductible expenses expected to reverse in future periods.

Net Loss. As a result of the foregoing factors, net loss for the year ended December 31, 2008 totaled \$26.4 million as compared to net income of \$1.6 million during the year ended December 31, 2007.

Liquidity and Capital Resources

We maintain liquid assets at levels we consider adequate to meet our liquidity needs. Our liquidity ratio averaged 4.5% and 2.4% for the years ended December 31, 2009 and 2008. The liquidity ratio is equal to average daily cash and cash equivalents for the period divided by average total assets. We adjust our liquidity levels to fund loan commitments, repay our borrowings, fund deposit outflows and pay real estate taxes on mortgage loans. We also adjust liquidity as appropriate to meet asset and liability management objectives. The operational adequacy of our liquidity position at any point in time is dependent upon the judgment of the Chief Financial Officer as supported by the full Asset/Liability Committee. Liquidity is monitored on a daily, weekly and monthly basis using a variety of measurement tools and indicators. Regulatory liquidity, as required by the Wisconsin Department of Financial Institutions, is based on current liquid assets as a percentage of the prior month's average deposits and short-term borrowings. Minimum primary liquidity is equal to 4.0% of deposits and short-term borrowings and minimum total regulatory liquidity is equal to 8.0% of deposits and short-term borrowings. The Bank's primary and total regulatory liquidity at December 31, 2009 were 11.97% and 14.56%, respectively.

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Our primary sources of liquidity are deposits, amortization and prepayment of loans, maturities of investment securities and other short-term investments, and earnings and funds provided from operations. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions, and rates offered by our competitors. However, effective March 1, 2010, our deposit rates are capped by the FDIC. We set the interest rates on our deposits to maintain a desired level of total deposits. In addition, we invest excess funds in short-term interest-earning assets, which provide liquidity to meet lending requirements. Additional sources of liquidity for the purpose of managing long- and short-term cash flows include advances from the FHLBC.

A portion of our liquidity consists of cash and cash equivalents, which are a product of our operating, investing and financing activities. At December 31, 2009 and 2008, respectively, \$71.1 million and \$23.8 million of our assets were invested in cash and cash equivalents. Our primary sources of cash are principal repayments on loans, proceeds from the calls and maturities of debt and mortgage related securities, increases in deposit accounts, Federal funds purchased and advances from the FHLBC.

On October 10, 2007, the FHLBC entered into a consensual cease and desist order with its regulator, the Federal Housing Finance Board. Under the terms of the order, capital stock repurchases and redemptions, including redemptions upon membership withdrawal or other termination, are prohibited unless the FHLBC has received approval of the Director of the Office of Supervision of the Federal Housing Finance Board ("OS Director"). The order also provides that dividend declarations are subject to the prior written approval of the OS Director. We currently hold, at cost, \$21.7 million of FHLBC stock, all of which we believe we will ultimately be able to recover. Based upon correspondence we received from the FHLBC, also incorporated into FHLBC's 8-K, there is currently no expectation that this cease and desist order will impact the short- and long-term funding options provided by the FHLBC.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows included in our Consolidated Financial Statements.

During the year ended December 31, 2009, loan repayments net of loan originations generated positive cash flows of \$62.3 million. During the years ended December 31, 2008 and 2007, our loan originations, net of collected principal, totaled \$216.0 million and \$48.6 million, respectively. Cash received from the calls, maturities and principal repayments of debt and mortgage related securities totaled \$58.9 million, \$24.7 million and \$23.1 million for the years ended December 31, 2009, 2008 and 2007, respectively. We purchased \$72.4 million, \$42.1 million and \$76.4 million in debt and mortgage related securities classified as available for sale during the years ended December 31, 2009, 2008 and 2007, respectively. In addition, we purchased \$4.3 million and \$7.6 million in securities classified as held to maturity during the years ended December 31, 2008 and 2007, respectively. We sold \$515,000 in available for sale debt and mortgage related securities during the year ended December 31, 2009. There were no securities sold during the years ended December 31, 2008 and 2007.

Deposit flows are generally affected by the level of interest rates, market conditions and products offered by local competitors and other factors. The net decrease in deposits was \$31.0 million during the year ended December 31, 2009. This compares to a net increase in deposits of \$201.4 million for the year ended December 31, 2008 and a net decrease in deposits of \$41.7 million during the year ended December 31, 2007.

Liquidity management is both a daily and longer-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLBC, which provide an additional source of funds. At December 31, 2009, we had \$423.9 million in fixed-rate advances from the FHLBC, of which \$73.9 million was due within 12 months, and an additional available borrowing limit of \$134.0 million based on collateral requirements of the FHLBC.

At December 31, 2009, we had outstanding commitments to originate loans of \$13.6 million and unfunded commitments under construction loans, lines of credit and standby letters of credit of \$50.8 million. At December 31, 2009, certificates of deposit scheduled to mature in less than one year totaled \$920.1 million. Based on prior experience, management believes that a significant portion of such deposits will remain with us, although there can be no assurance that this will be the case. In the event a significant portion of our deposits are not retained by us, we will have to utilize other funding sources, such as FHLBC advances to maintain our level of assets. However, such borrowings may not be available on attractive terms, or at all, if and when needed. Alternatively, we would reduce our level of liquid assets, such as our cash and cash equivalents and securities available for sale in order to meet funding needs. In addition, the cost of such deposits may be significantly higher if market interest rates are higher or there is an increased amount of competition for deposits in our market area at the time of renewal.

Contractual Obligations, Commitments, Contingent Liabilities, and Off-balance Sheet Arrangements

WaterStone Bank has various financial obligations, including contractual obligations and commitments that may require future cash payments. The following tables present information indicating various non-deposit contractual obligations and commitments of WaterStone Bank as of December 31, 2009 and the respective maturity dates.

Contractual Obligations

	Total	One Year or Less	More Than One Year Through Three Years (In Thousands)	More Than Three Years Through Five Years	Over Five Years
Deposits without a stated maturity ⁽⁵⁾	\$ 153,448	\$ 153,448	\$ -	\$ -	\$ -
Certificates of deposit ⁽⁵⁾	1,011,442	920,068	84,513	6,861	-
Federal Home Loan Bank advances ⁽¹⁾	423,900	73,900	-	-	350,000
Repurchase agreements ^{(2) (5)}	84,000	-	-	-	84,000
Operating leases ⁽³⁾	536	238	298	-	-
State income tax obligation ⁽⁴⁾	1,242	1,242	-	-	-
Salary continuation agreements	1,681	576	340	340	425
Total Contractual Obligations	<u>\$ 1,676,249</u>	<u>\$ 1,149,472</u>	<u>\$ 85,151</u>	<u>\$ 7,201</u>	<u>\$ 434,425</u>

(1) Secured under a blanket security agreement on qualifying assets, principally, mortgage loans. Excludes interest that will accrue on the advances. All Federal Home Loan Bank advances with maturities exceeding five years are callable on a quarterly basis.

(2) The repurchase agreements are callable on a quarterly basis.

(3) Represents non-cancellable operating leases for offices and equipment.

(4) Represents remaining amounts due to the Wisconsin Department of Revenue related to the operations of the Company's Nevada subsidiary.

(5) Excludes interest.

The following table details the amounts and expected maturities of significant off-balance sheet commitments as of December 31, 2009.

Other Commitments

	Total	One Year or Less	More than One Year through Three Years (In Thousands)	More than Three Years Through Five Years	Over Five Years
Real estate loan commitments ⁽¹⁾	\$ 13,607	\$ 13,607	\$ -	\$ -	\$ -
Unused portion of home equity lines of credit ⁽²⁾	28,376	28,376	-	-	-
Unused portion of construction loans ⁽³⁾	7,861	7,861	-	-	-
Unused portion of business lines of credit	13,581	13,581			
Standby letters of credit	1,001	911	90	-	-
Total Other Commitments	<u>\$ 64,426</u>	<u>\$ 64,336</u>	<u>\$ 90</u>	<u>\$ -</u>	<u>\$ -</u>

General: Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract and generally have fixed expiration dates or other termination clauses.

⁽¹⁾ Commitments for loans are extended to customers for up to 180 days after which they expire.

⁽²⁾ Unused portions of home equity loans are available to the borrower for up to 10 years.

⁽³⁾ Unused portions of construction loans are available to the borrower for up to 1 year.

Impact of Recent Accounting Pronouncements

In the first quarter 2009, the Company elected to early adopt new guidance impacting ASC Topic 820, Fair Value Measurements and Disclosures, related to determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not orderly. This new guidance requires an assessment of whether certain factors exist to indicate that the market for an instrument is not active at the measurement date. If, after evaluating those factors, the evidence indicates the market is not active, the Company must determine whether recent quoted transaction prices are associated with distressed transactions. If the Company concludes that the quoted prices are associated with distressed transactions, an adjustment to the quoted prices may be necessary or the Company may conclude that a change in valuation technique or the use of multiple techniques may be appropriate to estimate an instrument's fair value. The adoption did not have an impact on financial position, results of operation or liquidity. For further information about fair value measurements, refer to Notes 2 and 13 to the Consolidated Financial Statements.

In the first quarter 2009, the Company elected to early adopt new guidance impacting ASC Topic 825, Financial Instruments, related to interim disclosures about fair value of financial instruments. This new guidance requires that disclosures on the estimated fair value of financial instruments be included in interim financial statements. It also requires disclosure of the method(s) and significant assumptions used to estimate the fair value of financial instruments in the interim financial statements. The adoption did not have an impact on financial position, results of operation or liquidity.

In the first quarter 2009, the Company elected to early adopt new guidance impacting ASC Topic 320, Investments — Debt and Equity Instruments, related to recognition and presentation of other-than-temporary impairments. This new guidance changed the method for determining whether OTTI exists for debt securities by requiring an assessment of the likelihood of selling the security prior to recovering its amortized cost basis. It also changed the amount of an impairment charge to be recorded in the consolidated statements of income. If the Company intends to sell the security or it is more-likely-than-not that the Company will be required to sell the security prior to recovery of its amortized cost basis, the security would be written down to fair value with the full amount of any impairment charge recorded as a loss in “net securities gains (losses)” in the consolidated statements of income. If the Company does not intend to sell the security and it is more-likely-than-not that the Company will not be required to sell the security prior to recovery of its amortized cost basis, only the credit component of any impairment of a debt security would be recognized as a loss in “net securities gains (losses)” in the consolidated statements of income, with the remaining impairment recorded in OCI. The adoption did not have an impact on financial position, results of operation or liquidity.

On January 1, 2009, the Company adopted new guidance impacting ASC Topic 260, Earnings Per Share, related to determining whether instruments granted in share-based payment transactions are participating securities. The guidance clarified that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities and should be included in the calculation of basic earnings per share using the two-class method and was applied retrospectively to all prior periods presented. The adoption had no impact on the year ended December 31, 2009 and 2008 basic and diluted net income per common share. For further earnings per share information, refer to Note 14 to the Consolidated Financial Statements.

During the second quarter 2009, the Company adopted guidance impacting ASC Topic 855, Subsequent Events. The objective of the guidance is to establish general standards of accounting for and disclosure of events that occur after the balance sheet date, but before financial statements are issued or are available to be issued. The adoption did not have an impact on financial position, results of operation or liquidity.

In June 2009, the FASB issued ASC Topic 860-10-65, Accounting for Transfers of Financial Assets. The standard removes the concept of a qualifying special-purpose entity from ASC Topic 860, Transfers and Servicing, and eliminates the exception for qualifying special-purpose entities from consolidation guidance. In addition, the standard establishes specific conditions for reporting a transfer of a portion of a financial asset as a sale. If the transfer does not meet established sale conditions, the transferor and transferee must account for the transfer as a secured borrowing. An enterprise that continues to transfer portions of a financial asset that do not meet the established sale conditions would be eligible to record a sale only after it has transferred all of its interest in that asset. The effective date is fiscal years beginning after November 15, 2009. Accordingly, the Company will adopt the provisions in the first quarter 2010. The Company is currently evaluating the impact of the provisions.

Also, in June 2009, the FASB issued ASU NO. 2009-17, “Consolidations (Topic 810) – Improvements to Financial Reporting for Enterprises involved with Variable Interest Entities”. The standard replaces the quantitative-based risks and rewards calculation for determining which enterprise, if any, is the primary beneficiary and is required to consolidate the variable interest entity with a qualitative approach focused on identifying which enterprise has both the power to direct the activities of the variable interest entity that most significantly impact the entity’s economic performance and has the obligation to absorb losses or the right to receive benefits that could be significant to the entity. In addition, the standard requires reconsideration of whether an entity is a variable interest entity when any changes in facts and circumstances occur such that the holders of the equity investment at risk, as a group, lose the power from voting rights or similar rights of those investments to direct the activities of the entity that most significantly impact the entity’s economic performance. It also requires ongoing assessments of whether an enterprise is the primary beneficiary of a variable interest entity and additional disclosures about an enterprise’s involvement in variable interest entities. The effective date is fiscal years beginning after November 15, 2009. Accordingly, the Company will adopt the provisions in the first quarter 2010. The Company is currently evaluating the impact of the provisions.

