CARVER BANCORP INC
Form 10-Q
August 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the quarterly period ended June 30, 2014

OR

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

For the transition period from to

Commission File Number: 1-13007

CARVER BANCORP, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	13-3904174 (I.R.S. Employer Identification No.)
75 West 125th Street, New York, New York (Address of Principal Executive Offices)	10027 (Zip Code)

Registrant’s telephone number, including area code: (718) 230-2900

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.

þ Yes o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

þ Yes oNo

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

o Large Accelerated Filer o Accelerated Filer o Non-accelerated Filer x Smaller Reporting Company

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

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date.

Class	Outstanding at August 11, 2014
Common Stock, par value $0.01	3,696,060

TABLE OF CONTENTS

		Page
PART I.	FINANCIAL INFORMATION	
Item 1.	Financial Statements	
	Consolidated Statements of Financial Condition as of June 30, 2014 (unaudited) and March 31, 2014	1
	Consolidated Statements of Operations for the Three Months Ended June 30, 2014 and 2013 (unaudited)	2
	Consolidated Statements of Comprehensive Income (Loss) for the Three Months Ended June 30, 2014 and 2013 (unaudited)	3
	Consolidated Statement of Changes in Equity for the Three Months Ended June 30, 2014 (unaudited)	4
	Consolidated Statements of Cash Flows for the Three Months Ended June 30, 2014 and 2013 (unaudited)	5
	Notes to Consolidated Financial Statements (unaudited)	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	22
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	39
Item 4.	Controls and Procedures	39
PART II.	OTHER INFORMATION	
Item 1.	Legal Proceedings	40
Item 1A.	Risk Factors	40
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	41
Item 3.	Defaults Upon Senior Securities	41
Item 4.	Mine Safety Disclosures	41
Item 5.	Other Information	41
Item 6.	Exhibits	41
SIGNATURES		43

Exhibit 11
Exhibit 31.1
Exhibit 31.2

Exhibit 32.1
Exhibit 32.2
Exhibits 101

PART I. FINANCIAL INFORMATION

CARVER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

$ in thousands except per share data	June 30, 2014 (unaudited)	March 31, 2014
ASSETS		
Cash and cash equivalents:		
Cash and due from banks	$114,830	$115,239
Money market investments	6,569	7,315
Total cash and cash equivalents	121,399	122,554
Restricted cash	6,354	6,354
Investment securities:		
Available-for-sale, at fair value	95,715	89,461
Held-to-maturity, at amortized cost (fair value of $8,940 and $8,971 at June 30, 2014 and March 31, 2014, respectively)	8,830	9,029
Total investments	104,545	98,490
Loans held-for-sale (“HFS”)	2,611	5,011
Loans receivable:		
Real estate mortgage loans	355,062	362,888
Commercial business loans	35,481	26,930
Consumer loans	343	138
Loans, net	390,886	389,956
Allowance for loan losses	(7,066)	(7,233)
Total loans receivable, net	383,820	382,723
Premises and equipment, net	7,695	7,830
Federal Home Loan Bank of New York (“FHLB-NY”) stock, at cost	2,772	3,101
Accrued interest receivable	2,590	2,557
Other assets	12,315	11,218
Total assets	$644,101	$639,838
LIABILITIES AND EQUITY		
LIABILITIES:		
Deposits:		
Savings	$97,443	$98,051
Non-interest bearing checking	51,948	53,232
Interest-bearing checking	28,401	24,271
Money market	135,920	127,655
Certificates of deposit	205,044	206,157
Total deposits	518,756	509,366
Advances from the FHLB-NY and other borrowed money	62,403	70,403
Other liabilities	10,024	8,900
Total liabilities	591,183	588,669
EQUITY		
Preferred stock, (par value $0.01 per share: 45,118 Series D shares, with a liquidation preference of $1,000 per share, issued and outstanding)	45,118	45,118
	61	61

Common stock (par value $0.01 per share: 10,000,000 shares authorized; 3,697,836 shares issued; 3,695,892 shares outstanding at June 30, 2014 and March 31, 2014)		
Additional paid-in capital	56,115	56,114
Accumulated deficit	(44,397)	(44,570)
Treasury stock, at cost (1,944 shares at June 30, 2014 and March 31, 2014)	(417)	(417)
Accumulated other comprehensive loss	(3,210)	(4,768)
Total equity attributable to Carver Bancorp, Inc.	53,270	51,538
Non-controlling interest	(352)	(369)
Total equity	52,918	51,169
Total liabilities and equity	$644,101	$639,838

See accompanying notes to consolidated financial statements

CARVER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended June 30,	
$ in thousands	2014	2013
Interest income:		
Loans	$5,162	$4,915
Mortgage-backed securities	206	263
Investment securities	324	348
Money market investments	66	43
Total interest income	5,758	5,569
Interest expense:		
Deposits	722	697
Advances and other borrowed money	270	313
Total interest expense	992	1,010
Net interest income	4,766	4,559
Provision for (recovery of) loan losses	(781)	831
Net interest income after provision for loan losses	5,547	3,728
Non-interest income:		
Depository fees and charges	896	912
Loan fees and service charges	95	299
Gain on sale of securities	4	278
Gain on sales of loans, net	—	490
Gain (loss) on real estate owned	4	(48)
Lower of cost or market adjustment on loans held-for-sale	—	(69)
Other	204	266
Total non-interest income	1,203	2,128
Non-interest expense:		
Employee compensation and benefits	2,787	2,368
Net occupancy expense	885	871
Equipment, net	175	175
Data processing	277	356
Consulting fees	88	120
Federal deposit insurance premiums	238	309
Other	2,094	1,081
Total non-interest expense	6,544	5,280
Income before income taxes	206	576
Income tax expense	16	73
Consolidated net income	190	503
Less: Net income attributable to non-controlling interest	17	93
Net income attributable to Carver Bancorp, Inc.	$173	$410
Earnings per common share:		
Basic	$0.05	$0.11

Diluted	$0.05	$0.11

See accompanying notes to consolidated financial statements

CARVER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	Three Months Ended June 30,	
$ in thousands	2014	2013
Net income attributable to Carver Bancorp, Inc.	$173	$410
Other comprehensive income (loss), net of tax:		
Change in unrealized loss of securities available-for-sale	1,562	(4,119)
Less: Reclassification adjustment for sales of available-for-sale securities, net of tax	4	278
Total other comprehensive income (loss), net of tax	1,558	(4,397)
Total comprehensive income (loss), net of tax attributable to Carver Bancorp, Inc.	$1,731	$(3,987)

See accompanying notes to consolidated financial statements

CARVER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
For the three months ended June 30, 2014
(Unaudited)

($ in thousands)	Preferred Stock	Common Stock	Additional Paid-In Capital	Treasury Stock	Non-controlling interest	Accumulated deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance — March 31, 2014	$45,118	$61	$56,114	$(417)	$ (369)	$ (44,570)	$ (4,768)	$51,169
Net income attributable to Carver Bancorp, Inc.	—	—	—	—	—	173	—	173
Other comprehensive income (loss), net of taxes	—	—	—	—	—	—	1,558	1,558
Income attributable to non-controlling interest	—	—	—	—	17	—	—	17
Stock based compensation expense	—	—	1	—	—	—	—	1
Balance — June 30, 2014	$45,118	$61	$56,115	$(417)	$ (352)	$ (44,397)	$ (3,210)	$52,918

See accompanying notes to consolidated financial statements

4

CARVER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

($ in thousands)	Three Months Ended June 30, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income before attribution to noncontrolling interests	$190	$503
Net income attributable to noncontrolling interests, net of taxes	17	93
Net income attributable to Carver Bancorp, Inc.	173	410
Adjustments to reconcile net income/(loss) to net cash (used in) provided by operating activities:		
Provision for (recovery of) loan losses	(781)	831
Stock based compensation expense	1	1
Depreciation and amortization expense	122	279
Loss on real estate owned	(4)	48
Gain on sale of securities, net	(4)	(278)
Gain on sale of loans, net	—	(490)
Amortization and accretion of loan premiums and discounts and deferred charges	(111)	(59)
Amortization and accretion of premiums and discounts — securities	66	(756)
Market adjustment on held-for-sale loans	—	69
Proceeds from sale of loans held-for-sale	—	9,247
Assets repurchased from third parties	—	(697)
Increase in accrued interest receivable	(33)	(170)
Decrease (increase) in other assets	2,303	(8,955)
Increase (decrease) in other liabilities	1,140	(824)
Net cash provided by operating activities	2,872	(1,344)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of investments: Available-for-sale	(5,534)	(30,180)
Proceeds from principal payments, maturities, calls and sales of investments: Available-for-sale	784	21,347
Proceeds from principal payments, maturities and calls of investments: Held-to-maturity	192	652
Originations of loans held-for-investment	(14,721)	(18,061)
Principal collections on loans	13,519	26,060
Proceeds on sale of loans	—	242
Decrease in restricted cash	—	4,110
Purchase (redemption) of FHLB-NY stock	330	(363)
Purchase of premises and equipment	13	(7)
Net cash provided by (used in) investing activities	(5,417)	3,800
CASH FLOW FROM FINANCING ACTIVITIES		
Net increase (decrease) in deposits	9,390	(10,249)
Net (decrease) increase in FHLB-NY advances and other borrowings	(8,000)	11,000
Net cash provided by financing activities	1,390	751
Net (decrease) increase in cash and cash equivalents	(1,155)	3,207
Cash and cash equivalents at beginning of period	122,554	104,646
Cash and cash equivalents at end of period	$121,399	$107,853

Supplemental cash flow information:

Noncash financing and investing activities		
Change in unrealized loss on valuation of available-for-sale investments, net	$1,559	$(4,397)
Transfers from loans held-for-investment to loans held-for-sale	$—	$5,435
Transfers to real estate owned	$2,434	$290
Cash paid for-		
Interest	$881	$988
Income taxes	$20	$22

See accompanying notes to consolidated financial statements

5

CARVER BANCORP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements (Unaudited)
NOTE 1. ORGANIZATION

Nature of operations

Carver Bancorp, Inc. (on a stand-alone basis, the “Company” or “Registrant”), was incorporated in May 1996 and its principal wholly owned subsidiaries are Carver Federal Savings Bank (the “Bank” or “Carver Federal”) and Alhambra Holding Corp., an inactive Delaware corporation. Carver Federal's wholly owned subsidiaries are CFSB Realty Corp., Carver Community Development Corporation (“CCDC”) and CFSB Credit Corp., which is currently inactive. The Bank has a majority-owned interest in Carver Asset Corporation, a real estate investment trust formed in February 2004.

“Carver,” the “Company,” “we,” “us” or “our” refers to the Company along with its consolidated subsidiaries. The Bank was chartered in 1948 and began operations in 1949 as Carver Federal Savings and Loan Association, a federally-chartered mutual savings and loan association. The Bank converted to a federal savings bank in 1986. On October 24, 1994, the Bank converted from a mutual holding company structure to stock form and issued 2,314,375 shares of its common stock, par value $0.01 per share. On October 17, 1996, the Bank completed its reorganization into a holding company structure (the “Reorganization”) and became a wholly owned subsidiary of the Company.

In September 2003, the Company formed Carver Statutory Trust I (the “Trust”) for the sole purpose of issuing trust preferred securities and investing the proceeds in an equivalent amount of floating rate junior subordinated debentures of the Company. In accordance with Accounting Standards Codification (“ASC”) 810, “Consolidations,” Carver Statutory Trust I is unconsolidated for financial reporting purposes.

Carver Federal’s principal business consists of attracting deposit accounts through its branches and investing those funds in mortgage loans and other investments permitted by federal savings banks. The Bank has ten branches located throughout the City of New York that primarily serve the communities in which they operate.

On February 7, 2011, Carver Federal Savings Bank and Carver Bancorp, Inc. consented to enter into Cease and Desist Orders (“Orders”) with the Office of Thrift Supervision (“OTS”). The OTS issued these Orders based upon its findings that the Company was operating with an inadequate level of capital for the volume, type and quality of assets held by the Company, that it was operating with an excessive level of adversely classified assets, and earnings inadequate to augment its capital. Effective July 21, 2011, supervisory authority for the Orders passed to the Board of Governors of the Federal Reserve System and the Office of the Comptroller of the Currency (“OCC”). No assurances can be given that the Bank and the Company will continue to comply with all provisions of the Orders. Failure to comply with these provisions could result in further regulatory actions to be taken by the regulators.

On June 29, 2011, the Company raised $55 million of capital by issuing 55,000 shares of mandatorily convertible non-voting participating preferred stock, Series C (the “Series C preferred stock”). The issuance resulted in a $51.4 million increase in equity after considering the effect of various expenses associated with the capital raise. The capital raise enabled the Company to make a capital injection of $37 million in the Bank on June 30, 2011. In December 2011, another $7 million capital injection was made in the Bank. The remainder of the net capital raised is retained by the Company for future strategic purposes or to downstream into the Bank, if necessary. No assurances can be given that the amount of capital raised is sufficient to absorb the expected losses in the Bank's loan portfolio. Should the losses be greater than expected, additional capital may be necessary in the future.

On October 25, 2011, Carver's stockholders voted to approve a 1-for-15 reverse stock split. A separate vote of approval was given to convert the Series C preferred stock to non-cumulative non-voting participating preferred stock, Series D (“the Series D preferred stock”) and to common stock and to exchange the U.S. Treasury's (“Treasury”) Community Development Capital Initiative (“CDCI”) Series B preferred stock for common stock.

