

TF FINANCIAL CORP
Form 10-K
March 29, 2007

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

FOR ANNUAL AND TRANSITION REPORTS

PURSUANT TO SECTIONS 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

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

For the fiscal year ended December 31, 2006

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: 0-24168

TF FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

74-2705050

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(State or Other Jurisdiction of Incorporation
or Organization)

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

3 Penns Trail, Newtown, Pennsylvania
(Address of Principal Executive Offices)

18940
(Zip Code)

Registrant's telephone number, including area code: **(215) 579-4000**

Securities registered pursuant to Section 12(b) of the Act: **None**

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

Common Stock, par value \$.10 per share

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.
YES NO

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

The aggregate market value of the voting common equity held by non-affiliates of the registrant, based on the closing price of the registrant's Common Stock as quoted on the Nasdaq System on June 30, 2006, was \$58.5 million (2,870,485 shares at \$28.85 per share).

As of March 19, 2007 there were outstanding 2,928,005 shares of the registrant's Common Stock.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the Annual Report to Stockholders for the Fiscal Year Ended December 31, 2006. (Parts I, II and IV)
2. Portions of the Proxy Statement for the 2007 Annual Meeting of Stockholders. (Part III)

PART I

TF FINANCIAL CORPORATION (THE COMPANY) MAY FROM TIME TO TIME MAKE WRITTEN OR ORAL FORWARD-LOOKING STATEMENTS, INCLUDING STATEMENTS CONTAINED IN THE COMPANY'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION (INCLUDING THIS ANNUAL REPORT ON FORM 10-K AND THE EXHIBITS HERETO), IN ITS REPORTS TO STOCKHOLDERS AND IN OTHER COMMUNICATIONS BY THE COMPANY, WHICH ARE MADE IN GOOD FAITH BY THE COMPANY PURSUANT TO THE SAFE HARBOR PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995.

THESE FORWARD-LOOKING STATEMENTS INVOLVE RISKS AND UNCERTAINTIES, SUCH AS STATEMENTS OF THE COMPANY'S PLANS, OBJECTIVES, EXPECTATIONS, ESTIMATES AND INTENTIONS, THAT ARE SUBJECT TO CHANGE BASED ON VARIOUS IMPORTANT FACTORS (SOME OF WHICH ARE BEYOND THE COMPANY'S CONTROL). THE FOLLOWING FACTORS, AMONG OTHERS, COULD CAUSE THE COMPANY'S FINANCIAL PERFORMANCE TO DIFFER MATERIALLY FROM THE PLANS, OBJECTIVES, EXPECTATIONS, ESTIMATES AND INTENTIONS EXPRESSED IN SUCH FORWARD-LOOKING STATEMENTS: THE STRENGTH OF THE UNITED STATES ECONOMY IN GENERAL AND THE STRENGTH OF THE LOCAL ECONOMIES IN WHICH THE COMPANY CONDUCTS OPERATIONS; THE EFFECTS OF, AND CHANGES IN, MONETARY AND FISCAL POLICIES AND LAWS, INCLUDING INTEREST RATE POLICIES OF THE BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM, INFLATION, INTEREST RATES, MARKET AND MONETARY FLUCTUATIONS; THE TIMELY DEVELOPMENT OF AND ACCEPTANCE OF NEW PRODUCTS AND SERVICES OF THE COMPANY AND THE PERCEIVED OVERALL VALUE OF THESE PRODUCTS AND SERVICES BY USERS, INCLUDING THE FEATURES, PRICING AND QUALITY COMPARED TO COMPETITORS' PRODUCTS AND SERVICES; THE IMPACT OF CHANGES IN FINANCIAL SERVICES LAWS AND REGULATIONS (INCLUDING LAWS CONCERNING TAXES, BANKING, SECURITIES AND INSURANCE); TECHNOLOGICAL CHANGES; ACQUISITIONS; CHANGES IN CONSUMER SPENDING AND SAVING HABITS; AND THE SUCCESS OF THE COMPANY AT MANAGING THE RISKS INVOLVED IN THE FOREGOING.

THE COMPANY CAUTIONS THAT THE FOREGOING LIST OF IMPORTANT FACTORS IS NOT EXCLUSIVE. THE COMPANY DOES NOT UNDERTAKE TO UPDATE ANY FORWARD-LOOKING STATEMENT, WHETHER WRITTEN OR ORAL, THAT MAY BE MADE FROM TIME TO TIME BY OR ON BEHALF OF THE COMPANY.

Item 1. Business

BUSINESS OF THE COMPANY

On July 13, 1994, the Company consummated its public offering for 5,290,000 shares of its common stock and acquired Third Federal Bank (the Bank) as part of the Bank's mutual-to-stock conversion. The Company was incorporated under Delaware law in March 1994. The Company is a savings and loan holding company and is subject to regulation by the Office of Thrift Supervision (the OTS), the Federal Deposit Insurance Corporation (the FDIC) and the Securities and Exchange Commission (the SEC). The Company does not transact any material business other than through its direct and indirect subsidiaries: Third Federal Bank, TF Investments Corporation, Teragon Financial Corporation, Penns Trail Development Corporation and Third Delaware Corporation. At December 31, 2006, the Company had total assets of \$653 million, total liabilities of \$587 million and stockholders' equity of \$66 million.

BUSINESS OF THE BANK

The Bank is a federally-chartered stock savings bank, which was originally chartered in 1921 as a Pennsylvania-chartered building and loan association. The Bank's deposits are insured up to the maximum amount allowable by the FDIC.