In August 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-05 (ASU 2009-05), which provides amendments to ASC Topic 820, Fair Value Measurements and Disclosures, for the fair value measurement of liabilities. ASU 2009-05 provides clarification that in circumstances in which a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: a valuation technique that uses the quoted price of the identical liability when traded as an asset or a quoted price for a similar liability when traded as an asset, or another valuation method that is consistent with the principles of ASC Topic 820, Fair Value Measurements and Disclosures. ASU 2009-05 also provides clarification that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustments to other inputs relating to the existence of a restriction that prevents the transfer of the liability. This statement is effective for the first interim or annual reporting period ending after December 15, 2009. The Company adopted the accounting standard in the fourth quarter of 2009. The adoption of this accounting standard, had no material impact on the Company's results of operations, financial position, and liquidity.

Impact of Inflation and Changing Prices

The financial statements and accompanying notes of WaterStone Bank have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP"). GAAP generally requires the measurement of financial position and operating results in terms of historical dollars without consideration for changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in nature. As a result, changes in market interest rates have a greater impact on performance than do the effects of inflation.

Quarterly Financial Information

The following table sets forth certain unaudited quarterly data for the periods indicated:

	Quarter Ended			
	March 31	June 30	September 30	December 31
	(In thousands, except per share data)			
2009 (unaudited)				
Interest income	\$ 24,991	\$ 24,814	\$ 24,668	\$ 24,015
Interest expense	14,709	14,361	13,424	12,083
Net interest income	10,282	10,453	11,244	11,932
Provision for loan losses	7,201	3,001	8,853	7,632
Net interest income after provision for loan losses	3,081	7,452	2,391	4,300
Total noninterest income	720	3,574	3,955	3,959
Total noninterest expense	7,906	9,177	9,918	13,875
Income (loss) before income taxes	(4,105)	1,849	(3,572)	(5,616)
Income taxes (benefit)	(503)	498	-	(1,301)
Net income (loss)	\$ (3,602)	\$ 1,351	\$ (3,572)	\$ (4,315)
Income (loss) per share – basic	\$ (0.12)	\$ 0.04	\$ (0.12)	\$ (0.14)
Income (loss) per share - diluted	\$ (0.12)	\$ 0.04	\$ (0.12)	\$ (0.14)
2008 (unaudited)				
Interest income	\$ 24,577	\$ 25,248	\$ 28,087	\$ 26,166
Interest expense	16,084	15,498	15,756	15,689
Net interest income	8,493	9,750	12,331	10,477
Provision for loan losses	2,699	8,577	23,301	3,052
Net income after provision for loan losses	5,794	1,173	(10,970)	7,425
Total noninterest income	1,727	2,252	597	1,715
Total noninterest expense	7,002	8,653	9,236	8,969
Income (loss) before income taxes	519	(5,228)	(19,609)	171
Income taxes (benefit)	(90)	(2,692)	8,578	(3,497)
Net income (loss)	\$ 609	\$ (2,536)	\$ (28,187)	\$ 3,668
Income (loss) per share – basic	\$ 0.02	\$ (0.08)	\$ (0.92)	\$ 0.11
Income (loss) per share - diluted	\$ 0.02	\$ (0.08)	\$ (0.92)	\$ 0.11

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Management of Market Risk

General. The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage interest rate risk and reduce the exposure of our net interest income to changes in market interest rates. Accordingly, WaterStone Bank's board of directors has established an Asset/Liability Committee which is responsible for evaluating the interest rate risk inherent in our assets and liabilities, for determining the level of risk that is appropriate given our business strategy, operating environment, capital, liquidity and performance objectives, and for managing this risk consistent with the guidelines approved by the Board of directors. Management monitors the level of interest rate risk on a regular basis and the Asset/Liability Committee meets at least weekly to review our asset/liability policies and interest rate risk position, which are evaluated quarterly.

We have sought to manage our interest rate risk in order to minimize the exposure of our earnings and capital to changes in interest rates. We have implemented the following strategies to manage our interest rate risk: (i) emphasizing variable rate loans including variable rate one- to four-family, and commercial real estate loans as well as three to five year commercial real estate balloon loans; (ii) reducing and shortening the expected average life of the investment portfolio; and (iii) whenever possible, lengthening the term structure of our deposit base and our borrowings from the FHLBC. These measures should reduce the volatility of our net interest income in different interest rate environments.

Income Simulation. Simulation analysis is an estimate of our interest rate risk exposure at a particular point in time. At least quarterly we review the potential effect changes in interest rates may have on the repayment or repricing of rate sensitive assets and funding requirements of rate sensitive liabilities. Our most recent simulation uses projected repricing of assets and liabilities at December 31, 2009 on the basis of contractual maturities, anticipated repayments and scheduled rate adjustments. Prepayment rate assumptions may have a significant impact on interest income simulation results. Because of the large percentage of loans and mortgage-backed securities we hold, rising or falling interest rates may have a significant impact on the actual prepayment speeds of our mortgage related assets that may in turn affect our interest rate sensitivity position. When interest rates rise, prepayment speeds slow and the average expected lives of our assets would tend to lengthen more than the expected average lives of our liabilities and therefore would most likely have a negative impact on net interest income and earnings.

	Percentage Increase (Decrease) in Estimated Net Annual Interest Income Over 12 Months
300 basis point gradual rise in rates	4.24%
200 basis point gradual rise in rates	4.30%
100 basis point gradual rise in rates	4.55%
100 basis point gradual decline in rates	4.27%
200 basis point gradual decline in rates	2.10%
300 basis point gradual decline in rates	(0.05%)

WaterStone Bank's Asset/Liability policy limits projected changes in net average annual interest income to a maximum decline of 20% for various levels of interest rate changes measured over a 12-month period when compared to the flat rate scenario. In addition, projected changes in the economic value of equity are limited to a maximum decline of 10% to 80% for interest rate movements of 100 to 300 basis points when compared to the flat rate scenario. These limits are re-evaluated on a periodic basis and may be modified, as appropriate. Because our balance sheet is liability sensitive, net interest income is projected to decline as interest rates rise. However, due to the historically low short-term current interest rate environment and related low cost of deposits, significant declines in interest rates do not result in a proportionate decline in the cost of deposits even though deposit liabilities reprice slightly faster than do loans. At December 31, 2009, a 100 basis point gradual increase in interest rates had the effect of increasing forecast net interest income by 4.55% while a 100 basis point decrease in rates had the effect of increasing net interest income by 4.27%. At December 31, 2009, a 100 basis point gradual increase in interest rates had the effect of reducing the economic value of equity by 9.58% while a 100 basis point decrease in rates had the effect of increasing the economic value of equity by 0.06%. While we believe the assumptions used are reasonable, there can be no assurance that assumed prepayment rates will approximate actual future mortgage-backed security and loan repayment activity.

Item 8. Financial Statements and Supplementary Data

Report of Independent Registered Public Accounting Firm

Board of directors

Waterstone Financial, Inc.:

We have audited the accompanying consolidated statements of financial condition of Waterstone Financial, Inc. and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2009 and 2008, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2009 in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 16, 2010 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

As discussed in note 2 to the financial statements, the Company changed its method for accounting for other than temporary impairment of securities due to the adoption of ASC 320 *Investments - Debt and Equity Instruments*.

/s/ KPMG LLP

Milwaukee, Wisconsin
March 16, 2010

Waterstone Financial, Inc. and Subsidiaries
Consolidated Statements of Financial Condition
December 31, 2009 and 2008

	December 31,	
	2009	2008
	(In Thousands, except share data)	
Assets		
Cash	\$ 57,234	14,847
Federal funds sold	9,631	9,002
Interest-earning deposits in other financial institutions and other short term investments	4,255	-
Cash and cash equivalents	71,120	23,849
Securities available for sale (at fair value)	205,415	179,887
Securities held to maturity (at amortized cost) fair value of \$1,930 in 2009 and \$8,165 in 2008	2,648	9,938
Loans held for sale	45,052	12,993
Loans receivable	1,420,010	1,559,758
Less: Allowance for loan losses	28,494	25,167
Loans receivable, net	1,391,516	1,534,591
Office properties and equipment, net	29,144	30,560
Federal Home Loan Bank stock, at cost	21,653	21,653
Cash surrender value of life insurance	33,941	32,399
Real estate owned	50,929	24,653
Prepaid expenses and other assets	16,848	14,909
Total assets	\$ 1,868,266	1,885,432
Liabilities and Shareholders' Equity		
Liabilities:		
Demand deposits	\$ 61,420	53,434
Money market and savings deposits	92,028	100,930
Time deposits	1,011,442	1,041,533
Total deposits	1,164,890	1,195,897
Short-term borrowings	73,900	4,100
Long-term borrowings	434,000	482,900
Advance payments by borrowers for taxes	630	862
Other liabilities	26,254	30,406
Total liabilities	1,699,674	1,714,165
Shareholders' equity:		
Preferred stock (par value \$.01 per share)		
Authorized - 20,000,000 shares, no shares issued	-	-
Common stock (par value \$.01 per share)		
Authorized - 200,000,000 shares in 2009 and 2008		
Issued - 33,974,250 in 2009 and 2008		
Outstanding - 31,250,097 in 2009 and 31,249,897 in 2008	340	340
Additional paid-in capital	108,883	107,839
Accumulated other comprehensive loss, net of taxes	(2,001)	(6,449)
Retained earnings	110,900	119,921
Unearned ESOP shares	(4,269)	(5,123)
Treasury shares (2,724,353 shares), at cost	(45,261)	(45,261)
Total shareholders' equity	168,592	171,267
Total liabilities and shareholders' equity	\$ 1,868,266	1,885,432

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Consolidated Statements of Operations
Years Ended December 31, 2009, 2008 and 2007

	Years ended December 31,		
	2009	2008	2007
	(In Thousands, except per share amounts)		
Interest income:			
Loans	\$ 87,847	92,860	87,101
Mortgage-related securities	7,101	7,679	5,869
Debt securities, federal funds sold and short-term investments	3,540	3,539	4,005
Total interest income	98,488	104,078	96,975
Interest expense:			
Deposits	34,484	42,250	44,910
Borrowings	20,093	20,777	17,224
Total interest expense	54,577	63,027	62,134
Net interest income	43,911	41,051	34,841
Provision for loan losses	26,687	37,629	11,697
Net interest income after provision for loan losses	17,224	3,422	23,144
Noninterest income:			
Service charges on loans and deposits	1,191	1,656	1,983
Increase in cash surrender value of life insurance	1,236	1,444	1,192
Total other-than-temporary investment losses	(7,255)	-	-
Portion of loss recognized in other comprehensive loss (before tax)	6,143	-	-
Net impairment losses recognized in earnings	(1,112)	(1,997)	-
Mortgage banking income	9,976	4,296	2,912
Other	917	892	755
Total noninterest income	12,208	6,291	6,842
Noninterest expenses:			
Compensation, payroll taxes, and other employee benefits	17,335	17,080	15,487
Occupancy, office furniture, and equipment	4,822	4,779	4,990
Advertising	876	1,155	1,158
Data processing	1,413	1,377	1,622
Communications	693	692	729
Professional fees	1,334	924	1,230
Real estate owned	6,434	4,551	1,200
Other	7,969	3,302	2,266
Total noninterest expenses	40,876	33,860	28,682
Income (loss) before income taxes	(11,444)	(24,147)	1,304
Income tax (benefit) expense	(1,306)	2,299	(254)
Net income (loss)	\$ (10,138)	(26,446)	1,558
Income (loss) per share:			
Basic	\$ (0.33)	(0.87)	0.05
Diluted	\$ (0.33)	(0.87)	0.05
Weighted average shares outstanding:			
Basic	30,680,825	30,556,004	31,570,677
Diluted	30,680,285	30,556,004	31,578,626

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2009, 2008 and 2007

	Common Stock		Additional	Retained	Unearned	Accumulated	Treasury	Total
	Shares	Amount	Paid-In	Earnings	ESOP	Other	Shares	Shareholders'
			Capital		Shares	Comprehensive		Equity
						Income (Loss)		
	(In Thousands)							
Balances at December 31, 2006	33,724	\$337	104,182	144,809	(6,831)	(1,225)	—	241,272
Comprehensive income:								
Net income	—	—	—	1,558	—	—	—	1,558
Other comprehensive income:								
Net unrealized holding gains on								
available for sale securities realized in net								
income, net of taxes of \$684	—	—	—	—	—	1,269	—	1,269
Total comprehensive income								2,827
ESOP shares committed to be released to Plan								
participants	—	—	398	—	854	—	—	1,252
Stock based compensation	251	3	1,726					1,729
Purchase of treasury shares	(2,724)	—	—	—	—	—	(45,261)	(45,261)
Balances at December 31, 2007	31,251	\$340	106,306	146,367	(5,977)	44	(45,261)	201,819
Comprehensive income:								
Net loss	—	—	—	(26,446)	—	—	—	(26,446)
Other comprehensive income:								
Net unrealized holding losses on								
available for sale securities arising during								
the period, net of taxes of \$4,195	—	—	—	—	—	(7,791)	—	(7,791)
Reclassification adjustment for net losses on								
available for sale securities realized in net								
income, net of taxes of \$699	—	—	—	—	—	1,298	—	1,298
Total comprehensive income								(32,939)
ESOP shares committed to be released to Plan								
participants	—	—	(78)	—	854	—	—	776
Stock based compensation	(1)	—	1,611	—	—	—	—	1,611
Balances at December 31, 2008	31,250	\$340	107,839	119,921	(5,123)	(6,449)	(45,261)	171,267