On October 27, 2011, the 1-for-15 reverse stock split was effected, which reduced the number of outstanding shares of common stock from 2,492,415 to 166,161.

On October 28, 2011, the Treasury exchanged the CDCI Series B preferred stock for 2,321,286 shares of Carver common stock and the Series C preferred stock converted into 1,208,039 shares of Carver common stock and 45,118 shares of Series D preferred stock.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of consolidated financial statement presentation

The consolidated financial statements include the accounts of the Company, the Bank and the Bank's wholly owned or majority-owned subsidiaries, Carver Asset Corporation, CFSB Realty Corp., CCDC, and CFSB Credit Corp. All significant intercompany accounts and transactions have been eliminated in consolidation.

The consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month period ended June 30, 2014 are not necessarily indicative of the results that may be expected for the year ended March 31, 2015. The consolidated balance sheet at June 30, 2014 has been derived from the unaudited consolidated financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated statement of financial condition and revenues and expenses for the period then ended. These unaudited consolidated financial statements should be read in conjunction with the March 31, 2014 Annual Report to Stockholders on Form 10-K. Amounts subject to significant estimates and assumptions are items such as the allowance for loan losses, valuation of real estate owned, realization of deferred tax assets, and the fair value of financial instruments. While management uses available information to recognize losses on loans, future additions to the allowance for loan losses or future writedowns of real estate owned may be necessary based on changes in economic conditions in the areas where Carver Federal has extended mortgages and other credit instruments. Actual results could differ significantly from those assumptions. Current market conditions increase the risk and complexity of the judgments in these estimates.

In addition, the OCC, Carver Federal's regulator, as an integral part of its examination process, periodically reviews Carver Federal's allowance for loan losses and, if applicable, real estate owned valuations. The OCC may require Carver Federal to recognize additions to the allowance for loan losses or additional writedowns of real estate owned based on their judgments about information available to them at the time of their examination.

In addition, no assurances can be given that the Bank and the Company will continue to comply with all provisions of the Order. Failure to comply with these provisions could result in further regulatory actions to be taken by the regulators.

NOTE 3. EARNINGS PER COMMON SHARE

The following table reconciles the earnings available to common shareholders (numerator) and the weighted average common stock outstanding (denominator) for both basic and diluted earnings per share for the following periods:

	Three Months Ended June 30,	
$ in thousands except per share data	2014	2013
Earnings per common share		
Net income available to common shareholders of Carver Bancorp, Inc.	$173	$410
Weighted average common shares outstanding	3,696,225	3,695,966
Basic earnings per common share	$0.05	$0.11
Diluted earnings per common share	$0.05	$0.11

NOTE 4. COMMON STOCK DIVIDENDS

As previously disclosed in a Form 8-K filed with the SEC on October 29, 2010, the Company’s Board of Directors announced that, based on highly uncertain economic conditions and the desire to preserve capital, Carver suspended payment of the quarterly cash dividend on its common stock. In accordance with the Orders, the Bank and Company are also prohibited from paying any dividends without prior regulatory approval, and, as such, suspended the regularly quarterly cash dividend payments on the Company's Series B preferred stock issued under the Trouble Asset Relief Program Capital Purchase Program (“TARP CPP”) to the United States Department of Treasury (“Treasury”). On October 18, 2011, Carver received approval from the Federal

Reserve Bank to pay all outstanding dividend payments (which included $192 thousand accrued during the six month period ended September 30, 2011) on the Company's Series B preferred stock issued under the TARP CPP. There are no assurances that the payments of dividends on the common stock will resume.

Debenture interest payments which had previously been deferred in March 2011 and June 2011 on the Carver Statutory Trust I trust preferred securities (“TruPS”) were brought current in September 2011 before the regulators precluded future payments without prior approval. The expense continues to be accrued and the payments remain on deferral status.

On October 28, 2011, the Treasury exchanged the CDCI Series B preferred stock for 2,321,286 shares of Carver common stock and the Series C preferred stock converted into 1,208,039 shares of Carver common stock and 45,118 shares of Series D preferred stock. Series C stock was previously reported as Mezzanine equity, and upon conversion to common and Series D preferred stock is now reported as equity attributable to Carver Bancorp, Inc. The holders of the Series D Preferred Stock are entitled to receive dividends, on an as-converted basis, simultaneously to the payment of any dividends on the common stock.

NOTE 5. OTHER COMPREHENSIVE INCOME (LOSS)

The following tables set forth changes in each component of accumulated other comprehensive loss, net of tax for the three months ended June 30, 2014 and 2013:

Three months ended June 30, 2014 $ in thousands	At March 31, 2014	Other Comprehensive Income, net of tax	At June 30, 2014
Net unrealized loss on securities available-for-sale	$(4,768)	$1,558	$(3,210)
Accumulated other comprehensive loss	$(4,768)	$1,558	$(3,210)

Three months ended June 30, 2013 $ in thousands	At March 31, 2013	Other Comprehensive Income, net of tax	At June 30, 2013
Net unrealized loss on securities available-for-sale	$1,064	$(4,397)	$(3,333)
Net unrealized loss on pension liability	(501)	—	(501)
Accumulated other comprehensive loss	$563	$(4,397)	$(3,834)

The following table sets forth information about amounts reclassified from accumulated other comprehensive loss to the consolidated statement of operations and the affected line item in the statement where net income is presented.

$ in thousands	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Affected Line Item in the Consolidated Statement of Operations
Reclassification adjustment for sales of available-for-sale securities, net of tax	4	278	Gain on sale of securities
Total reclassifications for the period	$4	$278	

NOTE 6. INVESTMENT SECURITIES

The Bank utilizes mortgage-backed and other investment securities in its asset/liability management strategy. In making investment decisions, the Bank considers, among other things, its yield and interest rate objectives, its interest rate and credit risk position, and its liquidity and cash flow.

Generally, the investment policy of the Bank is to invest funds among categories of investments and maturities based upon the Bank's asset/liability management policies, investment quality, loan and deposit volume and collateral requirements, liquidity needs and performance objectives. ASC Subtopics 320-10-25 requires that securities be classified into three categories: trading, held-to-maturity, and available-for-sale. At June 30, 2014, $95.7 million, or 91.6%, of the Bank's mortgage-backed and

other investment securities were classified as available-for-sale, and the remaining $8.8 million, or 8.4%, were classified as held-to-maturity. The Bank had no securities classified as trading at June 30, 2014.

The following table sets forth the amortized cost and estimated fair value of securities available-for-sale and held-to-maturity at June 30, 2014:

$ in thousands	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair-Value
Available-for-Sale:				
Mortgage-backed securities:				
Government National Mortgage Association	$5,909	$—	$(241)	$5,668
Federal Home Loan Mortgage Corporation	11,809	8	(314)	11,503
Federal National Mortgage Association	10,619	2	(247)	10,374
Other	48	—	—	48
Total mortgage-backed securities	28,385	10	(802)	27,593
U.S. Government Agency Securities	55,010	1	(2,079)	52,932
Other investments	15,533	—	(343)	15,190
Total available-for-sale	98,928	11	(3,224)	95,715
Held-to-Maturity*:				
Mortgage-backed securities:				
Government National Mortgage Association	3,576	242	—	3,818
Federal National Mortgage Association	5,254	—	(132)	5,122
Total held-to-maturity mortgage-backed securities	8,830	242	(132)	8,940
Total securities	$107,758	$253	$(3,356)	$104,655

* The carrying amount and amortized cost are the same for all held-to-maturity securities, as no OTTI has been recorded.

The following table sets forth the amortized cost and estimated fair value of securities available-for-sale and held-to-maturity at March 31, 2014:

$ in thousands	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-Sale:				
Mortgage-backed securities:				
Government National Mortgage Association	$5,972	$—	$(307)	$5,665
Federal Home Loan Mortgage Corporation	12,160	—	(564)	11,596
Federal National Mortgage Association	10,897	—	(466)	10,431
Other	49	—	—	49
Total mortgage-backed securities	29,078	—	(1,337)	27,741
U.S. Government Agency Securities	55,155	—	(2,966)	52,189
Other investments	10,000	—	(469)	9,531
Total available-for-sale	94,233	—	(4,772)	89,461
Held-to-Maturity*:				
Mortgage-backed securities:				
Government National Mortgage Association	3,743	225	—	3,968
Federal National Mortgage Association	5,079	—	(283)	4,796
Total held-to-maturity mortgage-backed securities	8,822	225	(283)	8,764
Other	207	—	—	207
Total held-to-maturity	9,029	225	(283)	8,971
Total securities	$103,262	$225	$(5,055)	$98,432

* The carrying amount and amortized cost are the same for all held-to-maturity securities, as no OTTI has been recorded.

9

The following table sets forth the unrealized losses and fair value of securities in an unrealized loss position at June 30, 2014 for less than 12 months and 12 months or longer:

$ in thousands	Less than 12 months		12 months or longer		Total	
	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
Available-for-Sale:						
Mortgage-backed securities	$—	$—	$(802)	$25,707	$(802)	$25,707
U.S. Government Agency Securities	—	—	(2,079)	45,931	(2,079)	45,931
Other investments	—	—	(343)	9,657	(343)	9,657
Total available-for-sale securities	—	—	(3,224)	81,295	(3,224)	81,295
Held-to-Maturity:						
Mortgage-backed securities	—	—	(132)	4,923	(132)	4,923
Total held-to-maturity securities	—	—	(132)	4,923	(132)	4,923
Total securities	$—	$—	$(3,356)	$86,218	$(3,356)	$86,218

The following table sets forth the unrealized losses and fair value of securities in an unrealized loss position at March 31, 2014 for less than 12 months and 12 months or longer:

$ in thousands	Less than 12 months		12 months or longer		Total	
	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value
Available-for-Sale:						
Mortgage-backed securities	$(322)	$7,569	$(1,015)	$20,123	$(1,337)	$27,692
U.S. Government Agency Securities	(1,646)	34,074	(1,320)	18,115	(2,966)	52,189
Other investments	(469)	9,531	—	—	(469)	9,531
Total available-for-sale securities	(2,437)	51,174	(2,335)	38,238	(4,772)	89,412
Held-to-Maturity:						
Mortgage-backed securities	(283)	4,796	—	—	(283)	4,796
Total held-to-maturity securities	(283)	4,796	—	—	(283)	4,796
Total securities	$(2,720)	$55,970	$(2,335)	$38,238	$(5,055)	$94,208

A total of 29 securities had an unrealized loss at June 30, 2014 compared to 34 at March 31, 2014. The majority of the securities in an unrealized loss position were U.S. Government Agency securities and mortgage-backed securities, representing 56.5% and 31.6% of total available-for-sale securities in an unrealized loss position at June 30, 2014. There were seventeen mortgage-backed securities and nine U.S. Government Agency securities in an unrealized loss position that had an unrealized loss for more than 12 months at June 30, 2014. Given the high credit quality of the securities which are backed by the U.S. government's guarantees, the risk of credit loss is minimal. Management believes that these unrealized losses are a direct result of the current rate environment and has the ability and intent to hold the securities until maturity or the valuation recovers.

The amount of an other-than-temporary impairment when there are credit and non-credit losses on a debt security which management does not intend to sell, and for which it is more likely than not that the Bank will not be required to sell the security prior to the recovery of the non-credit impairment, the portion of the total impairment that is attributable to the credit loss would be recognized in earnings. The remaining difference between the debt security’s amortized cost basis and its fair value would be included in other comprehensive income (loss). At June 30, 2014, the Bank does not have any securities that are classified as having other-than-temporary impairment in its investment

portfolio.

The following is a summary of the carrying value (amortized cost) and fair value of securities at June 30, 2014, by remaining period to contractual maturity (ignoring earlier call dates, if any). Actual maturities may differ from contractual maturities because certain security issuers have the right to call or prepay their obligations. The table below does not consider the effects of possible prepayments or unscheduled repayments.

$ in thousands	Amortized Cost	Fair Value	Weighted Average Yield	
Available-for-Sale:				
Less than one year	$5,533	$5,533	0.25	%
One through five years	8,000	7,995	0.98	%
Five through ten years	24,106	23,153	1.65	%
After ten years	61,289	59,034	2.07	%
Total	$98,928	$95,715	1.77	%
Held-to-maturity:				
Five through ten years	$5,056	$4,924	2.37	%
After ten years	3,774	4,016	3.72	%
Total	$8,830	$8,940	2.95	%

NOTE 7. LOANS RECEIVABLE AND ALLOWANCE FOR LOAN AND LEASE LOSSES

The loans receivable portfolio is segmented into one-to-four family, multifamily mortgage, commercial real estate, construction, business (including Small Business Administration loans), and consumer loans.

The allowance for loan and lease loss ("ALLL") reflects management's judgment in the evaluation of probable loan losses inherent in the portfolio at the balance sheet date. Management uses a disciplined process and methodology to calculate the ALLL each quarter. To determine the total ALLL, management estimates the reserves needed for each segment of the loan portfolio, including loans analyzed individually and loans analyzed on a pooled basis.

From time to time, events or economic factors may affect the loan portfolio, causing management to provide additional amounts or release balances from the ALLL. The ALLL is sensitive to risk ratings assigned to individually evaluated loans and economic assumptions and delinquency trends. Individual loan risk ratings are evaluated based on the specific facts related to that loan. Additions to the ALLL are made by charges to the provision for loan losses. Credit exposures deemed to be uncollectible are charged against the ALLL, while recoveries of previously charged off amounts are credited to the ALLL.