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity
Years Ended December 31, 2009, 2008 and 2007

	<u>Common Stock</u>		<u>Additional</u>	<u>Retained</u>	<u>Unearned</u>	<u>Accumulated</u>	<u>Treasury</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-In</u>	<u>Earnings</u>	<u>ESOP</u>	<u>Other</u>	<u>Shares</u>	<u>Shareholders'</u>
			<u>Capital</u>		<u>Shares</u>	<u>Income (Loss)</u>		<u>Equity</u>
	<u>(In Thousands)</u>							
Balances at December 31, 2008	31,250	340	107,839	119,921	(5,123)	(6,449)	(45,261)	171,267
Cummulative effect adjustment related to a change in accounting principle related to available for sale securities, net of taxes of \$448	—	—	—	1,117	—	(669)	—	448
Comprehensive income:								
Net loss	—	—	—	(10,138)	—	—	—	(10,138)
Other comprehensive income:								
Net unrealized holding losses on available for sale securities arising during the period, net of taxes of \$1,804	—	—	—	—	—	4,451	—	4,451
Reclassification adjustment for net losses on available for sale securities realized in net income, net of taxes of \$446	—	—	—	—	—	666	—	666
Total comprehensive income								(4,573)
ESOP shares committed to be released to Plan participants	—	—	(604)	—	854	—	—	250
Stock based compensation	—	—	1,648	—	—	—	—	1,648
Balances at December 31, 2009	31,250	340	108,883	110,900	(4,269)	(2,001)	(45,261)	168,592

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Years Ended December 31, 2009, 2008 and 2007

	Years ended December 31,		
	2009	2008	2007
	(In Thousands)		
Operating activities:			
Net (loss) income	\$ (10,138)	(26,446)	1,558
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for loan losses	26,687	37,629	11,697
Provision for depreciation	1,970	2,430	2,633
Deferred income taxes	479	7,560	(2,469)
Stock based compensation	1,648	1,611	1,729
Net amortization of premium/discount on debt and mortgage related securities	(218)	(445)	(219)
Amortization of unearned ESOP shares	250	776	1,252
Gain on sale of loans held for sale	(9,477)	(3,437)	(1,820)
Loans originated for sale	(739,179)	(255,891)	(242,120)
Proceeds on sales of loans originated for sale	716,596	268,690	226,219
Increase in accrued interest receivable	(205)	(1,207)	(950)
Increase in cash surrender value of life insurance	(1,236)	(1,444)	(1,192)
Increase (decrease) in accrued interest on deposits	(2,468)	1,240	(45)
Increase (decrease) in other liabilities	1,626	(6,054)	1,046
Loss on impairment or sale of securities	1,112	1,997	—
(Gain) loss on sale of office properties and equipment	(49)	233	(77)
Net loss related to real estate owned	935	1,417	712
Other	(217)	(4,591)	1,822
Net cash provided by (used in) operating activities	<u>(11,884)</u>	<u>24,068</u>	<u>(224)</u>
Investing activities:			
Net increase in loans receivable	62,316	(215,957)	(48,643)
Purchases of:			
Debt securities	(54,731)	(11,596)	(28,958)
Mortgage related securities	(17,701)	(30,525)	(47,401)
Structured notes, held to maturity	-	(4,289)	(7,646)
Premises and equipment, net	(3,820)	(1,284)	(2,122)
Bank owned life insurance	(306)	(5,306)	(306)
FHLB stock	-	(2,364)	(2,076)
Proceeds from:			
Principal repayments on mortgage-related securities	36,610	19,452	17,621
Maturities of debt securities	14,988	3,244	5,509
Sales of debt securities	515	—	—
Calls of structured notes	7,289	1,998	—
Sales of foreclosed properties and other assets	24,334	15,391	3,369
Net cash provided by (used in) investing activities	<u>69,494</u>	<u>(231,236)</u>	<u>(110,653)</u>

See accompanying notes to consolidated financial statements.

	Years ended December 31,		
	2009	2008	2007
	(In Thousands)		
Financing activities:			
Net increase (decrease) in deposits	(31,007)	201,362	(41,683)
Net change in short-term borrowings	20,900	(53,484)	(35,519)
Proceeds from long-term borrowings	—	65,000	177,000
Net increase (decrease) in advance payments by borrowers for taxes	(232)	255	417
Purchase of treasury stock	—	—	(45,261)
Net cash (used) provided by financing activities	(10,339)	213,133	54,954
Increase (decrease) in cash and cash equivalents	47,271	5,965	(55,923)
Cash and cash equivalents at beginning of period	23,849	17,884	73,807
Cash and cash equivalents at end of period	\$ 71,120	23,849	17,884
Supplemental information:			
Cash paid or credited during the period for:			
Income tax payments	(500)	230	4,429
Interest payments	57,045	61,787	62,179
Noncash investing activities:			
Loans receivable transferred to other real estate	54,072	32,946	13,455
Non Cash financing activities:			
Long-term FHLB advances reclassified to short-term	48,900	4,100	47,779

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

1) Summary of Accounting Policies

a) Organization

The board of directors of WaterStone Bank (the Bank) adopted the Plan of Reorganization and related Stock Issuance Plan on May 17, 2005, as amended on June 3, 2005, under which Waterstone Financial, Inc. (the Company) was formed to become the mid-tier holding company for the Bank. In addition, Lamplighter Financial, MHC, a Federally-chartered mutual holding company, was formed to become the majority owner of Waterstone Financial, Inc. The Company's outstanding common shares are 73.8% owned by Lamplighter Financial, MHC at December 31, 2009.

At a special meeting of shareholders held on July 18, 2008, the shareholders of Wauwatosa Holdings, Inc. approved an amendment to the Company's charter changing its name to Waterstone Financial, Inc. The charter amendment was effective August 1, 2008.

b) Nature of Operations

The Company operates as a one-bank holding company. The Bank is principally engaged in the business of attracting deposits from the general public and using such deposits to originate real estate, business and consumer loans.

c) Principles of Consolidation

The consolidated financial statements include the accounts and operations of Waterstone Financial, Inc. and its wholly owned subsidiary, WaterStone Bank. The Bank has the following wholly owned subsidiaries: Wauwatosa Investments, Inc. and Waterstone Mortgage Corporation. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Bank provides a full range of financial services to customers through branch locations in southeastern Wisconsin. The Bank is subject to the regulations of certain federal and state agencies and undergoes periodic examinations by those regulatory authorities.

d) Use of Estimates

The preparation of the consolidated financial statements requires management of the Company to make a number of estimates and assumptions relating to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include: the allowance for loan losses, deferred income taxes, valuation of investments, evaluation of other than temporary impairment on investments and real estate owned. Actual results could differ from those estimates and the current economic environment has increased the degree of uncertainty inherent in those estimates and assumptions.

e) Cash and Cash Equivalents

The Company considers federal funds sold and highly liquid debt instruments with a maturity of three months or less when purchased to be cash equivalents.

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

f) Securities

Available for Sale Securities

At the time of purchase, investment securities are classified as available for sale, as management has the intent and ability to hold such securities for an indefinite period of time, but necessarily to maturity. Any decision to sell investment securities available for sale would be based on various factors, including, but not limited to asset/liability management strategies, changes in interest rates or prepayment risks, liquidity needs, or regulatory capital considerations. Available for sale securities are carried at fair value, with the unrealized gains and losses, net of deferred tax, reported as a separate component of equity. The cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity or, in the case of mortgage related securities, over the estimated life of the security. Such amortization is included in interest income from investments. Realized securities gains or losses on securities sales (using specific identification method) and declines in value judged to be other than temporary are included in investment securities gains (losses), net, in the consolidated statements of income.

Held to Maturity Securities

Debt securities that the Company has the intent and ability to hold to maturity have been designated as held to maturity. Such securities are stated at amortized cost.

Other Than Temporary Impairment

One of the significant estimates related to securities is the evaluation of investments for other than temporary impairment. The Company assesses all investment securities with significant unrealized positions for other than temporary impairment on at least a quarterly basis. When the fair value of an investment is less than its amortized cost at the balance sheet date of the reporting period for which impairment is assessed, the impairment is designated as either temporary or other than temporary. In evaluating other than temporary impairment, management considers the length of time and extent to which the fair value has been less than cost and the expected recovery period of the security, the financial condition and near-term prospects of the issuer, and the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value in the near term. Declines in the fair value of investment securities below amortized cost are deemed to be other than temporary when it is more likely than not that the Company will sell the security prior to recovery of its amortized cost, or the Company does not expect to recover the entire amortized cost of the security. If it is more likely than not that the Company will sell the security before recovery, an other than temporary impairment write down is recognized in earnings equal to the difference between the security's amortized cost and its fair value. If it is not more likely than not that the Company will sell the security before recovery, the other than temporary impairment write down is separated into an amount representing credit loss, which is recognized in earnings, and an amount related to other factors, which is recognized as a separate component of equity. Following the recognition of an other than temporary impairment representing credit loss, the book value of an investment less the impairment loss realized becomes the new cost basis. Because the Company's assessments are based on factual information as well as subjective information available at the time of assessment, the determination as to whether an other than temporary impairment exists and, if so, the amount considered other than temporarily impaired, or not impaired, is subjective and, therefore, the timing and amount of other than temporary impairments constitute material estimates that are subjective to significant change.

Federal Home Loan Bank Stock

Federal Home Loan Bank stock is carried at cost, which is the amount that the stock is redeemable by tendering to the FHLBC or the amount at which shares can be sold to other FHLBC members. FHLBC dividends are recognized as income on their ex-dividend date.

g) Loans Held for Sale

Loans held for sale generally consist of current origination of certain fixed-rate mortgage loans. The Company has elected to carry loans held for sale at fair value. Fair value is generally determined by estimating a gross premium or discount, which is derived from pricing currently observable in the market. The amount by which cost differs from market value is accounted for as a valuation adjustment to the carrying value of the loans. Changes in value are included in mortgage banking income in the consolidated statements of income.

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
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h) Loans Receivable and Related Interest Income

Loans are classified as held for investment when management has both the intent and ability to hold the loan for the foreseeable future, or until maturity or payoff. Loans are carried at the principal amount outstanding, net of any unearned income. Loan origination and commitment fees and certain direct loan origination costs are deferred and the net amount amortized as an adjustment of the related loan yield. Amortization is based on a level-yield method over the contractual life of the related loans or until the loan is paid in full. Interest on loans is accrued and credited to income as it is earned.

Accrual of interest is generally discontinued either when reasonable doubt exists as to the full, timely collection of interest or principal, or when a loan becomes contractually past due more than 90 days with respect to interest or principal. At that time, previously accrued and uncollected interest on such loans is reversed and additional income is recorded only to the extent that payments are received and the collection of principal is reasonably assured. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, and the ultimate collectibility of the total contractual principal and interest is no longer in doubt.

A loan is accounted for as a troubled debt restructuring if the Company, for economic reasons related to the borrower's financial condition, grants a significant concession to the borrower that it would not otherwise consider. A troubled debt restructuring typically involves a modification of terms such as a reduction of the stated interest rate, a deferral of principal payments or a combination of both for a temporary period of time. If the borrower was performing in accordance with the original contractual terms at the time of the restructuring, the restructured loan is accounted for on an accruing basis as long as the borrower continues to comply with the modified terms. If the loan was not accounted for on an accrual basis at the time of restructuring, the restructured loan remains in nonaccrual status until the loan returns to its original contractual terms and a positive payment history is established.

i) Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to income. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The Bank evaluates the need for specific valuation allowances on loans that are considered impaired. A loan is considered impaired when, based on current information and events, it is probable that the Bank will not be able to collect all amounts due according to the contractual terms of the loan agreement. A valuation allowance is established for an amount equal to the impairment when the carrying amount of the loan exceeds the present value of the expected future cash flows, discounted at the loan's original effective interest rate or the fair value of the underlying collateral.

The Bank also establishes valuation allowances based on an evaluation of the various risk components that are inherent in the loan portfolio. The risk components that are evaluated include past loan loss experience; the level of non-performing and classified assets; current economic conditions; volume, growth, and composition of the loan portfolio; adverse situations that may affect the borrower's ability to repay; the estimated value of any underlying collateral; regulatory guidance; and other relevant factors. The allowance is increased by provisions charged to earnings and reduced by charge-offs, net of recoveries. The adequacy of the allowance for loan losses is approved quarterly by the Bank's board of directors. The allowance reflects management's best estimate of the amount needed to provide for the probable loss on impaired loans, as well as other credit risks of the Bank, and is based on a risk model developed and implemented by management and approved by the Bank's board of directors.

Actual results could differ from this estimate, and future additions to the allowance may be necessary based on unforeseen changes in economic conditions. In addition, federal regulators periodically review the Bank's allowance for loan losses. Such regulators have the authority to require the Bank to recognize additions to the allowance at the time of their examination.