The following is a summary of loans receivable, net of allowance for loan losses, and loans held-for-sale at June 30, 2014 and March 31, 2014:

	June 30, 2014			March 31, 2014		
$ in thousands	Amount	Percent		Amount	Percent	
Gross loans receivable:						
One-to-four family	$108,625	28	%	$111,220	29	%
Multifamily	45,395	12	%	47,399	12	%
Commercial real estate	195,542	50	%	198,808	51	%
Construction	5,102	1	%	5,100	1	%
Business	35,664	9	%	27,149	7	%
Consumer [1]	343	—	%	138	—	%
Total loans receivable	$390,671	100	%	$389,814	100	%
Add:						
Premium on loans	897			957		

Less:		
Deferred fees and loan discounts,net	(682)	(815)
Allowance for loan losses	(7,066)	(7,233)
Total loans receivable, net	$383,820	$382,723

[1] Includes personal loans

11

The following is an analysis of the allowance for loan losses based upon the method of evaluating loan impairment for the three month periods ended June 30, 2014 and 2013, and the fiscal year ended March 31, 2014.

Three months ended June 30, 2014

$ in thousands	One-to-four family	Multifamily	Commercial Real Estate	Construction	Business	Consumer	Total
Allowance for loan losses:							
Beginning Balance	$3,377	$308	$1,835	$—	$1,705	$8	$7,233
Charge-offs	83	—	—	—	—	—	83
Recoveries	354	8	201	—	133	1	697
Provision for Loan Losses	275	20	(1,223)	201	(58)	4	(781)
Ending Balance	$3,923	$336	$813	$201	$1,780	$13	$7,066
Allowance for Loan Losses Ending Balance: collectively evaluated for impairment	2,838	158	792	201	1,166	12	5,167
Allowance for Loan Losses Ending Balance: individually evaluated for impairment	1,085	178	21	—	614	1	1,899
Loan Receivables Ending Balance	$109,572	$45,521	$194,897	$5,072	$35,481	$343	$390,886
Ending Balance: collectively evaluated for impairment	102,756	44,085	190,571	5,072	30,702	338	373,524
Ending Balance: individually evaluated for impairment	6,816	1,436	4,326	—	4,779	5	17,362

Fiscal year ended March 31, 2014

$ in thousands	One-to-four family	Multifamily	Commercial Real Estate	Construction	Business	Consumer	Total
Allowance for loan losses:							
Beginning Balance	$3,496	$408	$3,298	$—	$3,759	$28	$10,989
Charge-offs	2,887	98	574	—	966	15	4,540
Recoveries	534	31	—	149	486	10	1,210
Provision for Loan Losses	2,234	(33)	(889)	(149)	(1,574)	(15)	(426)
Ending Balance	$3,377	$308	$1,835	$—	$1,705	$8	$7,233
Allowance for Loan Losses Ending Balance: collectively evaluated for impairment	2,857	216	1,580	—	941	8	5,602
Allowance for Loan Losses Ending Balance: individually evaluated for impairment	520	92	255	—	764	—	1,631
Loan Receivables Ending Balance:	$112,191	$47,525	$198,101	$5,070	$26,931	$138	389,956
	105,719	45,285	189,317	5,070	21,926	137	367,454

Ending Balance: collectively evaluated for impairment							
Ending Balance: individually evaluated for impairment	6,472	2,240	8,784	—	5,005	1	22,502

12

Three months ended June 30, 2013							
$ in thousands	One-to-four family	Multifamily	Commercial Real Estate	Construction	Business	Consumer	Total
Allowance for loan losses:							
Beginning Balance	$3,496	$408	$3,298	$—	$3,759	$28	$10,989
Charge-offs	617	—	512	—	393	17	1,539
Recoveries	—	10	—	—	24	2	36
Provision for Loan Losses	1,416	(173)	205	167	(787)	3	831
Ending Balance	$4,295	$245	$2,991	$167	$2,603	$16	$10,317
Allowance for Loan Losses Ending Balance: collectively evaluated for impairment	3,734	246	1,820	167	2,136	15	8,118
Allowance for Loan Losses Ending Balance: individually evaluated for impairment	561	—	1,171	—	467	—	2,199
Loan Receivables Ending Balance:	$72,099	$57,572	$186,688	$5,759	$33,302	$247	$355,667
Ending Balance: collectively evaluated for impairment	64,788	56,956	176,501	5,100	27,291	247	330,883
Ending Balance: individually evaluated for impairment	7,311	616	10,187	659	6,011	—	24,784

The following is a summary of nonaccrual loans at June 30, 2014 and March 31, 2014.

$ in thousands	June 30, 2014	March 31, 2014
Gross loans receivable:		
One-to-four family	$2,651	$2,301
Multifamily	671	2,240
Commercial real estate	3,979	7,024
Business	818	993
Consumer	5	1
Total nonaccrual loans	$8,124	$12,559

Nonaccrual loans decreased $4.4 million, or 35.3%, to $8.1 million at June 30, 2014 from $12.6 million at March 31, 2014.

Non-performing loans at June 30, 2014, were comprised of $5.1 million of loans 90 days or more past due and non-accruing, and included $3.0 million of loans classified as a troubled debt restructuring which had either not consistently performed in accordance with their modified terms or were not performing in accordance with their modified terms for at least six months.

Non-performing loans at March 31, 2014, were comprised of $9.0 million of loans 90 days or more past due and non-accruing, and included $3.0 million of loans classified as a troubled debt restructuring which had either not consistently performed in accordance with their modified terms or were not performing in accordance with their modified terms for at least six months.

At June 30, 2014, other non-performing assets totaled $6.7 million which consisted of other real estate owned and held-for-sale loans. At June 30, 2014, other real estate owned valued at $4.1 million comprised of ten

foreclosed properties, compared to $1.4 million comprised of eight properties at March 31, 2014. At June 30, 2014, held-for-sale loans totaled $2.6 million, compared to $5.0 million at March 31, 2014.

The Bank utilizes an internal loan classification system as a means of reporting problem loans within its loan categories. Loans may be classified as "Pass," “Special Mention,” “Substandard,” “Doubtful,” and “Loss.” Loans rated Pass have demonstrated satisfactory asset quality, earning history, liquidity, and other adequate margins of creditor protection. They represent a moderate credit risk and some degree of financial stability. Loans are considered collectible in full, but perhaps require greater than average amount of loan officer attention. Borrowers are capable of absorbing normal setbacks without failure. Loans rated Special Mention

---

have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. Loans rated Substandard are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loans rated Doubtful have all the weaknesses inherent in those classified Substandard with the added characteristic that the weaknesses present make collection or liquidation in full, based on currently existing facts, conditions and values, highly questionable and improbable. Loans classified as Loss are those considered uncollectible with insignificant value and are charged off immediately to the allowance for loan losses.

One-to-four family residential loans and consumer and other loans are rated non-performing if they are delinquent in payments ninety or more days, a troubled debt restructuring with less than six months contractual performance or past maturity. All other one-to-four family residential loans and consumer and other loans are performing loans.

As of June 30, 2014, the risk category by class of loans is as follows:

$ in thousands	Multifamily	Commercial Real Estate	Construction	Business
Credit Risk Profile by Internally Assigned Grade:				
Pass	$44,027	$187,418	$5,072	$30,033
Special Mention	—	2,744	—	138
Substandard	1,494	4,735	—	5,310
Doubtful	—	—	—	—
Loss	—	—	—	—
Total	$45,521	$194,897	$5,072	$35,481

	One-to-four family	Consumer
Credit Risk Profile Based on Payment Activity:		
Performing	$106,921	$338
Non-Performing	2,651	5
Total	$109,572	$343

As of March 31, 2014, and based on the most recent analysis performed, the risk category by class of loans is as follows:

$ in thousands	Multifamily	Commercial Real Estate	Construction	Business
Credit Risk Profile by Internally Assigned Grade:				
Pass	$46,028	$184,850	$5,070	$20,638
Special Mention	—	7,129	—	1,295
Substandard	1,497	6,122	—	4,998
Doubtful	—	—	—	—
Loss	—	—	—	—
Total	$47,525	$198,101	$5,070	$26,931

	One-to-four family	Consumer
Credit Risk Profile Based on Payment Activity:		
Performing	$109,890	$137
Non-Performing	2,301	1

Total	$112,191	$138

14

The following table presents an aging analysis of the recorded investment of past due financing receivable as of June 30, 2014 and March 31, 2014.

June 30, 2014

$ in thousands	30-59 Days Past Due	60-89 Days Past Due	90 or More Days Past Due	Total Past Due	Current	Total Financing Receivables
One-to-four family	$970	$438	$1,887	$3,295	$106,277	$109,572
Multifamily	—	—	671	671	44,850	45,521
Commercial real estate	989	778	2,208	3,975	190,922	194,897
Construction	—	—	—	—	5,072	5,072
Business	—	76	788	864	34,617	35,481
Consumer	9	1	5	15	328	343
Total	$1,968	$1,293	$5,559	$8,820	$382,066	$390,886

March 31, 2014

$ in thousands	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Financing Receivables
One-to-four family	$244	$888	$1,863	$2,995	$109,196	112,191
Multifamily	444	—	2,240	2,684	44,841	47,525
Commercial real estate	3,133	292	3,891	7,316	190,785	198,101
Construction	—	—	—	—	5,070	5,070
Business	—	131	993	1,124	25,807	26,931
Consumer	2	2	1	5	133	138
Total	$3,823	$1,313	$8,988	$14,124	$375,832	$389,956

The following table presents information on impaired loans with the associated allowance amount, if applicable, at June 30, 2014 and March 31, 2014.

	At June 30, 2014			At March 31, 2014		
$ in thousands	Recorded Investment	Unpaid Principal Balance	Associated Allowance	Recorded Investment	Unpaid Principal Balance	Associated Allowance
With no specific allowance recorded:						
One-to-four family	728	979	—	$639	$893	—
Multifamily	—	—	—	—	—	—
Commercial real estate	2,118	2,291	—	3,972	4,147	—
Construction	—	—	—	—	—	—
Business	1,009	1,009	—	341	402	—
Consumer	—	—	—	—	—	—
With an allowance recorded:						
One-to-four family residential	6,088	6,219	1,085	$5,833	$5,958	$520
Multi-family mortgage	1,436	1,436	178	2,240	2,240	92
Commercial real estate	2,208	2,208	21	4,812	5,023	255
Business	3,770	3,770	614	4,664	4,664	764
Consumer and other	5	5	1			
Total	17,362	17,917	1,899	22,501	23,327	1,631

15

The following tables presents information on average balances on impaired loans and the interest income recognized for the three month period ended June 30, 2014 and 2013.

	For the Three Months Ended June 30,			
	2014		2013	
$ in thousands	Average Balance	Interest Income Recognized	Average Balance	Interest Income Recognized
With no specific allowance recorded:				
One-to-four family residential	$729	$ 7	$1,740	$ 1
Multi-family mortgage	—	—	616	—
Commercial real estate	2,124	61	8,781	54
Construction	—	—	945	—
Business	1,022	64	1,648	7
Consumer and other	—	—	—	—
With an allowance recorded:				
One-to-four family residential	$6,089	$ 31	$5,100	$ 37
Multi-family mortgage	1,437	9	—	—
Commercial real estate	2,215	20	4,531	5
Business	3,413	55	4,545	36
Consumer and other	5	—	—	—
Total	17,034	247	27,906	140

In certain circumstances, the Bank will modify a loan as part of a troubled debt restructure ("TDR") under ASC Subtopic 310-40 and the related allowance under ASC Subtopic 310-10-35. Situations around these modifications may include extension of maturity date, reduction in the stated interest rate, rescheduling of future cash flows, reduction in the face amount of the debt or reduction of past accrued interest. Loans modified in TDRs are placed on nonaccrual status until the Company determines that future collection of principal and interest is reasonably assured, which generally requires that the borrower demonstrate performance according to the restructured terms for a period of at least six months.

There were no TDR modifications made during the three month period ended June 30, 2014.

The following table presents an analysis of those loan modifications that were classified as TDRs during the three month period ended June 30, 2013:

	Modifications to loans during the three month period ended June 30, 2013						
$ in thousands	Number of loans	Pre- modification outstanding recorded investment	Post modification recorded investment	Pre-Modification rate		Post-Modification rate	
One-to-four family residential	1	$551	$484	7.50	%	5.50	%
Business	1	$919	$919	6.00	%	6.00	%
Total	2	$1,470	$1,403				

In an effort to proactively resolve delinquent loans, Carver has selectively extended to certain borrowers concessions such as extensions, rate reductions or forbearance agreements. For the three month period ended June 30, 2013, one loan of $551 thousand was modified with an interest rate concession of 2% and one loan of $919 thousand was extended.

For the period ended June 30, 2014, there were no modified loans that subsequently defaulted within the last 12 months. For the period ended June 30, 2013, one modified business loan with an outstanding balance of $1.2 million subsequently defaulted within the following 12 month period.

At June 30, 2014, there were 13 loans in the TDR portfolio totaling $5.6 million that were on accrual status as the Company has determined that future collection of the principal and interest is reasonably assured. These have generally performed according to restructured terms for a period of at least six months. At March 31, 2014, there were 14 loans in the performing TDR portfolio totaling $6.3 million.
At June 30, 2014 and 2013, there were no loans to officers or directors of the Company.

NOTE 8. FAIR VALUE MEASUREMENTS

ASC 820 clarifies that fair value is an “exit” price, representing the amount that would be received when selling an asset, or paid when transferring a liability, in an orderly transaction between market participants. Fair value is thus a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1— Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

- Level 2— Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

- Level 3— Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

A financial instrument’s categorization within this valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following table presents, by valuation hierarchy, assets that are measured at fair value on a recurring basis as of June 30, 2014 and March 31, 2014, and that are included in the Company’s Consolidated Statements of Financial Condition at these dates:

	Fair Value Measurements at June 30, 2014, Using			
$ in thousands	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mortgage servicing rights	$—	$—	$250	250
Investment securities				
Available-for-sale:				
Mortgage-backed securities:				
Government National Mortgage Association	—	5,668	—	5,668
Federal Home Loan Mortgage Corporation	—	11,503	—	11,503
Federal National Mortgage Association	—	10,374	—	10,374
Other		—	48	48
U.S. Government Agency Securities	—	52,932	—	52,932
Other investments	—	15,190	—	15,190
Total available-for-sale securities	—	95,667	48	95,715
Total assets	$—	$95,667	$298	$95,965

17

$ in thousands	Fair Value Measurements at March 31, 2014, Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mortgage servicing rights	$—	$—	$265	265
Investment securities				
Available-for-sale:				
Mortgage-backed securities:				
Government National Mortgage Association	—	5,665	—	5,665
Federal Home Loan Mortgage Corporation	—	11,596	—	11,596
Federal National Mortgage Association	—	10,431	—	10,431
Other	—	—	49	49
U.S. Government Agency securities	—	52,189	—	52,189
Other investments	—	9,531	—	9,531
Total available-for-sale securities	—	89,412	49	89,461
Total assets	$—	$89,412	$314	$89,726

Instruments for which unobservable inputs are significant to their fair value measurement (i.e., Level 3) include mortgage servicing rights (“MSR”) and certain mortgage-backed securities. Level 3 assets accounted for 0.05% of the Company’s total assets at June 30, 2014 and March 31, 2014.

The Company reviews and updates the fair value hierarchy classifications on a quarterly basis. Changes from one quarter to the next that are related to the observable inputs to a fair value measurement may result in a reclassification from one hierarchy level to another.

Below is a description of the methods and significant assumptions utilized in estimating the fair value of available-for-sale securities and MSR:

Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy.

If quoted market prices are not available for the specific security, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flows. These pricing models primarily use market-based or independently sourced market parameters as inputs, including, but not limited to, yield curves, interest rates, equity or debt prices, and credit spreads. In addition to market information, models also incorporate transaction details, such as maturity and cash flow assumptions. Securities valued in this manner would generally be classified within Level 2 of the valuation hierarchy and primarily include such instruments as mortgage-related securities and corporate debt.

In the three month period ended June 30, 2014, there were no transfers of investments between the Level 1 and Level 2 categories.

In certain cases where there is limited activity or less transparency around inputs to the valuation, securities are classified within Level 3 of the valuation hierarchy. In valuing certain securities, the determination of fair value may require benchmarking to similar instruments or analyzing default and recovery rates. Quoted price information for the MSRs is not available. Therefore, MSRs are valued using market-standard models to model the specific cash flow structure. Key inputs to the model consist of principal balance of loans being serviced, servicing fees and prepayment

rates.

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

The following table includes a rollforward of assets classified by the Company within Level 3 of the valuation hierarchy for the three months ended June 30, 2014 and 2013:

$ in thousands	Beginning balance, April 1, 2014	Total Realized/Unrealized Gains/(Losses) Recorded in Income [(1)]	Issuances / (Settlements)	Transfers to/(from) Level 3	Ending balance, June 30, 2014	Unrealized Gains and (Losses) Related to Instruments Held at June 30, 2014
Securities Available-for-Sale	$49	$ —	$(1)	$—	$48	$—
Mortgage servicing rights	265	(15)	—	—	250	(15)

$ in thousands	Beginning balance, April 1, 2013	Total Realized/Unrealized Gains/(Losses) Recorded in Income [(1)]	Issuances / (Settlements)	Transfers to/(from) Level 3	Ending balance, June 30, 2013	Unrealized Gains and (Losses) Related to Instruments Held at June 30, 2013
Securities Available-for-Sale	$50	$ —	$—	$—	$50	$—
Mortgage servicing rights	275	—	—	—	275	—

[(1)] Includes net servicing cash flows and the passage of time.

Certain assets are measured at fair value on a non-recurring basis. Such instruments are subject to fair value adjustments under certain circumstances (e.g. when there is evidence of impairment). The following table presents assets and liabilities that were measured at fair value on a non-recurring basis as of June 30, 2014 and March 31, 2014, and that are included in the Company's Consolidated Statements of Financial Condition at these dates:

	Fair Value Measurements at June 30, 2014, Using			
$ in thousands	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Loans held-for-sale	$—	$2,611	$—	$2,611
Impaired loans with a specific reserve allocated	$—	$—	$11,608	$11,608
Other real estate owned	$—	4,124	—	$4,124

	Fair Value Measurements at March 31, 2014, Using			
$ in thousands	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Loans held-for-sale	$—	$5,011	$—	$5,011
Impaired loans with a specific reserve allocated	$—	$—	$8,115	$8,115
Other real estate owned	$—	$1,369	$—	$1,369

Loans held-for-sale are carried at the lower of cost or market value. The valuation methodology for loans held-for-sale for the period ended June 30, 2014 was based upon amounts offered, or other acceptable valuation methods and, in some instances, prior loan loss experience of Carver in connection with recent note sales.

The fair values of collateral dependent impaired loans are determined using various valuation techniques, including consideration of appraised values and other pertinent real estate market data.

Other real estate owned represents property acquired by the Bank in settlement of loans less costs to sell (i.e., through foreclosure, repossession or as an in-substance foreclosure). These assets are recorded at the lower of their cost or fair value.

NOTE 9. FAIR VALUE OF FINANCIAL INSTRUMENTS

Disclosures regarding the fair value of financial instruments are required to include, in addition to the carrying value, the fair value of certain financial instruments, both assets and liabilities recorded on and off-balance sheet, for which it is practicable to estimate fair value. Accounting guidance defines financial instruments as cash, evidence of ownership of an entity, or a contract that conveys or imposes on an entity the contractual right or obligation to either receive or deliver cash or another financial instrument. The fair value of a financial instrument is discussed below. In cases where quoted market prices are not available, estimated fair values have been determined by the Bank using the best available data and estimation methodology suitable for each such category of financial instruments. For those loans and deposits with floating interest rates, it is presumed that estimated fair values generally approximate their recorded carrying value. The Bank's primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact the Bank's fair value of all interest-earning assets and interest-bearing liabilities, other than those which are short-term in maturity.

The carrying amounts and estimated fair values of the Bank's financial instruments and estimation methodologies at June 30, 2014 and March 31, 2014 are as follows:

	June 30, 2014				
$ in thousands	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and cash equivalents	121,399	$121,399	121,399	—	—
Restricted cash	6,354	6,354	—	6,354	—
Securities available-for-sale	95,715	95,715	—	95,667	48
FHLB Stock	2,772	2,772	—	2,772	—
Securities held-to-maturity	8,830	8,940	—	8,940	—
Loans receivable	383,820	383,089	—	—	383,089
Loans held-for-sale	2,611	2,611	—	2,611	—
Accrued interest receivable	2,590	2,590	—	2,590	—
Mortgage servicing rights	250	250	—	—	250
Financial Liabilities:					
Deposits	518,756	$503,391	297,850	205,541	—
Advances from FHLB of New York	44,000	45,197	—	45,197	—
Other borrowed money	18,403	18,919	—	18,919	—

	March 31, 2014				
$ in thousands	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and cash equivalents	122,554	122,554	122,554	—	—
Restricted cash	6,354	6,354	—	6,354	—
Securities available-for-sale	89,461	89,461	—	89,412	49
FHLB Stock	3,101	3,101	—	3,101	—
Securities held-to-maturity	9,029	8,971	—	8,971	—
Loans receivable	382,723	382,604	—	—	382,604
Loans held-for-sale	5,011	5,011	—	5,011	—
Accrued interest receivable	2,557	2,557	—	2,557	—
Mortgage servicing rights	265	265	—	—	265
Financial Liabilities:					
Deposits	509,366	493,922	287,767	206,155	—
Advances from FHLB of New York	52,000	53,294	—	53,294	—
Other borrowed money	18,403	18,915	—	18,915	—

Cash and Cash Equivalents

The carrying amounts for cash and cash equivalents approximate fair value and are classified as Level 1 because they mature in three months or less.

Restricted Cash

The carrying amounts for restricted cash approximates fair value and are classified as Level 2 because they represent short-term interest-bearing deposits.

Securities

The fair values for securities available-for-sale and securities held-to-maturity are based on quoted market or dealer prices, if available. If quoted market or dealer prices are not available, fair value is estimated using quoted market or dealer prices for similar securities. Available-for-sale securities are classified across Levels 2 and 3. Held-to-maturity securities are classified as Level 2.

FHLB Stock

Ownership in equity securities of the FHLB is restricted and there is no established market for resale. The carrying amount is at cost, which is the estimated fair value, and is classified as Level 2.

Loans Receivable

The fair value of loans receivable is estimated by discounting future cash flows, using current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities of such loans. The method used to estimate the fair value of loans is extremely sensitive to the assumptions and estimates used. While

management has attempted to use assumptions and estimates that best reflect the Company's loan portfolio and current market conditions, a greater degree of objectivity is inherent in these values than in those determined in active markets. The loan valuations thus determined do not necessarily represent an “exit” price that would be achieved in an active market. Loans receivable are classified as Level 3.

Loans Held-for-Sale

Loans held-for-sale are carried at the lower of cost or market value and are classified as Level 2. The valuation methodology for loans held-for-sale are based upon amounts offered or other acceptable valuation methods and, in some instances, prior loan loss experience of Carver in connection with recent note sales.

Accrued Interest Receivable

The carrying amounts of accrued interest approximate fair value resulting in a Level 2 classification.

Mortgage Servicing Rights

The fair value of mortgage servicing rights is determined by discounting the present value of estimated future servicing cash flows using current market assumptions for prepayments, servicing costs and other factors and are classified as Level 3.

Deposits

The fair value of demand, savings and club accounts is equal to the amount payable on demand at the reporting date. These deposits are classified as Level 1. The fair value of certificates of deposit is estimated using rates currently offered for deposits of similar remaining maturities resulting in a Level 2 classification. The fair value estimates do not include the benefit that results from the low-cost funding provided by deposit liabilities compared to the cost of borrowing funds in the market.

Advances from FHLB-NY and Other Borrowed Money

The fair values of advances from the Federal Home Loan Bank of New York and other borrowed money are estimated using the rates currently available to the Bank for debt with similar terms and remaining maturities and are classified as Level 2.

Commitments to Extend Credits, Commercial, and Standby Letters of Credit

The fair value of the commitments to extend credit was estimated to be immaterial as of June 30, 2014 and March 31, 2014. The fair value of commitments to extend credit and standby letters of credit was evaluated using fees currently charged to enter into similar agreements, taking into account the risk characteristics of the borrower, and estimated to be insignificant as of the reporting date.

NOTE 10. IMPACT OF ACCOUNTING STANDARDS AND INTERPRETATIONS

In January 2014, the FASB issued ASU No. 2014-04, "Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40), Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure." The amendments clarify when an in-substance repossession or foreclosure occurs, and require disclosure of both the amount of foreclosed residential real estate property held by a creditor and the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. ASU No. 2014-04 is effective for annual periods, and interim periods within annual periods beginning after December 15, 2015. The adoption of ASU 2014-04 is not expected to have a material impact on the Company's consolidated statement of financial condition or results of operations.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 which may be identified by the use of such words as “may,” “believe,” “expect,” “anticipate,” “should,” “plan,” “estimate,” “predict,” “continue,” and “potential” or the negative of these terms or other compar terminology. Examples of forward-looking statements include, but are not limited to, estimates with respect to the Company's financial condition, results of operations and business that are subject to various factors that could cause actual results to differ materially from these estimates. These factors include but are not limited to the following:

22

- the ability of the Company and its subsidiary, Carver Federal, to comply with regulatory orders that may be imposed upon the Bank and Company, and the effect on operations resulting from restrictions that may be and are set forth in the regulatory orders;
- the results of examinations by our regulators, including the possibility that our regulators may, among other things, require us to increase our reserve for loan losses, write down assets, change our regulatory capital position, limit our ability to borrow funds or maintain or increase deposits, or prohibit us from paying dividends, which could adversely affect our dividends and earnings;
- restrictions set forth in the terms of the Series D preferred stock and in the exchange agreement with the United States Department of the Treasury (the "Treasury") that may limit our ability to raise additional capital;
- national and/or local changes in economic conditions, which could occur from numerous causes, including political changes, domestic and international policy changes, unrest, war and weather, or conditions in the real estate, securities markets or the banking industry, which could affect liquidity in the capital markets, the volume of loan originations, deposit flows, real estate values, the levels of non-interest income and the amount of loan losses;
- changes in our existing loan portfolio composition (including increases in commercial lending) and credit quality or changes in loan loss requirements;
- changes in the level of trends of delinquencies and write-offs and in our allowance and provision for loan losses;
- legislative or regulatory changes that may adversely affect the Company’s business, including but not limited to the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Basel III;
- changes in the level of government support of housing finance;
- the Company’s success in implementing new business initiatives, including expanding its product line, adding new branches and ATM centers and successfully building its brand image;
- changes in interest rates, which may reduce net interest margin and net interest income;
- increases in competitive pressure among financial institutions or non-financial institutions;
- changes in consumer spending, borrowing and savings habits;
- technological changes that may be more difficult to implement or more costly than anticipated;
- changes in deposit flows, loan demand, real estate values, borrowing facilities, capital markets and investment opportunities, which may adversely affect our business;
- changes in accounting standards, policies and practices, as may be adopted or established by the regulatory agencies, the Financial Accounting Standards Board, or the Public Company Accounting Oversight Board, could negatively impact the Company's financial results;
- litigation or regulatory actions, whether currently existing or commencing in the future, which may restrict our operations or strategic business plan;
- the ability to originate and purchase loans with attractive terms and acceptable credit quality;

- the ability to attract and retain key members of management;

- the ability to realize cost efficiencies; and

- the ability to utilize the New Markets Tax Credits ("NMTC").