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j) Real Estate Owned

Real estate owned consists of properties acquired through, or in lieu of, loan foreclosure. Real estate owned is recorded at estimated fair value less anticipated selling costs based upon the property's appraised value at the date of transfer, with any difference between the fair value of the property and the net carrying value of the loan charged to the allowance for loan losses. Subsequent write-downs to reflect current fair market value, as well as gains and losses upon disposition and revenue and expenses incurred in maintaining such properties, are treated as period costs.

k) Cash Surrender Value of Life Insurance

The Company purchased bank owned life insurance on the lives of certain employees. The Company is the beneficiary of the life insurance policies. The cash surrender value of life insurance is reported at the amount that would be received in cash if the policies were surrendered. Increases in the cash value of the policies and proceeds of death benefits received are recorded in non-interest income. The increase in cash surrender value of life insurance is not subject to income taxes, as long as the Company has the intent and ability to hold the policies until the death benefits are received.

l) Office Properties and Equipment

Office properties and equipment, including leasehold improvements and software, are stated at cost, net of depreciation and amortization. Depreciation and amortization are computed on the straight-line method over the estimated useful lives of the related assets. Leasehold improvements are amortized over the lease term, if shorter than the estimated useful life. Maintenance and repairs are charged to expense as incurred, while additions or major improvements are capitalized and depreciated over their estimated useful lives. Estimated useful lives of the assets are 10 to 30 years for office properties, three to 10 years for equipment, and three years for software. Rent expense related to long-term operating leases is recorded on the accrual basis.

m) Income Taxes

The Company and its subsidiaries file consolidated federal and combined state income tax returns. The provision for income taxes is based upon income in the consolidated financial statements, rather than amounts reported on the income tax returns. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date.

The Company evaluates the realizability of its deferred tax assets on a quarterly basis. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, the forecasts of future income, applicable tax planning strategies, and assessments of current and future economic and business conditions.

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Positions taken in the Company's tax returns may be subject to challenge by the taxing authorities upon examination. The benefit of uncertain tax positions are initially recognized in the financial statements only when it is more likely than not the position will be sustained upon examination by the tax authorities. Such tax positions are both initially and subsequently measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with the tax authority, assuming full knowledge of the position and all relevant facts. Interest and penalties on income tax uncertainties are classified within income tax expense in the income statement.

n) Earnings Per Share

Earnings per share are computed using the two-class method. Basic earnings per share is computed by dividing net income allocated to common shareholders by the weighted average number of common shares outstanding during the applicable period, excluding outstanding participating securities. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding adjusted for the dilutive effect of all potential common shares. 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. Shares of the Employee Stock Ownership Plan committed to be released are considered outstanding for both common and diluted EPS. Incentive stock compensation awards granted can result in dilution.

o) Other Comprehensive Income

Comprehensive income is the total of reported net income and all other revenues, expenses, gains and losses that under generally accepted accounting principles bypass reported net income. The Company includes unrealized gains or losses, net of tax, on securities available for sale in other comprehensive income.

p) Employee Stock Ownership Plan (ESOP)

Compensation expense under the ESOP is equal to the fair value of common shares released or committed to be released to participants in the ESOP in each respective period. Common stock purchased by the ESOP and not committed to be released to participants is included in the consolidated statements of financial condition at cost as a reduction of shareholders' equity.

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2) Securities

Securities Available for Sale

The amortized cost and fair values of the Company's investment in securities follow:

December 31, 2009				
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In Thousands)			
Mortgage-backed securities	\$ 39,785	1,728	—	41,513
Collateralized mortgage obligations	80,053	1,614	(6,345)	75,322
Mortgage related securities	119,838	3,342	(6,345)	116,835
Government sponsored entity bonds	40,400	238	(49)	40,589
Municipals	43,599	631	(989)	43,241
Other debt securities	5,250	—	(500)	4,750
Debt securities	89,249	869	(1,538)	88,580
	<u>\$ 209,087</u>	<u>4,211</u>	<u>(7,883)</u>	<u>205,415</u>
December 31, 2008				
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(In Thousands)			
Mortgage-backed securities	\$ 38,966	1,133	(14)	40,085
Collateralized mortgage obligations	100,896	1,068	(10,507)	91,457
Mortgage related securities	139,862	2,201	(10,521)	131,542
Government sponsored entity bonds	11,007	335	—	11,342
Municipals	32,697	291	(1,626)	31,362
Corporate notes	992	—	(51)	941
Other securities	5,250	—	(550)	4,700
Debt securities	49,946	626	(2,227)	42,704
	<u>\$ 189,808</u>	<u>2,827</u>	<u>(12,748)</u>	<u>179,887</u>

At December 31, 2009, \$16.4 million of the Company's government sponsored entity bonds and \$82.6 million of the Company's mortgage related securities were pledged as collateral to secure repurchase agreement obligations of the Company.

See Accompanying notes to consolidated financial statements.

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The amortized cost and fair value of securities at December 31, 2009, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because issuers or borrowers may have the right to prepay obligations with or without prepayment penalties.

December 31, 2009		
	Amortized cost	Fair value
	(In Thousands)	
Debt securities:		
Due within one year	\$ 2,831	2,831
Due after one year through five years	50,149	50,081
Due after five years through ten years	11,482	11,603
Due after ten years	24,787	24,065
Mortgage-related securities	119,838	116,835
	<u>\$ 209,087</u>	<u>205,415</u>

Proceeds from securities sales in 2009 totaled \$515,000 and gross realized gains totaled \$12,000. There were no securities sales in 2008 or 2007.

Gross unrealized losses on securities available for sale and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

December 31, 2009					
Less than 12 months		12 months or longer		Total	
Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss
(In Thousands)					
Collateralized mortgage obligations	3,026 (33)	28,843 (6,312)	31,869 (6,345)		
Government sponsored entity bonds	7,351 (49)	— —	7,351 (49)		
Municipals	12,802 (114)	7,713 (875)	20,515 (989)		
Other debt securities	— —	4,500 (500)	4,500 (500)		
	<u>\$ 23,179 (196)</u>	<u>41,056 (7,687)</u>	<u>64,235 (7,883)</u>		

December 31, 2008					
Less than 12 months		12 months or longer		Total	
Fair value	Unrealized loss	Fair value	Unrealized loss	Fair value	Unrealized loss
(In Thousands)					
Mortgage-backed securities	\$ — —	1,705 (14)	1,705 (14)		
Collateralized mortgage obligations	33,787 (9,599)	15,050 (908)	48,837 (10,507)		
Municipals	10,169 (533)	11,260 (1,093)	21,429 (1,626)		
Corporate notes	941 (51)	— —	941 (51)		
Other debt securities	4,450 (550)	— —	4,450 (550)		
	<u>\$ 49,347 (10,733)</u>	<u>28,015 (2,015)</u>	<u>77,362 (12,748)</u>		

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The Company reviews the investment securities portfolio on a quarterly basis to monitor its exposure to other-than-temporary impairment. In evaluating whether a security's decline in market value is other-than-temporary, management considers the length of time and extent to which the fair value has been less than cost, financial condition of the issuer and the underlying obligors, quality of credit enhancements, volatility of the fair value of the security, the expected recovery period of the security and ratings agency evaluations. In addition, with regard to its debt securities, the Company may also evaluate payment structure, whether there are defaulted payments or expected defaults, prepayment speeds and the value of any underlying collateral. For certain debt securities in unrealized loss positions, the Company prepares cash flow analysis to compare the present value of cash flows expected to be collected from the security with the amortized cost basis of the security.

As of December 31, 2009, the Company had eighteen securities which had been in an unrealized loss position for twelve months or longer, including: five collateralized mortgage obligation securities, twelve municipal securities and one trust preferred security included in other debt securities. Based upon the aforementioned factors, the Company identified two collateralized mortgage obligation securities at December 31, 2009 with a combined amortized cost of \$21.9 million for which a cash flow analysis was performed to determine whether an other than temporary impairment was warranted. This evaluation indicated that the two collateralized mortgage obligations were other-than-temporarily impaired. Estimates of discounted cash flows based on expected yield at time of original purchase, prepayment assumptions based on actual and anticipated prepayment speed, actual and anticipated default rates and estimated level of severity given the loan to value ratios, credit scores, geographic locations, vintage and levels of subordination related to the security and its underlying collateral resulted in a projected credit loss on the collateralized mortgage obligations. One of these securities had been deemed other-than-temporarily impaired in 2008 and a cumulative-effect adjustment of \$1.1 million was made to retained earnings as of January 1, 2009 to reflect the difference between the present value of cash flows expected to be collected and the amortized cost basis as of the beginning of the period in which the aforementioned accounting principals were adopted. Additional estimated credit losses on the two collateralized mortgage obligations of \$1.1 million were charged to earnings during the year ended December 31, 2009. These two securities had an amortized cost of \$21.9 million and a fair value of \$15.8 million as of December 31, 2009. As of December 31, 2009, unrealized losses on these collateralized mortgage obligations include other-than-temporary impairment recognized in other comprehensive income (before taxes) of \$6.1 million.

The following table presents the change in other-than-temporary credit related impairment charges on collateralized mortgage obligations for which a portion of the other-than-temporary impairments related to other factors was recognized in other comprehensive loss.

	<u>(in thousands)</u>
Credit related impairments on securities as of December 31, 2008	\$ 755
Credit related impairments not previously recognized	1,112
Credit related impairments on securities as of December 31, 2009	<u>\$ 1,867</u>

Exclusive of the two aforementioned collateralized mortgage obligations, the Company has determined that the decline in fair value of the remaining securities is not attributable to credit deterioration, and as the Company does not intend to sell nor is it more likely than not that it will be required to sell these securities before recovery of the amortized cost basis, these securities are not considered other-than-temporarily impaired.

Continued deterioration of general economic market conditions could result in the recognition of future other than temporary impairment losses within the investment portfolio and such amounts could be material to our consolidated financial statements.

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Securities Held to Maturity

As of December 31, 2009, the Company held one security that has been designated as held to maturity. The security has an amortized cost of \$2.6 million and an estimated fair value of \$1.9 million. The final maturity of this security is 2022, however, it is callable quarterly. Due to the magnitude of the difference between fair value and amortized cost, the Company has performed an assessment to determine whether this security is other than temporarily impaired. Based upon a number of factors, including significant and repeated investments on the part of the United States government, the Company has determined that the security is not other than temporarily impaired at December 31, 2009. During the year ended December 31, 2009, two securities that had been designated as held to maturity were called. The securities had a total amortized cost of \$7.3 million.

3) Loans Receivable

Loans receivable at December 31, 2009 and 2008 are summarized as follows:

	December 31,	
	2009	2008
	(In Thousands)	
Mortgage loans:		
Residential real estate:		
One- to four-family	\$ 681,578	790,486
Over four-family	536,731	512,746
Construction and land	69,814	131,840
Commercial real estate	48,948	55,193
Home equity	85,964	89,648
Consumer	619	365
Commercial loans	48,094	43,006
	<u>1,471,748</u>	<u>1,623,284</u>
Less:		
Undisbursed loan proceeds	49,818	61,192
Unearned loan fees	1,920	2,334
	<u>\$ 1,420,010</u>	<u>1,559,758</u>

The Company provides several types of loans to its customers, including residential, construction, commercial and consumer loans. The Company does not have a concentration of loans in any specific industry. Credit risks tend to be geographically concentrated in that a majority of the Company's customer base lies in the Milwaukee metropolitan area. Furthermore, as of December 31, 2009, 86.9% of the Company's loan portfolio involves loans that are secured by real estate properties located primarily within the Milwaukee metropolitan area. Real estate collateralizing \$144.0 million or 9.8% of total mortgage loans is located outside of the state of Wisconsin.

The unpaid principal balance of loans serviced for others was \$4.7 million and \$4.9 million at December 31, 2009 and December 31, 2008, respectively. These loans are not reflected in the consolidated financial statements.

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A summary of the activity for the years ended December 31, 2009, 2008 and 2007 in the allowance for loan losses follows:

	Years ended December 31,		
	2009	2008	2007
	(In Thousands)		
Balance at beginning of period	\$ 25,167	12,839	7,195
Provision for loan losses	26,687	37,629	11,697
Charge-offs	(23,643)	(25,777)	(6,163)
Recoveries	283	476	110
Balance at end of period	<u>\$ 28,494</u>	<u>25,167</u>	<u>12,839</u>
Percentage of allowance to gross loans	2.01 %	1.61 %	0.92 %

Non-accrual loans totaled \$75.3 million and \$107.7 million at December 31, 2009 and 2008, respectively.

Beginning in 2007 and continuing through the year ended December 31, 2009, the Company experienced significant deterioration in credit quality, primarily in its residential and construction and land portfolios. These two segments represent a significant portion of the overall loan portfolio. The downturn in the residential real estate market that has persisted throughout 2009 has reduced demand and market prices for vacant land, new construction and existing residential units. The overall economic downturn and the depressed real estate market have negatively impacted many residential real estate customers and has resulted in an increase in nonperforming assets.

The following table presents data on impaired loans at December 31, 2009 and 2008:

	December 31,	
	2009	2008
	(In Thousands)	
Impaired loans for which an allowance has been provided	\$ 90,787	41,970
Impaired loans for which no allowance has been provided	61,123	56,382
Total loans determined to be impaired	<u>\$ 151,910</u>	<u>98,352</u>
Allowance for loan losses related to impaired loans	\$ 12,517	9,832
Average recorded investment in impaired loans	\$ 126,132	93,066
Cash basis interest income recognized from impaired loans	\$ 6,651	5,549

See Accompanying notes to consolidated financial statements.