Because forward-looking statements are subject to numerous assumptions, risks and uncertainties, actual results or future events could differ possibly materially from those that the company anticipated in its forward-looking statements. The forward-looking statements contained in this Quarterly Report on Form 10-Q are made as of the date of this Quarterly Report on Form 10-

Q, and the Company assumes no obligation to, and expressly disclaims any obligation to, update these forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting such forward-looking statements or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as legally required. For a discussion of additional factors that could adversely affect the Company’s future performance, see “(Part I. Financial Information) Item 2 — Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “(Part II. Other information) Item 1A — Risk Factors."

Overview

The Company is the holding company for Carver Federal, a federally chartered savings bank. The Company is headquartered in New York, New York. The Company conducts business as a unitary savings and loan holding company, and the principal business of the Company consists of the operation of its wholly-owned subsidiary, Carver Federal. Carver Federal was founded in 1948 to serve African-American communities whose residents, businesses and institutions had limited access to mainstream financial services. The Bank remains headquartered in Harlem, and predominantly all of its ten branches and four stand-alone 24/7 ATM Centers are located in low- to moderate-income neighborhoods. Many of these historically underserved communities have experienced unprecedented growth and diversification of incomes, ethnicity and economic opportunity, after decades of public and private investment.

Carver Federal is the largest African-American operated bank in the United States. The Bank remains dedicated to expanding wealth enhancing opportunities in the communities it serves by increasing access to capital and other financial services for consumers, businesses and non-profit organizations, including faith-based institutions. A measure of its progress in achieving this goal includes the Bank's third consecutive "Outstanding" rating, issued by the OCC following its most recent Community Reinvestment Act (“CRA”) examination in December 2012. 78% of newly originated loans were within Carver's assessment area, and the Bank has demonstrated excellent responsiveness to its assessment areas needs through its community development lending, investing and service activities. The Bank had approximately $644.1 million in assets and employed 133 employees as of June 30, 2014.

Carver Federal engages in a wide range of consumer and commercial banking services. Carver Federal provides deposit products, including demand, savings and time deposits for consumers, businesses, and governmental and quasi-governmental agencies in its local market area within New York City. In addition to deposit products, Carver Federal offers a number of other consumer and commercial banking products and services, including debit cards, online banking, online bill pay and telephone banking. Carver Federal also offers a suite of products and services for unbanked and underbanked consumers, branded as Carver Community Cash. This includes check cashing, wire transfers, bill payment, reloadable prepaid cards and money orders.

Carver Federal offers loan products covering a variety of asset classes, including commercial, multifamily and residential mortgages, construction loans and business loans. The Bank finances mortgage and loan products through deposits or borrowings. Funds not used to originate mortgages and loans are invested primarily in U.S. government agency securities and mortgage-backed securities.

The Bank's primary market area for deposits consists of the areas served by its ten branches in the Brooklyn, Manhattan and Queens boroughs of New York City. The neighborhoods in which the Bank's branches are located have historically been low- to moderate-income areas. The Bank's primary lending market includes Kings, New York, Bronx and Queens Counties in New York City, and lower Westchester County, New York. Although the Bank's branches are primarily located in areas that were historically underserved by other financial institutions, the Bank faces significant competition for deposits and mortgage lending in its market areas. Management believes that this competition has become more intense as a result of increased examination emphasis by federal banking regulators on financial institutions' fulfillment of their responsibilities under the CRA and more recently due to the decline in demand for loans. Carver Federal's market area has a high density of financial institutions, many of which have greater financial resources, name recognition and market presence, and all of which are competitors to varying

degrees. The Bank's competition for loans comes principally from commercial banks, savings institutions and mortgage banking companies. The Bank's most direct competition for deposits comes from commercial banks, savings institutions and credit unions. Competition for deposits also comes from money market mutual funds, corporate and government securities funds, and financial intermediaries such as brokerage firms and insurance companies. Many of the Bank's competitors have substantially greater resources and offer a wider array of financial services and products. This, combined with competitors' larger presence in the New York market, add to the challenges the Bank faces in expanding its current market share and growing its near-term profitability.

Carver Federal's more than 60 year history in its market area, its community involvement and relationships, targeted products and services and personal service consistent with community banking, help the Bank compete with competitors that have entered its market.

The Bank formalized its many community focused investments on August 18, 2005, by forming Carver Community Development Corporation ("CCDC"). CCDC oversees the Bank's participation in local economic development and other community-based initiatives, including financial literacy activities. CCDC coordinates the Bank's development of an innovative approach to reach the unbanked customer market in Carver Federal's communities. Importantly, CCDC spearheads the Bank's applications for grants and other resources to help fund these important community activities. In this connection, Carver Federal has successfully competed with large regional and global financial institutions in a number of competitions for government grants and other awards.

New Markets Tax Credit Award

The NMTC award is used to stimulate economic development in low- to moderate-income communities. The NMTC award enables the Bank to invest with community and development partners in economic development projects with attractive terms including, in some cases, below market interest rates, which may have the effect of attracting capital to underserved communities and facilitating revitalization of the community, pursuant to the goals of the NMTC program. NMTC awards provide a credit to Carver Federal against Federal income taxes when the Bank makes qualified investments. The credits are allocated over seven years from the time of the qualified investment. Alternatively, the Bank can utilize the award in projects where another investor entity provides funding and receives the tax benefits of the award in exchange for the Bank receiving fee income.

In June 2006, Carver Federal was selected by the U.S. Department of Treasury, in a highly competitive process, to receive an award of $59 million in New Markets Tax Credits. CCDC won a second NMTC award of $65 million in May 2009, and a third award of $25 million in August 2011. In December 2010, the Bank divested its interest in the remaining $7.8 million NMTC tax credits that it would have received through the period ending March 31, 2014, by exchanging its equity interests in the special purpose entity that acquired the equity interest. In addition, Carver still provides funding to the underlying projects. While providing funding to investments in the NMTC eligible projects, CCDC has retained a 0.01% interest in other special purpose entities created to facilitate the investments, with the investors owning the remaining 99.99%. CCDC also provides certain administrative services to these entities and receives servicing fee income during the term of the qualifying projects. The Bank has determined that it and CCDC do not have the sole power to direct activities of these special purpose entities that significantly impact the entities' performance, and therefore are not the primary beneficiaries of these entities. The Bank has a contingent obligation to reimburse the investors for any loss or shortfall incurred as a result of the NMTC project not being in compliance with certain regulations that would void the investors' ability to otherwise utilize tax credits stemming from the award. As of June 30, 2014, all three award allocations have been fully utilized in qualifying projects.

The Bank's VIEs, consolidated and unconsolidated, in which the company holds significant variable interests or has continuing involvement through servicing a majority of assets in a VIE, are presented below.

Involvement with SPE (000's)						Funded Exposure		Unfunded Exposure		Total
$ in thousands	Recognized Gain (Loss) (000's)	Total Rights transferred	Consolidated assets	Significant unconsolidated VIE assets	Total Involvement with SPE asset	Debt Investments	Equity Investments	Funding Commitments [1]	Maximum exposure to loss	
Carver Statutory Trust 1	$ —	$ —	$ —	$ 13,400	$ 13,400	$ 13,000	$ 400	$—	$—	$ 13,400
CDE 1-9, CDE 11-12	—	40,000	14,600	—	14,600	—	—	—	7,800	7,800
CDE 10	1,700	19,000	—	15,311	15,311	—	—	—	7,410	7,410
CDE 13	500	10,500	—	10,576	10,576	—	1	—	4,095	4,096
CDE 14	400	10,000	—	10,064	10,064	—	1	—	3,900	3,901
CDE 15, CDE 16, CDE 17	900	20,500	—	20,745	20,745	—	2	—	7,995	7,997
CDE 18	600	13,254	—	13,282	13,282	—	1	—	5,169	5,170
CDE 19	500	10,746	—	10,891	10,891	—	1	—	4,191	4,192
CDE 20	625	12,500	—	12,285	12,285	—	1	—	4,875	4,876
CDE 21	625	12,500	—	12,338	12,338	—	1	—	4,875	4,876
Total	$ 5,850	$ 149,000	$ 14,600	$ 118,892	$ 133,492	$ 13,000	$ 408	$—	$ 50,310	$ 63,718

[1] Excludes any proceeds realized from exchange of equity interest in CDEs as detailed above.

Critical Accounting Policies

Note 2 to the Company’s audited Consolidated Financial Statements for fiscal year-end 2014 included in its 2014 Form 10-K, as supplemented by this report, contains a summary of significant accounting policies and is incorporated by reference. The Company believes its policies, with respect to the methodologies used to determine the allowance for loan and lease losses and assessment of the recoverability of the deferred tax asset involve a high degree of complexity and require management to make difficult and subjective judgments, which often require assumptions or estimates about highly uncertain matters. Changes in these judgments, assumptions or estimates could cause reported results to differ materially. The following description of these policies should be read in conjunction with the corresponding section of the Company’s fiscal 2014 Form 10-K.

Allowance for Loan and Lease Losses

The adequacy of the Bank's ALLL is determined, in accordance with the Interagency Policy Statement on the Allowance for Loan and Lease Losses (the “Interagency Policy Statement”) released by the Office of the Comptroller of the Currency on December 13, 2006 and in accordance with ASC Subtopics 450-20 "Loss Contingencies" and 310-10 "Accounting by Creditors for Impairment of a Loan." Compliance with the Interagency Policy Statement includes management's review of the Bank's loan portfolio, including the identification and review of individual problem situations that may affect a borrower's ability to repay. In addition, management reviews the overall portfolio quality through an analysis of delinquency and non-performing loan data, estimates of the value of underlying collateral, current charge-offs and other factors that may affect the portfolio, including a review of regulatory examinations, an assessment of current and expected economic conditions and changes in the size and composition of the loan

portfolio.

The ALLL reflects management's evaluation of the loans presenting identified loss potential, as well as the risk inherent in various components of the portfolio. There is a great amount of judgment applied to developing the ALLL. These assumptions and estimates are susceptible to significant change based on the current environment. Further, any change in the size of the loan portfolio or any of its components could necessitate an increase in the ALLL even though there may not be a decline in credit quality or an increase in potential problem loans. As such, there can never be assurance that the ALLL accurately reflects the actual loss potential inherent in a loan portfolio.

General Reserve Allowance

Carver's maintenance of a general reserve allowance in accordance with ASC Subtopic 450-20 includes Carver's evaluating the risk to loss potential of homogeneous pools of loans based upon historical loss factors and a review of nine different environmental factors that are then applied to each pool. The pools of loans ("Loan Type") are:

- 1-4 Family
- Multifamily
- Commercial Real Estate
- Construction
- Business Loans
- SBA Loans
- Other (Consumer and Overdraft Accounts)

The pools are further segregated into the following risk rating classes:

- Pass
- Special Mention
- Substandard
- Doubtful

The Bank next applies to each pool a risk factor that determines the level of general reserves for that specific pool. The risk factors are generally comprised of actual losses for the most recent eight quarters as a percentage of each respective Loan Type plus nine qualitative factors. As the loss experience for a Loan Type increases or decreases, the level of reserves required for that particular Loan Type also increases or decreases. Because actual loss experience may not adequately predict the level of losses inherent in a portfolio, the Bank reviews nine qualitative factors to determine if reserves should be adjusted based upon any of those factors. As the risk ratings worsen, some of the qualitative factors tend to increase. The nine qualitative factors the Bank considers and may utilize are:

1. Changes in lending policies and procedures, including changes in underwriting standards and collection, charge-off, and recovery practices not considered elsewhere in estimating credit losses (Policy & Procedures).
2. Changes in relevant economic and business conditions and developments that affect the collectability of the portfolio, including the condition of various market segments (Economy).
3. Changes in the nature or volume of the loan portfolio and in the terms of loans (Nature & Volume).
4. Changes in the experience, ability, and depth of lending management and other relevant staff (Management).
5. Changes in the volume and severity of past due loans, the volume of nonaccrual loans, and the volume and severity of adversely classified loans (Problem Assets).
6. Changes in the quality of the loan review system (Loan Review).
7. Changes in the value of underlying collateral for collateral dependent loans (Collateral Values).
8. The existence and effect of any concentrations of credit and changes in the level of such concentrations (Concentrations).
9. The effect of other external forces such as competition and legal and regulatory requirements on the level of estimated credit losses in the existing portfolio (External Forces).

Specific Reserve Allowance

Carver also maintains a specific reserve allowance for criticized and classified loans individually reviewed for impairment in accordance with ASC Subtopic 310-10 guidelines. The amount assigned to the specific reserve

allowance is individually determined based upon the loan. The ASC Subtopic 310-10 guidelines require the use of one of three approved methods to estimate the amount to be reserved and/or charged off for such credits. The three methods are as follows:

1. The present value of expected future cash flows discounted at the loan's effective interest rate;
2. The loan's observable market price; or
3. The fair value of the collateral if the loan is collateral dependent.