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The determination as to whether an allowance is required with respect to impaired loans is based upon an analysis of the value of the underlying collateral and/or the borrower's intent and ability to make all principal and interest payments in accordance with contractual terms. The evaluation process is subject to the use of significant estimates and actual results could differ from estimates. This analysis is primarily based upon third party appraisals and/or a discounted cash flow analysis. In those cases in which no allowance has been provided for an impaired loan, the Company has determined that the estimated value of the underlying collateral exceeds the remaining outstanding balance of the loan. Of the total \$61.1 million of impaired loans for which no allowance has been provided, \$13.4 million represent loans on which a total of \$7.8 million in charge-offs have been recorded to reduce the outstanding loans balance to an amount that is commensurate with the estimated fair value of the underlying collateral. To the extent that further deterioration in property values continues, the Company may have to reevaluate the sufficiency of the collateral servicing these impaired loans resulting in additional provisions to the allowance for loans losses or charge-offs.

At December 31, 2009, total impaired loans includes \$34.9 million of troubled debt restructurings that are performing in accordance with their restructured terms. The vast majority of debt restructurings include a modification of terms to allow for an interest only payment and/or reduction in interest rate. The restructured terms are typically in place for six to twelve months. At December 31, 2008, there were \$2.4 million in troubled debt restructurings.

The Company serves the credit needs of its customers by offering a wide variety of loan programs to customers, primarily in Wisconsin. The loan portfolio is widely diversified by types of borrowers, property type, and market areas. Significant loan concentrations are considered to exist for a financial institution when there are amounts loaned to one borrower or to multiple borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. At December 31, 2009 and 2008, no loans to one borrower or industry concentrations existed in the Company's loan portfolio in excess of 10% of total loans.

4) Office Properties and Equipment

Office properties and equipment are summarized as follows:

	December 31,	
	2009	2008
	(In Thousands)	
Land	\$ 6,959	6,297
Office buildings and improvements	29,291	29,791
Furniture and equipment	9,753	9,553
	46,003	45,641
Less accumulated depreciation	(16,859)	(15,081)
	<u>\$ 29,144</u>	<u>30,560</u>

During the year ended December 31, 2009, the Company exercised its \$3.3 million purchase option on a capital lease related to facilities and equipment at one of the Company's branch locations. The building has been occupied since September 2005.

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5) Deposits

At December 31, 2009 and 2008, time deposits with balances greater than one hundred thousand dollars amounted to \$288.8 and \$302.6 million, respectively. Time deposits at December 31, 2009 and 2008 also include brokered deposits of \$63.6 million and \$103.0 million, respectively.

A summary of interest expense on deposits is as follows:

	Years ended December 31,		
	2009	2008	2007
	(In Thousands)		
			\$
Interest-bearing demand deposits	35	151	331
Money market and savings deposits	534	2,231	4,283
Time deposits	33,915	39,868	40,296
	<u>\$ 34,484</u>	<u>42,250</u>	<u>44,910</u>

A summary of the contractual maturities of time deposits at December 31, 2009 is as follows:

	(In Thousands)
Within one year	\$ 920,069
One to two years	64,085
Two to three years	20,428
Three to four years	3,379
Four through five years	3,375
After five years	106
	<u>\$ 1,011,442</u>

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6) Borrowings

Borrowings consist of the following:

	December 31, 2009		December 31, 2008	
	Balance	Weighted Average Rate	Balance	Weighted Average Rate
	(In Thousands)			
Federal Home Loan Bank (FHLB) advances maturing:				
2009	-	-	4,100	4.23%
2010	73,900	3.61%	48,900	4.80%
2016	220,000	4.34%	220,000	4.34%
2017	65,000	3.19%	65,000	3.19%
2018	65,000	2.97%	65,000	2.97%
Repurchase agreements maturing:				
2018	84,000	3.96%	84,000	3.96%
	<u>\$ 507,900</u>	3.85%	<u>487,000</u>	3.99%

The \$73.9 million in advances due in 2010 consist of five advances with rates ranging from 1.29% to 4.94%.

The \$220.0 million in advances due in 2016 consist of eight advances with rates ranging from 4.01% to 4.82% callable quarterly until maturity.

The \$65.0 million in advances due in 2017 consist of three advances with rates ranging from 3.09% to 3.46% callable quarterly until maturity.

The \$65.0 million in advances due in 2018 consist of three callable advances. The call features are as follows: two \$25 million advances at a weighted average rate of 3.04% callable beginning in May 2010 and quarterly thereafter and a \$15 million advance at a rate of 2.73% callable quarterly until maturity.

The \$84 million in repurchase agreements have rates ranging from 2.89% to 4.31% callable quarterly until maturity. The repurchase agreements are collateralized by securities available for sale with an estimated market value of \$99.0 million at December 31, 2009.

The Company selects loans that meet underwriting criteria established by the FHLBC as collateral for outstanding advances. The Company's borrowings at the FHLBC are limited to 60% of the carrying value of unencumbered one- to four-family mortgage loans, 25% of the carrying value of home equity loans and 60% of the carrying value of over four-family loans. In addition, these advances are collateralized by FHLBC stock of \$21.7 million at December 31, 2009 and 2008, respectively. In the event of prepayment, the Company is obligated to pay all remaining contractual interest on the advance.

Since October 2007, the FHLBC Chicago has been under a consensual cease and desist order with its regulator. Under the terms of the order, capital stock repurchases, redemptions of FHLBC Chicago stock and dividend declarations are subject to prior written approval from the FHLBC Chicago's regulator. The FHLBC Chicago has not declared or paid a dividend since the third quarter of 2007. The Company believes that all FHLBC Chicago stock held at December 31, 2009 will ultimately be recovered.

At December 31, 2009, we had an additional available borrowing limit of \$87.2 million based on collateral requirements of the Federal Home Loan Bank of Chicago. There were no federal funds borrowings outstanding as of December 31, 2009 or 2008.

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7) Regulatory Capital

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements, or overall financial performance deemed by the regulators to be inadequate, 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. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items, as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2009, that the Bank meets all capital adequacy requirements to which it is subject. On December 18, 2009, WaterStone Bank entered into a consent order with its federal and state bank regulators whereby it has agreed to maintain a minimum Tier 1 capital ratio of 8.50% and a minimum total risk based capital ratio of 12.00%. At December 31, 2009, these higher capital requirements were satisfied.

As of December 31, 2009 the most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as quantitatively "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios, as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's category, however, the outstanding consent order limits transactions otherwise available to "well capitalized" banks.

As a state-chartered savings bank, the Bank is required to meet minimum capital levels established by the state of Wisconsin in addition to federal requirements. For the state of Wisconsin, regulatory capital consists of retained income, paid-in-capital, capital stock equity and other forms of capital considered to be qualifying capital by the Federal Deposit Insurance Corporation.

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The actual and required capital amounts and ratios for the Bank as of December 31, 2009 and 2008 are presented in the table below:

December 31, 2009							
				To Be Well-Capitalized Under Prompt Corrective Action Provisions			
Actual			For Capital Adequacy Purposes				
Amount	Ratio		Amount	Ratio	Amount	Ratio	
(Dollars In Thousands)							
WaterStone Bank							
Total capital (to risk-weighted assets)	\$	181,344	13.74%	105,559	8.00%	131,949	10.00%
Tier I capital (to risk-weighted assets)		164,693	12.48%	52,780	4.00%	79,170	6.00%
Tier I capital (to average assets)		164,693	8.71%	75,674	4.00%	94,592	5.00%
State of Wisconsin (to total assets)		164,693	8.86%	111,484	6.00%	N/A	N/A
December 31, 2008							
WaterStone Bank							
Total capital (to risk-weighted assets)	\$	188,527	12.84%	117,470	8.00%	146,838	10.00%
Tier I capital (to risk-weighted assets)		170,101	11.58%	58,735	4.00%	88,103	6.00%
Tier I capital (to average assets)		170,101	8.93%	76,161	4.00%	95,202	5.00%
State of Wisconsin (to total assets)		170,101	9.06%	112,680	6.00%	N/A	N/A

8) Stock Based Compensation

Stock-Based Compensation Plan

In 2005, the Company's shareholders approved the 2006 Equity Incentive Plan. During the year ended December 31, 2007, the Company granted 797,500 stock options in tandem with stock appreciation rights and 251,500 shares of restricted stock. During the year ended December 31, 2008, an additional 5,000 stock options and 5,000 restricted shares were granted. An additional 10,000 stock options and 5,000 restricted shares were granted during the year ended December 31, 2009. The initial 251,500 shares of restricted stock were issued from previously unissued shares. All stock awards granted under these plans vest over a period of five years and are required to be settled in shares of the Company's common stock. The exercise price for all stock options granted is equal to the quoted NASDAQ market close price on the date that the awards were granted and expire ten years after the grant date, if not exercised.

See accompanying notes to consolidated financial statements.

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Accounting for Stock-Based Compensation Plan

The fair value of stock options granted is estimated on the grant date using a Black-Scholes pricing model. The fair value of restricted shares is equal to the quoted NASDAQ market close price on the date of grant. The fair value of stock grants is recognized as compensation expense on a straight-line basis over the vesting period of the grants. Compensation expense is included in compensation, payroll taxes and other employee benefits in the consolidated statements of income.

Assumptions are used in estimating the fair value of stock options granted. The weighted average expected life of the stock options represent the period of time that the options are expected to be outstanding and is based on the SEC simplified approach to calculating expected term. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The expected volatility is based on the historical volatility for a group of selected peers. The following assumptions were used in estimating the fair value of options granted in the year ended December 31, 2009, 2008 and 2007.

	2009	2008	2007
Dividend Yield	0.00%	1.32%	1.32%
Risk-free interest rate	0.40%	3.57%	4.44%
Expected volatility	31.86%	31.86%	31.86%
Weighted average expected life	6.5 years	6.5 years	6.5 years
Weighted average per share value of options	\$ 1.51	\$ 3.94	\$ 6.25

The Company estimates potential forfeitures of stock grants and adjusts compensation expense recorded accordingly. The estimate of forfeitures will be adjusted over the requisite service period to the extent that actual forfeitures differ, or are expected to differ, from such estimates. Changes in estimated forfeitures will be recognized in the period of change and will also impact the amount of stock compensation expense to be recognized in future periods.

A summary of the Company's stock option activity for the years ended December 31, 2009, 2008 and 2007 is presented below.

Stock Options	Shares	Weighted Average Exercise Price	Weighted Average Years Remaining in Contractual Term	Aggregate Intrinsic Value (000's)
Outstanding December 31, 2006				
Granted	797,500	\$ 17.63		-
Exercised	-			-
Forfeited	(15,000)	17.67		-
Outstanding December 31, 2007	<u>782,500</u>	17.63	9.02	<u>-</u>
Options exercisable at December 31, 2007	<u>-</u>			<u>-</u>
Granted	5,000	\$ 11.71		-
Exercised	-			-
Forfeited	(20,000)	17.67		-
Outstanding December 31, 2008	<u>767,500</u>	17.59	8.03	<u>-</u>
Options exercisable at December 31, 2008	<u>152,500</u>	17.63	8.02	<u>-</u>
Granted	10,000	\$ 4.65		-
Exercised	-			-
Forfeited	(20,000)	17.67		-
Outstanding December 31, 2009	<u>757,500</u>	17.41	7.07	<u>-</u>
Options exercisable at December 31, 2009	<u>298,000</u>	17.60	7.03	<u>-</u>

See accompanying notes to consolidated financial statements.

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The following table summarizes information about the Company's nonvested stock option activity for the year ended December 31, 2009 and 2008:

Stock Options	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2007	782,500	\$ 6.25
Granted	5,000	3.94
Vested	(152,500)	6.25
Forfeited	(20,000)	6.25
Nonvested at December 31, 2008	615,000	6.21
Nonvested at December 31, 2008	615,000	\$ 6.21
Granted	10,000	1.51
Vested	(149,500)	6.23
Forfeited	(16,000)	6.27
Nonvested at December 31, 2009	459,500	6.13

The Company amortizes the expense related to stock options as compensation expense over the vesting period. During the year ended December 31, 2009, 10,000 options were granted and 20,000 were forfeited, of which 4,000 had vested in the prior year. During the year ended December 31, 2008, 5,000 options were granted and 20,000 were forfeited. During the year ended December 31, 2007, 797,500 options were granted and 15,000 were forfeited. Expense for the stock options granted of \$804,000, \$746,000 and \$841,000 was recognized during the years ended December 31, 2009, 2008 and 2007, respectively. At December 31, 2009, the Company had \$1.6 million in estimated unrecognized compensation costs related to outstanding stock options that is expected to be recognized over a weighted average period of 24 months.

The following table summarizes information about the Company's restricted stock shares activity for the years ended December 31, 2009 and 2008:

Restricted Stock	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2007	251,500	\$ 17.67
Granted	5,000	9.46
Vested	(50,300)	17.67
Forfeited	(6,000)	17.67
Nonvested at December 31, 2008	200,200	17.46
Nonvested at December 31, 2008	200,200	\$ 17.46
Granted	5,000	4.65
Vested	(49,800)	17.51
Forfeited	(4,800)	17.67
Nonvested at December 31, 2009	150,600	17.02

The Company amortizes the expense related to restricted stock awards as compensation expense over the vesting period. During the year ended December 31, 2009, 5,000 shares of restricted stock were awarded and 4,800 were forfeited. During the year ended December 31, 2008, 5,000 shares of restricted stock were awarded and 6,000 were forfeited. During the year ended December 31, 2007, 251,500 shares of restricted stock were awarded and no shares were forfeited. Expense for the restricted stock awards of \$845,000, \$865,000 and \$888,000 was recorded for the years ended December 31, 2009, 2008 and 2007, respectively. At December 31, 2009, the Company had \$1.7 million of unrecognized compensation expense related to restricted stock shares that is expected to be recognized over a weighted average period 36 months.

See accompanying notes to consolidated financial statements.

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9) Employee Benefit Plans

The Company participated in an industry group sponsored multi-employer defined-benefit retirement plan covering substantially all employees with one year or more of service. During the period ended December 31, 2005, the Company elected to freeze benefits accruing in the Pension Plan. The Internal Revenue Service approved the termination of the Plan and all benefits are to be paid out to Plan participants prior to April 30, 2009. There was no related expense for the years ended December 31, 2009, 2008 and 2007.

The Company has a 401(k) profit sharing plan and trust covering substantially all employees with at least one year of service who have attained age 18. Participating employees may annually contribute up to 15% of their pretax compensation. The Bank made no contributions to the Plan during the years ended December 31, 2009, 2008 and 2007.

The Company has a nonqualified salary continuation plan for two former employees. These agreements provide for payments of specific amounts over 10-year periods subsequent to each key employee's retirement. The deferred compensation liability was accrued ratably to the employee's respective normal retirement date. Payments made to the retired employees reduce the liability. As of December 31, 2009 and 2008, approximately \$1.5 million and \$2.0 million was accrued related to these plans, respectively. These agreements are intended to be funded by life insurance policies with death benefits of \$11.8 million and a cash surrender value of \$7.4 million and \$6.8 million at December 31, 2009 and 2008, respectively. The former employees, however, have no interest in these policies. There was no expense for compensation under these agreements during the years ended December 31, 2009, 2008 and 2007.

During the year ended December 31, 2006, the Company established a nonqualified deferred compensation plan for executive officers. The plan allows participants to defer a portion of regular salary and bonus to future periods. The participant earns interest on the deferred balance. During the year ended December 31, 2009, the balance of this plan was distributed to participants. As of December 31, 2008 and 2007, compensation of approximately \$763,000 and \$539,000, respectively had been deferred under this plan. Earnings credited to deferred compensation totaled \$26,000 and \$23,000 for the years ended December 31, 2008 and 2007, respectively.

10) Employee Stock Ownership Plan

All employees are eligible to participate in the WaterStone Bank Employee Stock Ownership Plan (the "Plan") after they attain twenty-one years of age and complete twelve consecutive months of service in which they work at least 1,000 hours of service. The Plan borrowed \$8.5 million from the Company and purchased 761,515 shares of common stock of the Company in the open market. The Plan debt is secured by shares of the Company. The Company has committed to make annual contributions to the Plan necessary to repay the loan, including interest. The loan is scheduled to be repaid in ten annual installments. While the shares are not released and allocated to Plan participants until the loan payment is made, the shares are deemed to be earned and are therefore, committed to be released throughout the service period. As such, one-tenth of the shares are scheduled to be released annually as shares are earned over a period of ten years, beginning with the period ended December 31, 2005. As the debt is repaid, shares are released from collateral and allocated to active participant accounts. The shares pledged as collateral are reported as unearned ESOP shares in the consolidated statement of financial condition. As shares are committed to be released from collateral, the Company reports compensation expense equal to the average fair market price of the shares, and the shares become outstanding for earnings per share computations. Compensation expense attributed to the ESOP was \$250,000, \$776,000 and \$1.3 million, respectively for the years ended December 31, 2009, 2008 and 2007.

See accompanying notes to consolidated financial statements.

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The aggregate activity in the number of unearned ESOP shares, considering the allocation of those shares committed to be released as of December 31, is as follows:

	2009	2008
Beginning ESOP shares	456,909	533,061
Shares committed to be released	(76,152)	(76,152)
Unreleased shares	<u>380,757</u>	<u>456,909</u>
Fair value of unreleased shares (in thousands)	\$ 781	1,530

11) Income Taxes

The provision (benefit) for income taxes for the year ended December 31, 2009, 2008 and 2007 consists of the following:

	Years ended December 31,		
	2009	2008	2007
	(In Thousands)		
Current:			
Federal	\$ (1,319)	(5,083)	2,046
State	(466)	(178)	169
	<u>(1,785)</u>	<u>(5,261)</u>	<u>2,215</u>
Deferred:			
Federal	812	5,492	(1,780)
State	(333)	2,068	(689)
	<u>479</u>	<u>7,560</u>	<u>(2,469)</u>
Total	<u>\$ (1,306)</u>	<u>2,299</u>	<u>(254)</u>

See accompanying notes to consolidated financial statements.

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The income tax provisions differ from that computed at the Federal statutory corporate tax rate for the years ended December 31, 2009, 2008 and 2007 as follows:

	Years ended December 31,		
	2009	2008	2007
	(Dollars In Thousands)		
Income before income taxes	\$ (11,444)	(24,147)	1,304
Tax at Federal statutory rate (35%)	(4,005)	(8,451)	456
Add (deduct) effect of:			
State income taxes			
net of Federal income tax benefit (expense)	(519)	1,229	(338)
Cash surrender value of life insurance	(433)	(505)	(417)
Non-deductible ESOP and stock			
option expense	151	169	258
Tax-exempt interest income	(439)	(397)	(282)
Change in valuation allowance on deferred taxes	3,983	10,227	15
Other	(44)	27	54
Income tax provision (benefit)	<u>(1,306)</u>	<u>2,299</u>	<u>(254)</u>
Effective tax rate	11.4%	(9.5%)	(19.6%)

The increase in the required valuation allowance was largely due to an increase in the Company's net deferred tax assets, partly offset by a reduction related to changes in the beginning of the year valuation allowance solely attributable to identifiable events recorded in other comprehensive income, primarily changes in unrealized gains on the available for sale investment portfolio, the tax effects of which were therefore allocated to other comprehensive income.

See Accompanying notes to consolidated financial statements.

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The significant components of the Company's net deferred tax assets (liabilities) included in prepaid expenses and other assets are as follows at December 31, 2009 and 2008:

	December 31,	
	2009	2008
	(In Thousands)	
Gross deferred tax assets:		
Excess book depreciation	\$ 812	650
Compensation agreements	595	789
Restricted stock and stock options	898	722
Allowance for loan losses	11,436	10,101
Real estate owned write-downs	1,815	—
Interest recognized for tax but not books	1,522	1,267
State tax liability - Nevada settlement	—	435
State NOL carryforward	1,436	1,281
Unrealized loss on impaired securities	799	656
Unrealized loss on securities available for sale, net	1,474	3,473
Charitable contributions carry forward	996	1,078
AMT carry forward	—	319
Other	312	365
Total gross deferred tax assets	22,095	21,136
Valuation allowance	(16,917)	(13,530)
Deferred tax assets	5,178	7,606
Gross deferred tax liabilities:		
FHLB stock dividends	(931)	(931)
Deferred loan fees	(1,083)	(1,035)
Deferred liabilities	(2,014)	(1,966)
Net deferred tax assets	\$ 3,164	5,640

The Company has a federal charitable contribution carry forward of \$2.1 million which expires in 2010 and a Wisconsin charitable contribution carry forward of \$5.2 million which expires in 2010 at both December 31, 2009 and 2008. At December 31, 2008, the Company had a Wisconsin charitable contribution carry forward of \$1.6 million which expired in 2009. The Company has a Wisconsin NOL carry forward of \$28.0 million at December 31, 2009 and \$25.0 million at December 31, 2008, which begin to expire in 2021.

All of the deferred tax assets related to these NOLs and charitable contribution carry forwards are fully offset by valuation allowances. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, the forecasts of future income, applicable tax planning strategies, and assessments of current and future economic and business conditions. Examples of positive evidence may include the existence of taxes paid in available carry back years as well as the probability that taxable income will be generated in future periods, while examples of negative evidence may include the cumulative losses in the current year and prior two years and general business and economic trends. At both December 31, 2009 and 2008, the Company determined a valuation allowance was necessary, largely based on the negative evidence represented by a cumulative loss in the most recent three-year period caused by the significant loan loss provisions recorded during the past three years. In addition, general uncertainty surrounding future economic and business conditions have increased the potential volatility and uncertainty of projected earnings. Management is required to re-evaluate the deferred tax asset and the related valuation allowance quarterly.

See accompanying notes to consolidated financial statements.

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Under the Internal Revenue Code and Wisconsin Statutes, the Company was permitted to deduct, for tax years beginning before 1988, an annual addition to a reserve for bad debts. This amount differs from the provision for loan losses recorded for financial accounting purposes. Under prior law, bad debt deductions for income tax purposes were included in taxable income of later years only if the bad debt reserves were used for purposes other than to absorb bad debt losses. Because the Company did not intend to use the reserve for purposes other than to absorb losses, no deferred income taxes were provided. Retained earnings at December 31, 2009 include approximately \$16.7 million for which no deferred Federal or state income taxes were provided. Deferred income taxes have been provided on certain additions to the tax reserve for bad debts.

The Company and its subsidiaries file consolidated federal and state tax returns. One subsidiary also files separate state income tax returns in certain states. The Company is no longer subject to federal or state income tax examinations by tax authorities for years before 2006.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2009	2008
Balance at January 1	\$ 20,000	\$ 24,000
Increases related to current period positions	15,000	4,000
Decreases related to prior period positions	(20,000)	(8,000)
Balance at December 31	<u>\$ 15,000</u>	<u>\$ 20,000</u>

The Company recognizes interest and penalties related to unrecognized tax benefits in income tax expense. During the years ended 2009, 2008 and 2007 the Company recorded \$0, \$0 and \$111,000 in interest and penalties.

12) Financial Instruments with Off-Balance-Sheet Risk

The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the consolidated balance sheets. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's potential exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for other financial instruments reflected in the consolidated financial statements.

	December 31,	
	2009	2008
	(In Thousands)	
Financial instruments whose contract amounts represent potential credit risk:		
Commitments to extend credit under first mortgage loans	\$ 13,607	15,340
Commitments to extend credit under home equity lines of credit	28,376	30,368
Unused portion of construction loans	7,861	20,241
Unused portion of business lines of credit	13,581	10,584
Standby letters of credit	1,001	1,866

See accompanying notes to consolidated financial statements.

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Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements of the Company. 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 counter-party. Collateral obtained generally consists of mortgages on the underlying real estate.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company holds mortgages on the underlying real estate as collateral supporting those commitments for which collateral is deemed necessary.

The Company has determined that there are no probable losses related to commitments to extend credit or the standby letters of credit as of December 31, 2009 and 2008.

In connection with its mortgage banking activities, the Company enters into forward loan sale commitments. Forward commitments to sell mortgage loans represent commitments obtained by the Company from a secondary market agency to purchase mortgages from the Company at specified interest rates and within specified periods of time. Commitments to sell loans are made to mitigate interest rate risk on interest rate lock commitments to originate loans and loans held for sale. Interest rate lock commitments to originate residential mortgage loans held for sale and forward commitments to sell residential mortgage loans are considered derivative instruments, and the fair value of these commitments is recorded on the consolidated statements of financial condition with the changes in fair value recorded as a component of mortgage banking income. The fair value of the mortgage derivatives at December 31, 2009, was a net gain of \$40,000, comprised of the net gain of \$252,000 on forward commitments to sell residential mortgage loans to various investors of \$56.5 million and the net loss of \$211,000 on interest rate lock commitments to originate residential mortgage loans held for sale to individual borrowers of approximately \$58.6 million. In determining the fair value of its derivative loan commitments for economic purposes, the Company considers the value that would be generated when the loan arising from exercise of the loan commitment is sold in the secondary mortgage market. That value includes the price that the loan is expected to be sold for in the secondary mortgage market.

13) Fair Values Measurements

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities to determine fair value disclosures. Securities available for sale and loans held for sale are recorded at fair value on a recurring basis. Additionally, from time to time, we may be required to record at fair value other assets on a nonrecurring basis, such as portfolio loans and real estate owned. These nonrecurring fair value adjustments typically result from the write-downs of individual assets.

Effective January 1, 2009, the Company elected to measure loans held for sale originated after December 31, 2008 at fair value. We believe that the election for loans held for sale will reduce timing differences and better match changes in the value of these assets with the changes in the value of forward commitments to sell mortgage loans which are used as economic hedges for these assets.

Presented below is information about assets recorded on our consolidated statement of financial position at fair value on a recurring basis and assets recorded on our consolidated statement of financial position on a nonrecurring basis.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

See accompanying notes to consolidated financial statements.

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The following table presents information about our assets recorded in our consolidated statement of financial position at their fair value on a recurring basis as of December 31, 2009, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value. In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that we have the ability to access. Fair values determined by Level 2 inputs use inputs other than quoted prices included in Level 1 inputs that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets where there are few transactions and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability and include situations where there is little, if any, market activity for the asset or liability.