The institution may choose the appropriate ASC Subtopic 310-10 measurement on a loan-by-loan basis for an individually impaired loan, except for an impaired collateral dependent loan. Guidance requires impairment of a collateral dependent loan to be measured using the fair value of collateral method. A loan is considered "collateral dependent" when the repayment of the debt will be provided solely by the underlying collateral, and there are no other available and reliable sources of repayment.

Criticized and classified loans with at risk balances of $500,000 or more and loans below $500,000 that the Chief Credit Officer deems appropriate for review, are identified and reviewed for individual evaluation for impairment in accordance with ASC Subtopic 310-10. Carver also performs impairment analysis for all troubled debt restructurings (“TDRs”). If it is determined that it is probable the Bank will be unable to collect all amounts due according with the contractual terms of the loan agreement, the loan is categorized as impaired.

If the loan is determined to be not impaired, it is then placed in the appropriate pool of criticized and classified loans to be evaluated collectively for impairment. Loans determined to be impaired are evaluated to determine the amount of impairment based on one of the three measurement methods noted above. The Bank then determines whether the impairment amount is permanent, in which case the loan is written down by the amount of the impairment, or if it is other than permanent, in which case the Bank establishes a specific valuation reserve that is included in the total ALLL. In accordance with guidance, if there is no impairment amount, no reserve is established for the loan.

Troubled Debt Restructured Loans

TDRs are those loans whose terms have been modified because of deterioration in the financial condition of the borrower and a concession is made. Modifications could include extension of the terms of the loan, reduced interest rates, capitalization of interest and forgiveness of accrued interest and/or principal. Once an obligation has been restructured because of such credit problems, it continues to be considered restructured until paid in full. For cash flow dependent loans, the Company records a specific valuation allowance reserve equal to the difference between the present value of estimated future cash flows under the restructured terms discounted at the loan's original effective interest rate, and the loan's original carrying value. For a collateral dependent loan, the Company records an impairment charge when the current estimated fair value of the property that collateralizes the impaired loan, if any, is less than the recorded investment in the loan. TDR loans remain on nonaccrual status until they have performed in accordance with the restructured terms for a period of at least six months.

Securities Impairment

The Bank’s available-for-sale securities portfolio is carried at estimated fair value, with any unrealized gains and losses, net of taxes, reported as accumulated other comprehensive (loss) income. Securities that the Bank has the positive intent and ability to hold to maturity are classified as held-to-maturity and are carried at amortized cost. The fair values of securities in portfolio are based on published or securities dealers’ market values and are affected by changes in interest rates. On a quarterly basis, the Bank reviews and evaluates the securities portfolio to determine if the decline in the fair value of any security below its cost basis is other-than-temporary. The Bank generally views changes in fair value caused by changes in interest rates as temporary, which is consistent with its experience. The amount of an other-than-temporary impairment, when there are credit and non-credit losses on a debt security which management does not intend to sell, and for which it is more likely than not that the Bank will not be required to sell the security prior to the recovery of the non-credit impairment, the portion of the total impairment that is attributable to the credit loss would be recognized in earnings, and the remaining difference between the debt security’s amortized cost basis and its fair value would be included in other comprehensive (loss) income. This guidance also requires additional disclosures about investments in an unrealized loss position and the methodology and significant inputs used in determining the recognition of other-than-temporary impairment. At June 30, 2014, the Bank does not have any securities that are classified as having other-than-temporary impairment in its investment portfolio.

Deferred Tax Asset

The Company records income taxes in accordance with ASC 740 Topic “Income Taxes,” as amended, using the asset and liability method. Income tax expense (benefit) consists of income taxes currently payable/(receivable) and deferred income taxes. Temporary differences between the basis of assets and liabilities for financial reporting and

tax purposes are measured as of the balance sheet date. Deferred tax liabilities or recognizable deferred tax assets are calculated on such differences, using current statutory rates, which result in future taxable or deductible amounts. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. Where applicable, deferred tax assets are reduced by a valuation allowance for any portion determined not likely to be realized. This valuation allowance would subsequently be adjusted, by a charge or credit to income tax expense, as changes in facts and circumstances warrant.

On June 29, 2011, the Company raised $55 million of equity. The capital raise triggered a change in control under Section 382 of the Internal Revenue Code. Generally, Section 382 limits the utilization of an entity's net operating loss carryforwards, general business credits, and recognized built-in losses, upon a change in ownership. The Company expects to be subject to an annual limitation of approximately $0.9 million. The Company has a net deferred tax asset ("DTA") of $0 since it has recorded a full valuation allowance on its DTA.

Stock Repurchase Program

On August 6, 2002, the Company announced a stock repurchase program to repurchase up to 15,442 shares of its outstanding common stock. As of June 30, 2014, 11,744 shares of its common stock have been repurchased in open market transactions at an average price of $235.80 per share (as adjusted for 1-for-15 reverse stock split that occurred on October 27, 2011). The Company intends to use repurchased shares to fund its stock-based benefit and compensation plans and for any other purpose the Board deems advisable in compliance with applicable law. No shares were repurchased during the first quarter of fiscal year 2015. As a result of the Company's participation in the TARP CDCI, the U.S. Treasury's prior approval is required to make further repurchases. As discussed below, the U.S. Treasury converted its preferred stock into common stock, which the U.S. Treasury continues to hold. The Company continues to be bound by the TARP CDCI restrictions so long as the U.S. Treasury is a common stockholder.

Equity Transactions

On October 25, 2011, Carver's stockholders voted and approved a 1-for-15 reverse stock split. A separate vote of stockholder approval was given to convert the Series C preferred stock into Series D preferred stock and common stock and exchange the Treasury CDCI Series B preferred stock for common stock.

On October 27, 2011, the 1-for-15 reverse stock split was effected, which reduced the number of outstanding shares of common stock from 2,492,415 to 166,161.

On October 28, 2011, the Treasury exchanged the CDCI Series B preferred stock for 2,321,286 shares of Carver common stock and the Series C preferred stock converted into 1,208,039 shares of Carver common stock and 45,118 shares of Series D preferred stock. Series C stock was previously reported as mezzanine equity, and upon conversion to common and Series D is now reportable as stockholders' equity.

Liquidity and Capital Resources

Liquidity is a measure of the Bank's ability to generate adequate cash to meet its financial obligations. The principal cash requirements of a financial institution are to cover potential deposit outflows, fund increases in its loan and investment portfolios and ongoing operating expenses. The Bank's primary sources of funds are deposits, borrowed funds and principal and interest payments on loans, mortgage-backed securities and investment securities. While maturities and scheduled amortization of loans, mortgage-backed securities and investment securities are predictable sources of funds, deposit flows and loan and mortgage-backed securities prepayments are strongly influenced by changes in general interest rates, economic conditions and competition. Carver Federal monitors its liquidity utilizing guidelines that are contained in a policy developed by its management and approved by its Board of Directors. Carver Federal's several liquidity measurements are evaluated on a frequent basis. The Bank was in compliance with this policy as of June 30, 2014.

Management believes Carver Federal’s short-term assets have sufficient liquidity to cover loan demand, potential fluctuations in deposit accounts and to meet other anticipated cash requirements. Additionally, Carver Federal has other sources of liquidity including the ability to borrow from the Federal Home Loan Bank of New York (“FHLB-NY”) utilizing unpledged mortgage-backed securities and certain mortgage loans, the sale of available-for-sale securities and the sale of certain mortgage loans. Net borrowings decreased $8.0 million to $62.4 million at June 30, 2014 from $70.4 million at March 31, 2014 as the growth in deposits replaced maturing short-term borrowings. At June 30, 2014, the Bank had $44.0 million in borrowings with a weighted average rate of 1.03% maturing over the next three years. The continued disruption in the credit markets has not materially impacted the Company's ability to access borrowings. At June 30, 2014, based on available collateral held at the FHLB-NY, Carver Federal had the ability to borrow from the FHLB-NY an additional $25.2 million on a secured basis, utilizing mortgage-related loans

and securities as collateral.

The Bank's most liquid assets are cash and short-term investments. The level of these assets is dependent on the Bank's operating, investing and financing activities during any given period. At June 30, 2014 and March 31, 2014, assets qualifying for short-term liquidity, including cash and cash equivalents, totaled $121.4 million and $122.6 million, respectively.

The most significant potential liquidity challenge the Bank faces is variability in its cash flows as a result of mortgage refinance activity. When mortgage interest rates decline, customers’ refinance activities tend to accelerate, causing the cash flow from both the mortgage loan portfolio and the mortgage-backed securities portfolio to accelerate. In contrast, when mortgage interest rates increase, refinance activities tend to slow, causing a reduction of liquidity. However, in a rising rate environment,

customers generally tend to prefer fixed rate mortgage loan products over variable rate products. Carver Federal is also at risk to deposit outflows.

The Consolidated Statements of Cash Flows present the change in cash from operating, investing and financing activities. During the three months ended June 30, 2014, total cash and cash equivalents decreased $1.2 million to $121.4 million at June 30, 2014, compared to $122.6 million at March 31, 2014, reflecting cash provided by operating activities of $2.9 million, cash provided by financing activities of $1.4 million, and cash used in investing activities of $5.4 million.

Net cash provided by operating activities of $2.9 million was primarily due to receipt of proceeds from sales of securities in the prior quarter. Net cash provided by financing activities of $1.4 million resulted from an increase in deposits of $9.4 million, offset by a net decrease in FHLB-NY advances and other borrowings of $8.0 million. Net cash used in investing activities of $5.4 million was primarily the result of outflows related to $5.5 million of short-term investment purchases during the quarter.

The OCC requires that the Bank meet minimum capital requirements. Capital adequacy is one of the most important factors used to determine the safety and soundness of individual banks and the banking system.

The table below presents the capital position of the Bank at June 30, 2014 (dollars in thousands):

$ in thousands	Tier 1 Leverage Ratio	Tier 1 Risk-Based Capital Ratio	Total Risk-Based Capital Ratio
GAAP Capital at June 30, 2014	$63,839	$63,839	$63,839
Add:			
General valuation allowances	—	—	4,809
Qualifying subordinated debt	—	—	5,000
Other	(25)	(25)	(25)
Deduct:			
Unrealized gains on securities available-for-sale, net	(3,210)	(3,210)	(3,210)
Regulatory Capital	67,024	67,024	76,833
Minimum Capital requirement	58,290	49,703	49,703
Regulatory Capital Excess	$8,734	$17,321	$27,130
Capital Ratios	10.35%	17.53%	20.10%

Bank Regulatory Matters

As discussed previously, on February 7, 2011, the Bank and the Company consented to enter into the Orders with the OTS. The OTS issued these Orders based upon its findings that the Company was operating with an inadequate level of capital for the volume, type and quality of assets held by the Company, that it was operating with an excessive level of adversely classified assets, and that its earnings were inadequate to augment its capital.

The Orders included a capital directive requiring the Bank to achieve and maintain minimum regulatory capital levels. At June 30, 2014, the Bank's capital level exceeded the regulatory requirements with a Tier 1 leverage capital ratio of 10.35%, Tier 1 risk-based capital ratio of 17.53%, and a total risk-based capital ratio of 20.10%.

Under the Orders, the Bank and Company are also prohibited from paying any dividends without prior regulatory approval. On October 18, 2011, the Company received approval from the Federal Reserve Bank to pay all outstanding dividend payments on the Company's fixed-rate cumulative perpetual preferred stock issued under the Capital Purchase Program of the U.S. Treasury. These payments were made in connection with the U.S. Treasury, on October

28, 2011, exchanging the CDCI Series B preferred stock for 2,321,286 shares of Company common stock.

Mortgage Representation and Warranty Liabilities

During the period 2004 through 2009, the Bank originated 1-4 family residential mortgage loans and sold the loans to the Federal National Mortgage Association ("FNMA"). The loans were sold to FNMA with the standard representations and warranties for loans sold to the Government Sponsored Entities (GSE's). The Bank may be required to repurchase these loans in

30

the event of breaches of these representations and warranties. In the event of a repurchase, the Bank is typically required to pay the unpaid principal balance as well as outstanding interest and fees. The Bank then recovers the loan or, if the loan has been foreclosed, the underlying collateral. The Bank is exposed to any losses on repurchased loans after giving effect to any recoveries on the collateral.

Through fiscal 2011 none of the loans sold to FNMA were repurchased by the Bank. During fiscal 2012, 2013, and 2014, three, ten and six loans, respectively, were repurchased by the Bank. During the first quarter of fiscal 2015, there were no loans repurchased by the Bank. At June 30, 2014, the Bank continues to service 158 loans with a principal balance of $28.9 million for FNMA that had been sold with standard representations and warranties.

The following table presents information on open requests from FNMA. The amounts presented are based on outstanding loan principal balances.

$ in thousands	Loans sold to FNMA
Open claims as of March 31, 2014[1]	$2,075
Gross new demands received	—
Loans repurchased/made whole	—
Demands rescinded	—
Principal payments received on open claims	(6)
Open claims as of June 30, 2014[1]	$2,069

[1] The open claims include all open requests received by the Bank where either FNMA has requested loan files for review, where FNMA has not formally rescinded the repurchase request or where the Bank has not agreed to repurchase the loan. The amounts reflected in this table are the unpaid principal balance and do not incorporate any losses the Bank would incur upon the repurchase of these loans.

Management has established a representation and warranty reserve for losses associated with the repurchase of mortgage loans sold by the Bank to FNMA that we consider to be both probable and reasonably estimable. Reserves of $343 thousand at June 30, 2014 are reported in our consolidated statement of financial condition as a component of other liabilities.