		Fair Value Measurements Using		
	<u>December 31, 2009</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
		(In Thousands)		
Available for sale securities	\$ 205,415	-	189,616	15,799
Loans held for sale	45,052	-	45,052	-
		Fair Value Measurements Using		
	<u>December 31, 2008</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
		(In Thousands)		
Available for sale securities	\$ 179,887	-	175,645	4,242

The following summarizes the valuation techniques for assets recorded in our consolidated statements of financial condition at their fair value on a recurring basis:

Available for sale securities – The fair value of available for sale securities is determined by a third party valuation source using observable market data utilizing a matrix or multi-dimensional relational pricing model. Standard inputs to these models include observable market data such as benchmark yields, reported trades, broker quotes, issuer spreads, benchmark securities and bid/offer market data. For securities with an early redemption feature, an option adjusted spread model is utilized to adjust the issuer spread. Prepayment models are used for mortgage related securities with prepayment features.

The table below presents reconciliation for all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2009 and 2008.

	<u>Years ended December 31,</u>	
	<u>2009</u>	<u>2008</u>
(In Thousands)		
Balance at beginning of period	\$ 4,242	7,073
Transfer into level 3	9,870	-
Unrealized holding losses arising during the period:		
Included in other comprehensive income	2,427	(127)
Other than temporary impairment included in net loss	(1,112)	(1,997)
Principal repayments	(750)	(823)
Net accretion of discount/amortization of premium	5	116
Cummulative-effect adjustment	1,117	-
Balance at end of period	\$ 15,799	4,242

See accompanying notes to consolidated financial statements.

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Level 3 available-for-sale securities include two corporate collateralized mortgage obligations. The market for these securities was not active as of December 31, 2009. As such, the Company valued this security based on the present value of estimated future cash flows. Additional impairment may be incurred in future periods if estimated future cash flows are less than the cost basis of the securities.

Loans held for sale – Effective January 1, 2009, the Company elected to carry our loans held for sale at fair value. Fair value is generally determined by estimating a gross premium or discount, which is derived from pricing currently observable in the market. At December 31, 2009, loans held-for-sale totaled \$45.1 million. Loans held-for-sale are considered to be Level 2 in the fair value hierarchy of valuation techniques. During the year ended December 31, 2008, loans held for sale were carried at the lower of cost or market value.

Assets Recorded at Fair Value on a Non-recurring Basis

Loans – On a non-recurring basis, loans determined to be impaired are analyzed to determine whether a collateral shortfall exists, and if such a shortfall exists, are recorded on our consolidated statements of financial condition at fair value. Fair value is determined based on third party appraisals. Appraised values are adjusted to consider disposition costs and also to take into consideration the age of the most recent appraisal. Impaired loans are considered to be Level 2 in the fair value hierarchy of valuation techniques. At December 31, 2009, loans determined to be impaired with an outstanding balance of \$90.8 million were carried net of specific reserves of \$11.5 million for a fair value of \$79.3 million. Given the significance of the adjustments made to appraised values necessary to estimate the fair value of impaired loans, loans that have been deemed to be impaired are now considered to be Level 3 in the fair value hierarchy of valuation techniques. At December 31, 2008, loans determined to be impaired with an outstanding balance of \$42.0 million were carried net of specific reserves of \$9.8 million for a fair value of \$32.2 million. At December 31, 2008, impaired loans were considered to be Level 2 in the fair value hierarchy of valuation techniques.

Real estate owned – On a non-recurring basis, real estate owned, is recorded in our consolidated statements of financial condition at the lower of cost or fair value. Fair value is determined based on third party appraisals obtained at the time the Company takes title to the property and, if less than the carrying value of the loan, the carrying value of the loan is adjusted to the fair value. Appraised values are adjusted to consider disposition costs and also to take into consideration the age of the most recent appraisal. At December 31, 2009 and 2008, real estate owned totaled \$50.9 million. Given the significance of the adjustments made to appraised values necessary to estimate the fair value of the properties, real estate owned is now considered to be Level 3 in the fair value hierarchy of valuation techniques. At December 31, 2008, real estate owned totaled \$24.7 million and was considered to be Level 2 in the fair value hierarchy of valuation techniques.

Fair value information about financial instruments follows, whether or not recognized in the consolidated statements of financial condition, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments are excluded from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

See accompanying notes to consolidated financial statements.

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The carrying amounts and fair values of the Company's financial instruments consist of the following at December 31, 2009 and 2008:

	December 31, 2009		December 31, 2008	
	Carrying amount	Fair value	Carrying amount	Fair value
	(In Thousands)			
Financial Assets				
Cash and cash equivalents	\$ 71,120	71,120	23,849	23,849
Securities available-for-sale	205,415	205,415	179,887	179,887
Securities held-to-maturity	2,648	1,930	9,938	8,165
Loans held for sale	45,052	45,052	12,993	12,993
Loans receivable	1,420,010	1,403,266	1,559,758	1,553,577
FHLB stock	21,653	21,653	21,653	21,653
Cash surrender value of life insurance	33,941	33,941	32,399	32,399
Accrued interest receivable	4,525	4,525	4,323	4,323
Financial Liabilities				
Deposits	1,164,890	1,167,834	1,195,897	1,202,939
Advance payments by borrowers for taxes	630	630	862	862
Borrowings	507,900	513,542	487,000	501,858
Accrued interest payable	3,070	3,070	5,539	5,539
Obligations under capital leases	-	-	3,308	3,308
Other Financial Instruments				
Stand-by letters of credit	5	5	12	12

The following methods and assumptions were used by the Company in determining its fair value disclosures for financial instruments.

a) Cash and Cash Equivalents

The carrying amounts reported in the consolidated statements of financial condition for cash and cash equivalents is a reasonable estimate of fair value.

b) Securities

The fair value of investment securities are based on quoted prices in active markets, or if quoted prices are not available for a specific security, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flow analysis.

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

c) *Loans Held for Sale*

Fair value is estimated using the prices of the Company's existing commitments to sell such loans and/or the quoted market price for commitments to sell similar loans.

d) *Loans Receivable*

The fair value estimation process for the loan portfolio is estimated by discounting the future cash flows using current rates at which similar loans would be made to borrowers with similar maturities.

e) *FHLBC Stock*

For FHLBC stock, the carrying amount is the amount at which shares can be redeemed with the FHLBC and is a reasonable estimate of fair value.

f) *Cash Surrender Value of Life Insurance*

The carrying amounts reported in the consolidated statements of financial condition for the cash surrender value of life insurance approximate those assets' fair values.

g) *Deposits and Advance Payments by Borrowers for Taxes*

The fair values for interest-bearing and noninterest-bearing negotiable order of withdrawal accounts, savings accounts, and money market accounts are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates of similar remaining maturities to a schedule of aggregated expected monthly maturities of the outstanding certificates of deposit. The advance payments by borrowers for taxes are equal to their carrying amounts at the reporting date.

h) *Borrowings*

Fair values for borrowings are estimated using a discounted cash flow calculation that applies current interest rates to estimated future cash flows of the borrowings.

i) *Accrued Interest Payable and Accrued Interest Receivable*

For accrued interest payable and accrued interest receivable, the carrying amount is a reasonable estimate of fair value.

j) *Obligations under Capital Leases*

The fair value of obligations under capital leases is determined using a present value of future minimum lease payments discounted at the current interest rate at the time of lease inception. The Company executed a purchase option on its capital lease during the year ended December 31, 2009.

k) *Commitments to Extend Credit and Standby Letters of Credit*

Commitments to extend credit and standby letters of credit are generally not marketable. Furthermore, interest rates on any amounts drawn under such commitments would be generally established at market rates at the time of the draw. Fair values for the Company's commitments to extend credit and standby letters of credit are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements, the counterparty's credit standing, and discounted cash flow analyses. The fair value of the Company's commitments to extend credit is not material at December 31, 2009 and 2008.

See accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

14) Earnings (loss) per share

Earnings per share are computed using the two-class method. Basic earnings per share is computed by dividing net income allocated to common shares by the weighted average number of common shares outstanding during the applicable period, excluding outstanding participating securities. Participating securities include unvested restricted shares. Unvested restricted shares are considered participating securities because holders of these securities have the right to receive dividends at the same rate as holders of the Company's common stock. Diluted earnings per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding adjusted for the dilutive effect of all potential common shares. Unvested restricted stock and stock options are considered outstanding for diluted earnings (loss) per share only. Unvested restricted stock and stock options totaling 150,600 and 459,500 shares for the year ended December 31, 2009 and 200,200 and 615,000 shares for the year ended December 31, 2008 are antidilutive and are excluded from the earnings (loss) per share calculation. Presented below are the calculations for basic and diluted earnings (loss) per share.

	For the year ended December 31,		
	2009	2008	2007
	(In Thousands, except per share amounts)		
Net income (loss)	\$ (10,138)	(26,446)	1,558
Weighted average shares outstanding	30,680	30,556	31,571
Effect of dilutive potential common shares	-	-	8
Diluted weighted average shares outstanding	30,680	30,556	31,579
Basic earnings (loss) per share	\$ (0.33)	(0.87)	0.05
Diluted earnings (loss) per share	\$ (0.33)	(0.87)	0.05

See Accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

15) Condensed Parent Company Only Statements

Statements of Financial Condition

	December 31,	
	2009	2008
	(In Thousands)	
Assets		
Cash and cash equivalents	\$ 446	1,055
Securities available-for-sale (at fair value)	4,500	4,450
Investment in subsidiaries	163,602	164,648
Receivable from ESOP	-	1,153
Other assets	257	319
Total Assets	\$ 168,805	171,625
Liabilities and shareholders' equity		
Liabilities:		
Other liabilities	213	358
Shareholders' equity		
Preferred Stock (par value \$.01 per share)	-	-
Authorized - 20,000,000 shares, no shares issued		
Common stock (par value \$.01 per share)	340	340
Authorized - 200,000,000 shares in 2009 and 2008		
Issued - 33,974,250 in 2009 and 2008		
Outstanding - 31,250,097 in 2009 and 31,249,897 in 2008		
Additional paid-in-capital	108,883	107,839
Retained earnings	110,900	119,921
Unearned ESOP shares	(4,269)	(5,123)
Treasury stock (2,724,353 shares), at cost	(45,261)	(45,261)
Accumulated other comprehensive loss (net of taxes)	(2,001)	(6,449)
Total shareholders' equity	168,592	171,267
Total liabilities and shareholders' equity	\$ 168,805	171,625

See Accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

Statements of Operations

	For the year ended December 31,		
	2009	2008	2007
	(In Thousands)		
Interest income	\$ 766	1,043	2,163
Provision for loan losses	-	252	271
Interest income after provision for loan losses	766	791	1,892
Equity in earnings (loss) of subsidiaries	(11,201)	(25,220)	1,170
Total income (loss)	(10,435)	(24,429)	3,062
Compensation	(557)	(30)	446
Professional fees	51	47	81
Other expense	131	557	464
Total expense	(375)	574	991
Income (loss) before income tax	(10,060)	(25,003)	2,071
Income tax expense	78	1,443	513
Net income (loss)	<u>\$ (10,138)</u>	<u>(26,446)</u>	<u>1,558</u>

See Accompanying notes to consolidated financial statements.

Waterstone Financial, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
Years Ended December 31, 2009, 2008 and 2007

Statements of Cash Flows

	For the year ended December 31,		
	2009	2008	2007
	(In Thousands)		
Cash flows from operating activities			
Net income (loss)	\$ (10,138)	(26,446)	1,558
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Provision for loan losses	-	252	271
Amortization of unearned ESOP	250	776	1,252
Stock based compensation	1,648	1,611	1,729
Deferred income taxes	(8)	1,285	(416)
Equity in earnings of subsidiaries	11,201	25,220	(1,170)
Change in other assets and liabilities	(562)	1,088	(1,650)
Net cash provided by operating activities	2,391	3,786	1,574
Cash flows from investing activities:			
Net decrease in loans receivable	-	4,135	37,957
Purchase of available for sale securities	-	(5,000)	-
Capital contributions to subsidiary	(3,000)	(26,218)	-
Net cash provided by (used in) investing activities	(3,000)	(27,083)	37,957
Cash flows from financing activities:			
Purchase of treasury stock	-	-	(45,261)
Dividend received from subsidiary	-	-	30,000
Net cash provided by (used in) financing activities	-	-	(15,261)
Net increase (decrease) in cash	(609)	(23,297)	24,270
Cash and cash equivalents at beginning of period	1,055	24,352	82
Cash and cash equivalents at end of period	\$ 446	1,055	24,352

16) Segments and Related Information

The Company is required to report each operating segment based on materiality thresholds of 10% or more of certain amounts, such as revenue. Additionally, the Company is required to report separate operating segments until the revenue attributable to such segments is at least 75% of total consolidated revenue. The Company provides a broad range of financial services to individuals and companies in southeastern Wisconsin. These services include demand, time, and savings products, and commercial and retail lending. While the Company's chief decision-maker monitors the revenue streams of the various products and services, operations are managed and financial performance is evaluated on a Company-wide basis. Since the Company's business units have similar basic characteristics in the nature of the products, production processes, and type or class of customer for products or services, and do not meet materiality thresholds based on the requirements of reportable segments, these business units are considered one operating segment.

See Accompanying notes to consolidated financial statements.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

Item 9A. Controls and Procedures

Disclosure Controls and Procedures: Waterstone Financial management, with the participation of Waterstone Financial's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of Waterstone Financial's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Based on such evaluation, Waterstone Financial's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, Waterstone Financial's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by Waterstone Financial in the reports that it files or submits under the Exchange Act.