The table below summarizes changes in our representation and warranty reserves during the first three months of fiscal 2015:

$ in thousands	June 30, 2014
Representation and warranty repurchase reserve, beginning of period [1]	287
Net provision for repurchase losses [2]	56
Net realized losses [2]	—
Representation and warranty repurchase reserve, end of period [1]	$343

[1] Reported in our consolidated balance sheets as a component of other liabilities.
[2] Component of other non-interest expense.

Comparison of Financial Condition at June 30, 2014 and March 31, 2014

Assets

At June 30, 2014, total assets increased by $4.3 million, or 0.7%, to $644.1 million, compared to $639.8 million at March 31, 2014. The overall change was primarily due to increases of $6.1 million in the investment portfolio and $1.1 million in the loan portfolio net of the allowance for loan losses, offset by a decrease of $2.4 million in held-for-sale loans.

Total investment securities increased $6.0 million, or 6.1%, to $104.5 million at June 30, 2014, compared to $98.5 million at March 31, 2014. The increase is due to an increase of $6.3 million in available-for-sale securities, primarily $5.5 million in short-term investments.

Net loans receivable increased $930 thousand, or 0.2%, to $390.9 million at June 30, 2014, compared to $390.0 million at March 31, 2014. The majority of the increase resulted from loan originations and advances of $15.0 million, offset by $13.8 million of principal repayments and loan payoffs, across all loan classifications.

HFS loans decreased $2.4 million, or 47.9%, to $2.6 million at June 30, 2014, due to transfer of one loan into Real Estate Owned.

Liabilities and Equity

Total liabilities increased $2.5 million, or 0.4%, to $591.2 million at June 30, 2014, compared to $588.7 million at March 31, 2014.

Deposits increased $9.4 million, or 1.8%, to $518.8 million at June 30, 2014, compared to $509.4 million at March 31, 2014, following increases in money market and interest-bearing checking accounts, partially offset by lower non-interest-bearing and certificates of deposits.

Advances from the Federal Home Loan Bank of New York (“FHLB-NY”) and other borrowed money decreased $8.0 million, or 11.4%, to $62.4 million at June 30, 2014, compared to $70.4 million at March 31, 2014, as growth in deposits replaced maturing short-term borrowings.

Total equity increased $1.7 million, or 3.4%, to $52.9 million at June 30, 2014, compared to $51.2 million at March 31, 2014. The majority of the increase was due to a $1.6 million change in unrealized losses on investments and net income earned for the three month period.

Asset/Liability Management

The Company's primary earnings source is net interest income, which is affected by changes in the level of interest rates, the relationship between the rates on interest-earning assets and interest-bearing liabilities, the impact of interest rate fluctuations on asset prepayments, the level and composition of deposits and assets, and the credit quality of earning assets. Management's asset/liability objectives are to maintain a strong, stable net interest margin, to utilize its capital effectively without taking undue risks, to maintain adequate liquidity and to manage its exposure to changes in interest rates.

The economic environment is uncertain regarding future interest rate trends. Management monitors the Company's cumulative gap position, which is the difference between the sensitivity to rate changes of the Company's interest-earning assets and interest-bearing liabilities. In addition, the Company uses various tools to monitor and manage interest rate risk, such as a model that projects net interest income based on increasing or decreasing interest

rates.

Off-Balance Sheet Arrangements and Contractual Obligations

The Bank 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 and in connection with its overall investment strategy. These instruments involve, to varying degrees, elements of credit, interest rate and liquidity risk. In accordance with GAAP, these instruments are not recorded in the consolidated financial statements. Such instruments primarily include lending obligations, including commitments to originate mortgage and consumer loans and to fund unused lines of credit.
The Bank has contractual obligations related to operating leases as well as a contingent liability related to a standby letter of credit as discussed in our Fiscal 2014 Form 10-K.

The following table reflects the Bank's outstanding lending commitments and contractual obligations as of June 30, 2014:

$ in thousands	
Commitments to fund mortgage loans	$6,663
Commitments to fund commercial and consumer loans	1,050
Lines of credit	6,861
Letters of credit	244
Total	$14,818

Comparison of Operating Results for the Three Months Ended June 30, 2014 and 2013

Overview

The Company reported net income of $173 thousand for the three months ended June 30, 2014, compared to net income of $410 thousand for the comparative prior year period. Earnings per share for the quarter ended June 30, 2014 was $0.05, compared to earnings per share of $0.11 for the prior year period. The primary driver of the change was attributed to non-recurring gains on sales of loans and investments, an insurance recovery, and release of FNMA repurchase reserves in the prior year period, partially offset by recoveries of previously charged-off loans versus a provision in the prior year period, and improved net interest income in the current quarter.

The following table reflects selected operating ratios for the three months ended June 30, 2014 and 2013 (unaudited):

	Three Months Ended June 30,			
Selected Financial Data:	2014		2,013	
Return on average assets [1]	0.11	%	0.27	%
Return on average stockholders' equity [2]	1.23	%	2.83	%
Net interest margin [3]	3.11	%	3.19	%
Interest rate spread [4]	2.97	%	3.05	%
Efficiency ratio [5] [8]	109.63	%	78.96	%
Operating expenses to average assets [6]	4.20	%	3.51	%
Average stockholders' equity to average assets [7]	9.07	%	9.64	%
Average interest-earning assets to average interest-bearing liabilities	1.21	x	1.19	x

[1] Net income (loss), annualized, divided by average total assets.
[2] Net income (loss), annualized, divided by average total stockholders' equity (excludes accumulated other comprehensive income (loss) and noncontrolling interest).
[3] Net interest income, annualized, divided by average interest-earning assets.
[4] Combined weighted average interest rate earned less combined weighted average interest rate cost.
[5] Operating expense divided by sum of net interest income and non-interest income.
[6] Non-interest expense, annualized, divided by average total assets.
[7] Total average stockholders' equity divided by total average assets for the period.
[8] Non-GAAP Financial Measures: In addition to evaluating Carver Bancorp's results of operations in accordance with U.S. generally accepted accounting principles (“GAAP”), management routinely supplements their evaluation with an analysis of certain non-GAAP financial measures, such as the efficiency ratios. Management believes this non-GAAP financial measure provides information useful to investors in understanding the Company's underlying operating performance and trends, and facilitates comparisons with the performance of other banks and thrifts. Further, the efficiency ratio is used by management in its assessment of financial performance, including non-interest expense control.

Analysis of Net Interest Income

The Company’s profitability is primarily dependent upon net interest income and further affected by the provision for loan losses, non-interest income, non-interest expense and income taxes. Net interest income represents the difference between income on interest-earning assets and expense on interest-bearing liabilities. Net interest income depends primarily upon the volume of interest-earning assets and interest-bearing liabilities and the corresponding interest rates earned and paid. The Company’s net interest income is significantly impacted by changes in interest rate and market yield curves.

Net interest income increased by $207 thousand, or 4.5%, to $4.8 million for the three months ended June 30, 2014, compared to $4.6 million for the comparative prior year period. The variance was predominantly due to an increase in interest income of $189 thousand for the quarter, which primarily stemmed from an increase in loan interest income of $247 thousand to $5.2 million from $4.9 million for the prior year period due to an increase in average loans.

The following table sets forth certain information relating to the Company's average interest-earning assets and average interest-bearing liabilities, and their related average yields and costs for the three months ended June 30, 2014 and 2013. Average

yields are derived by dividing annualized income or expense by the average balances of assets or liabilities, respectively, for the periods shown. Average balances are derived from daily or month-end balances as available. Management does not believe that the use of average monthly balances instead of average daily balances represents a material difference in information presented. The average balance of loans includes loans on which the Company has discontinued accruing interest. The yield and cost include fees, which are considered adjustments to yields.

CARVER BANCORP, INC. AND SUBSIDIARIES
CONSOLIDATED AVERAGE BALANCES
(Unaudited)

	For the Three Months Ended June 30,							
	2014				2013			
$ in thousands	Average Balance	Interest	Average Yield/Cost		Average Balance	Interest	Average Yield/Cost	
Interest-Earning Assets:								
Loans [1]	$397,811	$5,162	5.19	%	$365,706	$4,915	5.38	%
Mortgage-backed securities	36,857	206	2.24	%	57,968	263	1.81	%
Investment securities	52,953	247	1.87	%	62,832	274	1.74	%
Restricted cash deposit	6,354	—	0.03	%	9,266	1	0.03	%
Equity securities [2]	1,917	24	5.02	%	1,957	19	3.89	%
Other investments and federal funds sold	116,276	119	0.41	%	74,076	97	0.53	%
Total interest-earning assets	612,168	5,758	3.76	%	571,805	5,569	3.90	%
Non-interest-earning assets	10,600				29,899			
Total assets	$622,768				$601,704			
Interest-Bearing Liabilities:								
Deposits:								
Interest-bearing checking	$23,837	$10	0.17	%	$26,423	$10	0.15	%
Savings and clubs	97,992	64	0.26	%	97,997	65	0.27	%
Money market	133,237	157	0.47	%	114,440	132	0.46	%
Certificates of deposit	205,133	482	0.94	%	193,260	480	1.00	%
Mortgagors deposits	2,277	9	1.59	%	2,248	10	1.78	%
Total deposits	462,476	722	0.63	%	434,368	697	0.64	%
Borrowed money	43,612	270	2.48	%	45,001	313	2.79	%
Total interest-bearing liabilities	506,088	992	0.79	%	479,369	1,010	0.85	%
Non-interest-bearing liabilities:								
Demand	55,299				56,472			
Other liabilities	8,707				8,698			
Total liabilities	570,094				544,539			
Non-controlling interest	(369)				(256)			
Stockholders' equity	53,043				57,421			
Total liabilities & equity	$622,768				$601,704			
Net interest income		$4,766				$4,559		
Average interest rate spread			2.97	%			3.05	%
Net interest margin			3.11	%			3.19	%

[1] Includes non-accrual loans
[2] Includes FHLB-NY stock

Interest Income

Interest income increased by $189 thousand, or 3.4%, to $5.8 million for the three months ended June 30, 2014, compared to $5.6 million for the prior year quarter, primarily attributable to an increase in the average balances of loans and other investments, offset slightly by a decrease in average yield. Average loans increased $32.1 million, or 8.8%, compared to the average balance

for the prior year quarter, and the average balance for other investments and federal funds sold increased $42.2 million, or 57.0%. A change in loan mix with higher one-to-four family loans and lower multifamily loans, led to a lower average yield on loans.

Interest Expense

Interest expense decreased $18 thousand, or 1.8%, to $992 thousand for the three months ended June 30, 2014, compared to $1.0 million for the prior year quarter, following lower rates paid on certificates of deposits, and restructuring of certain long-term borrowings. The average rate on interest-bearing liabilities decreased by 5 basis points to 0.79% for the quarter ended June 30, 2014, compared to 0.85% for the prior year quarter.

Provision for Loan Losses and Asset Quality

The Bank maintains an ALLL that management believes is adequate to absorb inherent and probable losses in its loan portfolio. The adequacy of the ALLL is determined by management's continuous review of the Bank's loan portfolio, including the identification and review of individual problem situations that may affect a borrower's ability to repay. Management reviews the overall portfolio quality through an analysis of delinquency and non-performing loan data, estimates of the value of underlying collateral, current charge-offs and other factors that may affect the portfolio, including a review of regulatory examinations, an assessment of current and expected economic conditions and changes in the size and composition of the loan portfolio. The ALLL reflects management's evaluation of the loans presenting identified loss potential, as well as the risk inherent in various components of the portfolio. Any change in the size of the loan portfolio or any of its components could necessitate an increase in the ALLL even though there may not be a decline in credit quality or an increase in potential problem loans.

The Bank's provision for loan loss methodology is consistent with the Interagency Policy Statement on the Allowance for Loan and Lease Losses (the "Interagency Policy Statement") released by the Office of the Comptroller of the Currency on December 13, 2006. For additional information regarding the Bank's ALLL policy, refer to Note 2 of Notes to Consolidated Financial Statements, "Summary of Significant Accounting Policies" included in the Holding Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2014.

The following table summarizes the activity in the ALLL for the three month periods ended June 30, 2014 and 2013 and the fiscal year-end March 31, 2014:

$ in thousands	Three Months Ended June 30, 2014		Fiscal Year Ended March 31, 2014		Three Months Ended June 30, 2013	
Beginning Balance	7,233		$10,989		$10,989	
Less: Charge-offs	83		4,540		1,539	
Add: Recoveries	697		1,210		36	
Provision for (Recovery of) Loan Losses	(781	)	(426	)	831	
Ending Balance	$7,066		$7,233		$10,317	
Ratios:						
Net charge-offs (recoveries) to average loans outstanding	(0.15	)%	0.86	%	0.41	%
Allowance to total loans	1.81	%	1.85	%	2.90	%
Allowance to non-performing loans	87.0	%	57.6	%	53.0	%

The Company recorded a $781 thousand recovery of loan losses for the three months ended June 30, 2014, compared to a $831 thousand provision for the prior year quarter. Net recoveries of $614 thousand were recognized compared to net charge-offs of $1.5 million in the prior year period. Recoveries in the current period related to previously charged-off loans. Charge-offs in the prior period related to impaired loans and loans that were moved to HFS.

At June 30, 2014, nonaccrual loans totaled $8.1 million, or 1.26% of total assets compared to $12.6 million or 1.96% of total assets at March 31, 2014. The ALLL was $7.1 million at June 30, 2014, which represents a ratio of the ALLL to non-accrual loans of 87.0% compared to $7.2 million at March 31, 2014 which represents a ratio of 57.6%. The ratio of the ALLL to total loans was 1.8% at June 30, 2014, a decrease from 1.9% at March 31, 2014.