Change in Internal Control Over Financial Reporting: There have not been any changes in Waterstone Financial's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the final fiscal quarter of the period to which this report relates that have materially affected, or are reasonably likely to materially affect, Waterstone Financial's internal control over financial reporting.

Management's Annual Report on Internal Control Over Financial Reporting

Management of Waterstone Financial Inc. (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As of December 31, 2009, management assessed the effectiveness of the Company's internal control over financial reporting based on criteria for effective internal control over financial reporting established in "Internal Control—Integrated Framework," issued by the Committee of Sponsoring Organization of the Treadway Commission (COSO). Based on this assessment, management has determined that the Company's internal control over financial reporting as of December 31, 2009 is effective.

KPMG LLP, the independent registered public accounting firm that audited the consolidated financial statements of the Company included in this Annual Report on Form 10-K, has issued a report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. The report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2009, is included below under the heading "Report of Independent Registered Public Accounting Firm."

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Waterstone Financial, Inc.:

We have audited Waterstone Financial, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Waterstone Financial, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Waterstone Financial, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial condition of Waterstone Financial, Inc and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2009 and our report dated March 16, 2010 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Milwaukee, Wisconsin
March 16, 2010

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Item 9B. **Other Information.**

None

Part III**Item 10. Directors, Executive Officers and Corporate Governance**

The information in the Company's definitive Proxy Statement, prepared for the 2010 Annual Meeting of Shareholders, which contains information concerning directors of the Company under the caption "Election of Directors" and compliance with Section 16 reporting requirements under the caption "Section 16(a) Beneficial Ownership Reporting Compliance" and information concerning executive officers of the Company under the caption "Executive Officers of Waterstone Financial" and information concerning corporate governance under the caption "Other Board and Corporate Governance Matters" in Part I hereof is incorporated herein by reference.

Executive Officers of the Registrant

The table below sets forth certain information regarding the persons who have been determined, by our board of directors, to be executive officers of the Company. The executive officers of the Company are elected annually and hold office until their respective successors have been elected or until death, resignation, retirement or removal by the Board of directors.

Name and Age	Offices and Positions with Waterstone Financial and Subsidiaries*	Executive Officer Since
Douglas S. Gordon, 52	Chief Executive Officer and President of Waterstone Financial and of WaterStone Bank	2005
Richard C. Larson, 52	Chief Financial Officer and Senior Vice President of Waterstone Financial and of WaterStone Bank	1990 ⁽¹⁾
William F. Bruss, 40	General Counsel, Senior Vice President and Secretary of Waterstone Financial and of WaterStone Bank	2005
Rebecca M. Arndt, 42	Vice President – Retail Operations of WaterStone Bank	2006
Eric J. Egenhoefer, 34	President of Waterstone Mortgage Corporation	2008

* Excluding directorships and excluding positions with Bank subsidiary positions which do not constitute a substantial part of the officers' duties.

(1) Indicates date when individual first held an executive officer position with the Bank. This individual became an executive officer of Waterstone Financial upon its organization as noted.

Item 11. Executive Compensation

The information in the Company's definitive Proxy Statement, prepared for the 2010 Annual Meeting of Shareholders, which contains information concerning this item under the captions "Executive Compensation," "Director Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation Discussion and Analysis" is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information in the Company's definitive Proxy Statement, prepared for the 2010 Annual Meeting of Shareholders, which contains information concerning this item under the caption "Stock Ownership of Certain Beneficial Owners" is incorporated herein by reference.

Compensation Plans

Set forth below is information as of December 31, 2009 regarding equity compensation plans that have been approved by shareholders. The Company has no equity based benefit plans, other than its employee stock ownership plan, that were not approved by shareholders.

Plan	Number of shares to be issued upon exercise of outstanding options and rights	Weighted average option exercise price	Number of securities remaining available for issuance under plan
2006 Equity Incentive Plan	1,494,298 ⁽¹⁾	\$17.41	486,098

⁽¹⁾ Consists of 1,067,356 shares reserved for grants of stock options and 426,942 shares reserved for grants of restricted stock. On December 31, 2009, 757,500 options were outstanding with a weighted average exercise price of \$17.41 of which 298,000 were exercisable as of that date.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information in the Company's definitive Proxy Statement, prepared for the 2010 Annual Meeting of Shareholders, which contains information concerning this item under the captions "Certain Transactions with the Company" and "Board Meetings and Committee" is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

The information in the Company's definitive Proxy Statement, prepared for the 2010 Annual Meeting of Shareholders, which contains information concerning this item under the caption "Independent Registered Public Accounting Firm," is incorporated herein by reference.

Part IV

Item 15. Exhibits and Financial Statement Schedules

- (a) Documents filed as part of the Report:
1. and 2. Financial Statements and Financial Statement Schedules.

The following consolidated financial statements of Waterstone Financial, Inc. and subsidiaries are filed as part of this report under Item 8, "Financial Statements and Supplementary Data":

Consolidated Statements of Financial Condition – December 31, 2009 and 2008.

Consolidated Statements of Operations – Years ended December 31, 2009, 2008 and 2007.

Consolidated Statements of Changes in Shareholders' Equity – Years ended December 31, 2009, 2008 and 2007.

Consolidated Statements of Cash Flows – Years ended December 31, 2009, 2008 and 2007.

Notes to Consolidated Financial Statements.

Report of KPMG LLP, Independent Registered Public Accounting Firm, on consolidated financial statements.

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

- (b) Exhibits. See Exhibit Index following the signature page of this report, which is incorporated herein by reference. Each management contract or compensatory plan or arrangement required to be filed as an exhibit to this report is identified in the Exhibit Index by an asterisk following its exhibit number.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

March 16, 2010

WATERSTONE FINANCIAL, INC.

By: /s/Douglas S. Gordon
Douglas S. Gordon
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes Douglas S. Gordon, Richard C. Larson and William F. Bruss, or any of them, as attorneys-in-fact with full power of substitution, to execute in the name and on behalf of such person, individually, and in each capacity stated below or otherwise, and to file, any and all amendments to this report.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated.*

Signature and Title

/s/Douglas S. Gordon
Douglas S. Gordon,
Chief Executive Officer and Director
(Principal Executive Officer)

/s/Richard C. Larson
Richard C. Larson, *Senior Vice President*
Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/Patrick S. Lawton
Patrick S. Lawton, *Chairman and Director*

/s/Thomas E. Dalum
Thomas E. Dalum, *Director*

/s/Michael L. Hansen
Michael L. Hansen, *Director*

/s/Stephen J. Schmidt
Stephen J. Schmidt, *Director*

*Each of the above signatures is affixed as of March 16, 2010.

WATERSTONE FINANCIAL, INC
(“Waterstone Financial” or the “Company”)
Commission File No. 000-51507

EXHIBIT INDEX
TO
2009 REPORT ON FORM 10-K

The following exhibits are filed with, or incorporated by reference in, this Annual Report on Form 10-K for the year ended December 31, 2009:

Exhibit	Description	Incorporated Herein By Reference To	Filed Herewith
2.1	Plan of Reorganization from Mutual Savings Bank to Mutual Holding Company of Wauwatosa Savings Bank (the “Bank”), as adopted on May 17, 2005 and amended on June 3, 2005 (the “Plan”)	Exhibit 2.1 to the Company’s Registration Statement on Form S-1, Registration No. 333-125715 (the “2005 S-1”)	
3.1	Articles of Incorporation of the Company	Exhibit 3.1 to 2005 S-1	
3.2	Proposed Bylaws of the Company	Exhibit 3.1 to 2005 S-1	
10.1*	Wauwatosa Savings Bank Employee Stock Ownership Plan and Trust	Exhibit 10.1 to 2005 S-1	
10.4*	Stock Compensation Plans	Exhibit 10.1 to the company’s Current Report on Form 8-K filed on May 22, 2006	
11.1	Statement re: Computation of Per Share Earnings	See Note 13 in Part II Item 8	
21.1	List of Subsidiaries		X
23.1	Consent of Independent Registered Public Accounting Firm		X
24.1	Powers of Attorney	Signature Page	
31.1	Sarbanes-Oxley Act Section 302 Certification signed by the Chief Executive Officer of Waterstone Financial		X
31.2	Sarbanes-Oxley Act Section 302 Certification signed by the Chief Financial Officer of Waterstone Financial		X
32.1	Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Chief Executive Officer of Waterstone Financial		X
32.2	Certification pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 signed by the Chief Financial Officer of Waterstone Financial		X

* Designates management or compensatory agreements, plans or arrangements required to be filed as exhibits pursuant to Item 15(b) of Form 10-K.

Exhibit 21.1

The following table sets forth the name and jurisdiction of incorporation/charter of the Company's subsidiaries as of December 31, 2009. Inactive subsidiaries are not listed. All of the subsidiaries are 100% owned except as noted.

Name of Subsidiary	Jurisdiction of Incorporation/Charter
WaterStone Bank, SSB ⁽¹⁾	Wisconsin
Wauwatosa Investments, Inc. ⁽²⁾	Nevada
Waterstone Mortgage Corporation ⁽²⁾	Wisconsin

⁽¹⁾ Direct subsidiary of Waterstone Financial, Inc.

⁽²⁾ Direct subsidiary of WaterStone Bank

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Waterstone Financial, Inc

We consent to the incorporation by reference in the Registration Statements on Form S-8 of Waterstone Financial, Inc. of our reports dated March 16, 2010, with respect to the consolidated statements of financial condition of Waterstone Financial, Inc. and Subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of operations, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2009, and the effectiveness of internal control over financial reporting as of December 31, 2009, which reports appear in the December 31, 2009 annual report on Form 10-K of Waterstone Financial, Inc.

/s/ KPMG LLP

Milwaukee, Wisconsin
March 16, 2010

CERTIFICATION

I, Douglas S. Gordon, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2009 of Waterstone Financial, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2010

/s/ Douglas S. Gordon
Douglas S. Gordon,
Chief Executive Officer

CERTIFICATION

I, Richard C. Larson, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2009 of Waterstone Financial, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2010

/s/ Richard C. Larson
Richard C. Larson,
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Waterstone Financial, Inc. (the "Company") on Form 10-K for the year ended December 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas S. Gordon, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Douglas S. Gordon
Douglas S. Gordon
Chief Executive Officer
March 16, 2010

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Waterstone Financial, Inc. (the "Company") on Form 10-K for the year ended December 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard C. Larson, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard C. Larson
Richard C. Larson
Chief Financial Officer
March 16, 2010

**WATERSTONE FINANCIAL, INC.
-DIRECTORS**

PATRICK S. LAWTON
Chairman of the Board

THOMAS E. DALUM

DOUGLAS S. GORDON

MICHAEL L. HANSEN

STEPHEN J. SCHMIDT

**WATERSTONE FINANCIAL, INC.
-OFFICERS**

DOUGLAS S. GORDON
Chief Executive Officer & President

WILLIAM F. BRUSS
General Counsel, Secretary & Senior Vice President

RICHARD C. LARSON
Chief Financial Officer, Treasurer & Senior Vice President

AS OF FEBRUARY 2010



**WATERSTONE BANK SSB
-OFFICERS**

DOUGLAS S. GORDON
Chief Executive Officer & President

WILLIAM F. BRUSS
General Counsel, Secretary & Senior Vice President

RICHARD C. LARSON
Chief Financial Officer, Treasurer & Senior Vice President

DON BRAY
Chief Information Officer & Vice President

DAVE PROVANCHER
Chief Credit Officer & Vice President

KURT ANDRAE
Vice President

REBECCA M. ARNDT
Vice President

ANDREW BOARIO
Vice President

JAMES CROWLEY
Vice President

TODD M. CRUCIANI
Vice President

MICHAEL GRIEBEL
Vice President

ROBERT J. SCHROEDER
Vice President

KENNETH A. SNYDER
Vice President

JANET AGNELLO
Assistant Vice President

BRIAN DELORENZO
Assistant Vice President

JUDY L. GEBHARD
Assistant Vice President

MARK R. GERKE
Corporate Controller

MARGARET HAAGENSEN
Assistant Vice President

KIM IGIELSKI
Assistant Vice President

JODI L. JOHNSON
Assistant Vice President

JACK KAHL
Assistant Vice President

COLLETTE M. KENDZIERSKI
Assistant Vice President

MEGAN MCCOY
Assistant Vice President

SALLY MCPADDEN
Assistant Vice President

BRYAN J. OLEN
Assistant Vice President

THERESE M. PEKAR
Assistant Vice President

MARK VAP
Assistant Vice President

JUDY M. WAGNER
Assistant Controller

KPMG, LLP
Auditors

**LUSE GORMAN
POMERENK & SCHICK, P.C.**
Special Counsel

Waterstone

FINANCIAL, INC.

CORPORATE CENTER

11200 West Plank Court
Wauwatosa WI 53226



WAUWATOSA
75th & State Street

FRANKLIN/HALES CORNERS

Hwy 100 & Speedway Drive

GERMANTOWN/MENOMONEE FALLS

Appleton Ave & Maple Road

OAK CREEK

27th & College Avenue

OCONOMOWOC/LAKE COUNTRY

Hwy 67 & I-94

PEWAUKEE

Hwy 16 & Capitol Drive

WAUKESHA/BROOKFIELD

Hwy 18 & I-94

WEST ALLIS

I-894 & Greenfield Avenue