Non-performing Assets

36

Non-performing assets consist of nonaccrual loans, loans held-for-sale and property acquired in settlement of loans, including foreclosure. When a borrower fails to make a payment on a loan, the Bank and/or its loan servicers take prompt steps to have the delinquency cured and the loan restored to current status. This includes a series of actions such as phone calls, letters, customer visits and, if necessary, legal action. In the event the loan has a guarantee, the Bank may seek to recover on the guarantee, including, where applicable, from the SBA. Loans that remain delinquent are reviewed for reserve provisions and charge-off. The Bank's collection efforts continue after the loan is charged off, except when a determination is made that collection efforts have been exhausted or are not productive.

The Bank may from time to time agree to modify the contractual terms of a borrower's loan. In cases where such modifications represent a concession to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring ("TDR"). Loans modified in a TDR are placed on nonaccrual status until the Bank determines that future collection of principal and interest is reasonably assured, which generally requires that the borrower demonstrate a period of performance according to the restructured terms for a minimum of six months. At June 30, 2014, loans classified as TDR totaled $8.6 million, of which $5.6 million were classified as performing. At March 31, 2014, loans classified as TDR totaled $9.2 million, of which $6.3 million were classified as performing.

At June 30, 2014, non-performing assets totaled $14.9 million, or 2.3% of total assets compared to $18.9 million, or 2.96% of total assets at March 31, 2014.

The following table sets forth information with respect to the Bank's non-performing assets for the past five quarter-end periods:

CARVER BANCORP, INC. AND SUBSIDIARIES
Non Performing Asset Table

$ in thousands	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013
Loans accounted for on a nonaccrual basis [1]:					
Gross loans receivable:					
One-to-four family	$2,651	$2,301	$3,736	$4,343	$6,666
Multifamily	671	2,240	1,363	758	659
Commercial real estate	3,979	7,024	8,702	10,503	8,091
Construction	—	—	—	75	693
Business	818	993	1,120	2,457	3,350
Consumer	5	1	1	4	—
Total nonaccrual loans	8,124	12,559	14,922	18,140	19,459
Other non-performing assets [2]:					
Real estate owned	4,124	1,369	1,423	970	946
Loans held-for-sale	2,611	5,011	7,678	7,854	9,709
Total other non-performing assets	6,735	6,380	9,101	8,824	10,655
Total non-performing assets [3]	$14,859	$18,939	$24,023	$26,964	$30,114
Accruing loans contractually past maturity > 90 days [4]	—	$—	$42	$62	$111
Non-performing loans to total loans	2.08 %	3.22 %	3.80 %	4.55 %	5.47 %
Non-performing assets to total assets	2.31 %	2.96 %	3.76 %	4.25 %	4.75 %
Allowance to total loans	1.81 %	1.85 %	2.14 %	2.36 %	2.90 %
Allowance to non-performing loans	86.98 %	57.59 %	56.39 %	51.81 %	53.02 %

[1] Nonaccrual status denotes any loan where the delinquency exceeds 90 days past due and in the opinion of management, the collection of contractual interest and/or principal is doubtful. Payments received on a nonaccrual loan are either applied to the outstanding principal balance or recorded as interest income, depending on assessment of the ability to collect on the loan.
[2] Other non-performing assets generally represent loans that the Bank is in the process of selling and has designated held-for-sale or property acquired by the Bank in settlement of loans less costs to sell (i.e., through foreclosure, repossession or as an in-substance foreclosure). These assets are recorded at the lower of their cost or fair value.
[3] Troubled debt restructured loans performing in accordance with their modified terms for less than six months and those not performing in accordance with their modified terms are considered nonaccrual and are included in the nonaccrual category in the table above. At June 30, 2014, there were $5.6 million TDR loans that have performed in accordance with their modified terms for a period of at least six months. These loans are generally considered performing loans and are not presented in the table above.
[4] Loans 90 days or more past maturity and still accruing, which were not included in the non-performing category, are presented in the above table.

Subprime Loans

In the past, the Bank originated or purchased a limited amount of subprime loans (which are defined by the Bank as those loans which have FICO scores of 660 or less). At June 30, 2014, the Bank had $9.7 million in subprime loans, or 2.5% of its total loan portfolio, of which $1.1 million are non-performing loans.

Non-Interest Income

Non-interest income for the three months ended June 30, 2014 decreased $925 thousand, or 43.5%, to $1.2 million in the first quarter, compared to $2.1 million for the prior year quarter. The decrease is attributable to higher gains on sales of loans and securities in the prior year period and lower fees on loan refinancings in the current period.

Non-Interest Expense

Non-interest expense increased $1.2 million, or 23.9%, to $6.5 million for the three months ended June 30, 2014, compared to $5.3 million in the prior year quarter. The increase was due to higher employee compensation and benefit expense and higher other non-interest expense attributed to a higher reserve for FNMA repurchases in the current period and a non-recurring insurance recovery in the prior period.

Income Tax Expense

The income tax expense was $16 thousand for the three months ended June 30, 2014, compared to $73 thousand in the prior year period.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not applicable.

Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. As of June 30, 2014, the Company's management, including the Company's Chief Executive Officer (Principal Executive Officer) and Chief Financial Officer (Principal Accounting Officer), has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of the end of the period covered by this report.

Based on the foregoing evaluation, and in light of the identified material weakness disclosed in our Annual Report on Form 10-K for the year ended March 31, 2014 filed July 15, 2014, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of June 30, 2014. The material weakness in internal control over financial reporting related to the ongoing monitoring and evaluation of the design and conduct of internal controls associated with infrequent process activities, including changes related to the Company's pension plan activities.

(b) Remediation Plan

With the oversight of senior management and our finance and audit committee, we have begun taking steps and plan to take additional measures to remediate the underlying causes of the material weakness, primarily through the development and implementation of additional policies, improved processes, documented procedures and training related to infrequent processes. We expect the remediation plan to be fully implemented by September 30, 2014.

(c) Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting during the fiscal quarter which this report relates, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. However, the Company's management is in the process of developing and implementing new processes and procedures to remediate the material weakness identified in the Annual Report on Form 10-K for the year ended March 31, 2014.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company and the Bank are parties to various legal proceedings incident to their business. Certain claims, suits, complaints and investigations (collectively "proceedings") involving the Company and the Bank, arising in the ordinary course of business, have been filed or are pending. The Company is unable at this time to determine the ultimate outcome of each proceeding, but believes, after discussions with legal counsel representing the Company and the Bank in these proceedings, that it has meritorious defenses to each proceeding and the Company and the Bank are taking appropriate measures to defend their interests. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the financial condition or results of operations of the Company or the Bank.

The Bank was a defendant in two lawsuits that were settled during the prior fiscal year: (i) an action brought by a loan participant alleging gross negligence and breach of contract in the manner in which the Bank serviced the loan, and (ii) a lawsuit brought by a former employee alleging unlawful termination. These legal settlements did not have a material impact on the financial condition of the Company.

Other legal actions remain pending. In September 2010, the New York State Department of Labor ("DOL") Unemployment Insurance Division, based on claims for unemployment benefits made by two individuals formerly engaged as independent contractors by the Bank, determined that these two individuals were employees and not independent contractors for Unemployment Insurance purposes. The Bank requested a hearing before the Unemployment Insurance Appeal Board ("Appeal Board"). On July 18, 2011, an Appeal Board's Administrative Judge sustained the DOL's determination. The Bank continues to believe it has a meritorious case; however, the Appeals Board denied Carver's claims. A further appeal has been taken. This appeal is pending.

In another action, the construction contractor of one of the Bank's defaulted borrowers filed suit alleging that the Bank was responsible for construction costs incurred by the borrower and not paid. The Court has granted Carver's motion dismissing a large part of these claims and only a claim related to the construction retainage amount remain pending. The Bank continues to believe that it has a meritorious defense to the remaining claim and that this claim will also be dismissed. Moreover, the underlying loan was sold by the Bank and the Bank holds a potential indemnification claim against the note sale purchaser.

In another matter, the Bank was served with a summons and proposed third party complaint in an action alleging vague claims of fraud. This involves a loan sold by Carver in 2007. Carver has opposed the attempt to add Carver to the litigation. Without addressing Carver's substantive arguments, the Court has partially permitted the amended filing. If opposing counsel rejects Carver's demand to remove claims against Carver from the action and motion to dismiss will be filed. Carver and its counsel believe that Carver will have no exposure in this case

Finally, the Bank is a defendant in two personal injury actions for which insurance coverage exists in the event the Bank is found liable and a third action involving allegedly forged checks in which another bank has assumed Carver's defense and agreed to indemnify Carver.

In accordance with ASC Topic 450, Carver has accrued $30,000 for these lawsuits.

Item 1A. Risk Factors

The following risk factors represent material updates and additions to the risk factors previously disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2014 ("Form 10-K"). The risk factors below should be read in conjunction with the risk factors and other information disclosed in our Form 10-K. The risks

described below and in our Form 10-K are not the only risks facing the Company. Additional risks not presently known to the Company, or that we currently deem immaterial, may also adversely affect the Company’s business, financial condition or results of operations.

An investment in our securities is subject to risks inherent in our business. Before making an investment decision, you should carefully consider the risks and uncertainties described below, in addition to the risk factors previously disclosed in the Company’s Annual Report on Form 10-K for the year ended March 31, 2014.

Carver will become subject to more stringent capital requirements, which may adversely impact the Company's return on equity, or constrain it from paying dividends or repurchasing shares.

In July 2013, the FDIC and the FRB approved a new rule that will substantially amend the regulatory risk-based capital rules applicable to the Bank and the Company. The final rule implements the “Basel III” regulatory capital reforms and changes required by the Dodd-Frank Act.

The final rule includes new minimum risk-based capital and leverage ratios, which will be effective for the Bank and the Company on January 1, 2015, and refines the definition of what constitutes “capital” for purposes of calculating these ratios. The new minimum capital requirements will be: (i) a new common equity Tier 1 capital ratio of 4.5%; (ii) a Tier 1 to risk-based assets capital ratio of 6% (increased from 4%); (iii) a total capital ratio of 8% (unchanged from current rules); and (iv) a Tier 1 leverage ratio of 4%. The final rule also establishes a “capital conservation buffer” of 2.5%, and will result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%; (ii) a Tier 1 to risk-based assets capital ratio of 8.5%; and (iii) a total capital ratio of 10.5%. The new capital conservation buffer requirement will be phased in beginning in January 2016 at 0.625% of risk-weighted assets and will increase each year until fully implemented in January 2019. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that can be utilized for such actions.

The application of more stringent capital requirements for the Bank and the Company could, among other things, result in lower returns on equity, require the raising of additional capital, and result in regulatory actions constraining us from paying dividends or repurchasing shares if we were to be unable to comply with such requirements.

Carver's results of operations may be adversely affected by loan repurchases from U.S. Government Sponsored entities (“GSE's”)

In connection with the sale of loans, Carver as the loan originator is required to make a variety of representations and warranties regarding the originator and the loans that are being sold. If a loan does not comply with the representations and warranties, Carver may be obligated to repurchase the loans, and in doing so, incur any loss directly. Prior to December 31, 2009, the Bank originated and sold loans to the Federal National Mortgage Association (“FNMA”). During fiscal years 2012 through 2015, the Bank has been obligated to repurchase 19 loans previously sold to FNMA. There is no assurance that the Bank will not be required to repurchase additional loans in the future. Accordingly, any repurchase obligations to FNMA could materially and adversely affect the Bank's results of operations and earnings in the future.

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

(a) No Company unregistered securities were sold by the Company during the quarter ended June 30, 2014.

(b) Not applicable.

(c) None.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The following exhibits are submitted with this report:

3.1	Certificate of Incorporation of Carver Bancorp, Inc. (1)
3.2	Certificate of Amendment to the Certificate of Incorporation of Carver Bancorp, Inc. (2)
3.3	Second Amended and Restated Bylaws of Carver Bancorp, Inc. (3)
4.1	Stock Certificate of Carver Bancorp, Inc. (1)
4.2	Certificate of Designations of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (4)
11	Statement Regarding Computation of Per Share Earnings
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a)
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a)
32.1	Certification of Chief Executive Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350
32.2	Certification of Chief Financial Officer furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. 1350
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014, formatted in XBRL (Extensive Business Reporting Language): (i) Consolidated Statements of Financial Condition as of June 30, 2014 and March 31, 2014; (ii) Consolidated Statements of Operations for the three months ended June 30, 2014 and 2013; (iii) Consolidated Statements of Comprehensive Income (Loss) for the three months ended June 30, 2014 and 2013; (iv) Consolidated Statements of Changes in Equity for the three months ended June 30, 2014; (v) Consolidated Statements of Cash Flows for the three months ended June 30, 2014 and 2013; and (vi) Notes to Consolidated Financial Statements.

(1) Incorporated herein by reference from the Exhibits to the Form S-4, Registration Statement and amendments thereto, initially filed on June 7, 1996, Registration No. 333-5559.

(2) Incorporated herein by reference from the Exhibits to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2011.

(3) Incorporated herein by reference from the Exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2006.

(4) Incorporated by reference to the Exhibits to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on January 22, 2009.

SIGNATURES

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

CARVER BANCORP, INC.

Date: August 12, 2014	/s/ Deborah C. Wright Deborah C. Wright Chairman and Chief Executive Officer (Principal Executive Officer)
Date: August 12, 2014	/s/ David L. Toner David L. Toner First Senior Vice President and Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)