The Bank is a community oriented savings institution offering a variety of financial services to meet the needs of the communities it serves. As of December 31, 2006 the Bank operated fifteen branch offices in Bucks and

Philadelphia counties, Pennsylvania and in Mercer County, New Jersey.

The Bank attracts deposits from the general public and uses such deposits, together with borrowings and other funds primarily to originate or purchase loans secured by first mortgages on owner-occupied, one-to-four family residences in its market area and to invest in mortgage-backed and investment securities. At December 31, 2006, one-to-four family residential mortgage loans totaled \$268 million or 55% of the Bank's total loan portfolio. At that same date, the Bank had approximately \$82 million or 13% of total assets invested in mortgage-backed securities and \$35 million or 5% of total assets in investment securities. The Bank also originates commercial real estate and multi-family, construction and consumer loans. The Bank has two subsidiaries, Third Delaware Corporation, which was incorporated in 1998 for the purpose of holding and managing mortgage-backed securities and investment securities for the Bank, and Teragon Financial Corporation which holds a 75% limited partnership interest in a captive title insurance agency, Third Fed Abstract, L. P. During 2006, Teragon Financial Corporation was granted approval by the state of Pennsylvania to conduct business as an insurance agency.

Market Area

The Bank offers a wide range of consumer and business products at its fifteen full service branch offices located in Bucks and Philadelphia Counties in Pennsylvania, and Mercer County in New Jersey. Five of the branch offices are located in Bucks County, the third wealthiest county in Pennsylvania. Bucks County is a growing region offering opportunity for growth for the Bank. Seven branches are located in the northeast section of Philadelphia where the Bank was founded. Although Philadelphia County is experiencing population decline, the Bank's branches in this section of Philadelphia represent a deposit stronghold. The remaining three branches are in Mercer County, New Jersey which has an expanding population and represents another growth area for the Bank.

Competition

The Bank faces varying degrees of competition from banks, thrift institutions and credit unions at its various branch locations. Stronger competition has come from local and very large regional commercial banks based in and around the Philadelphia area. Based upon the latest available data, at June 30, 2006 the Company's share of deposits in each of the counties in which it operates was as follows:

County, State	Market Share for Entire County	Market Share for ZIP Codes Including Company Branches	
Philadelphia, Pennsylvania	0.5	% 10.9	%
Bucks, Pennsylvania	1.6	% 6.2	%
Mercer, New Jersey	0.8	% 4.6	%

Lending Activities

General. The Bank's loan portfolio composition consists primarily of conventional adjustable-rate (ARM) and fixed-rate first mortgage loans secured by one-to-four family residences. The Bank also makes commercial real estate and multi-family loans, construction loans and consumer and other loans. At December 31, 2006, the Bank's mortgage loans outstanding were \$396 million, of which \$268 million were secured by first mortgages on one-to-four family residential property. Of the one-to-four family residential mortgage loans outstanding at that date, 19% were ARM's and 81% were fixed-rate loans. Total ARM loans in the Bank's residential mortgage portfolio at December 31, 2006 amounted to \$51 million or 11% of total loans. At that same date, commercial real estate and multi-family residential loans totaled \$94 million, and construction loans totaled \$35 million. The construction loans are predominately floating-rate, prime-rate-based loans.

Consumer and other loans held by the Bank totaled \$50 million or 10% of total loans outstanding at December 31, 2006, of which \$47 million consisted of home equity and second mortgage loans. At that same date commercial business loans and leases totaled \$40 million or 8% of total loans.

The following table sets forth the composition of the Bank's loan portfolio and mortgage-backed and related securities portfolios in dollar amounts and in percentages of the respective portfolios at the dates indicated.

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	At December 31, 2006		2005		2004		2003		2002	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
	(Dollars in thousands)									
Loans held for investment:										
Mortgage loans:										
One-to-four family	\$ 266,789	54.91 %	\$ 289,678	58.76 %	\$ 283,965	64.08 %	\$ 276,849	68.22 %	\$ 227,953	61.33 %
Commercial real estate and multi-family	93,607	19.26	89,489	18.15	83,559	18.86	74,109	18.26	85,493	23.00
Construction	34,944	7.19	24,888	5.04	10,286	2.32	6,591	1.62	12,026	3.23
Total mortgage loans	395,340	81.36	404,055	81.95	377,810	85.26	357,549	88.10	325,472	87.56
Consumer loans:										
Home equity and second mortgage	46,864	9.65	37,479	7.60	29,522	6.66	25,199	6.21	25,480	6.87
Other consumer	3,206	0.66	2,836	0.58	4,384	0.99	6,532	1.61	10,490	2.82
Total consumer and other loans	50,070	10.31	40,315	8.18	33,906	7.65	31,731	7.82	35,970	9.69
Commercial loans and leases:										
Commercial loans	40,458	8.33	48,471	9.83	30,543	6.90	15,185	3.74	8,005	2.15
Commercial leases	36		186	0.04	857	0.19	1,371	0.34	2,246	0.60
Total commercial loans and leases	40,494	8.33	48,657	9.87	31,400	7.09	16,556	4.08	10,251	2.75
Total loans	485,904	100.00 %	493,027	100.00 %	443,116	100.00 %	405,836	100.00 %	371,693	100.00 %
Less:										
Unearned discount, (premium), deferred loan fees, net	(531)		(505)		(706)		(924)		(446)	
Allowance for loan losses	2,865		2,641		2,307		2,111		2,047	
Total loans, held for investment, net	\$ 483,570		\$ 490,891		\$ 441,515		\$ 404,649		\$ 370,092	
Loans held for sale:										
Mortgage loans:										
One-to-four family	\$ 969	100.00 %	\$ 68	100.00 %	\$ 680	100.00 %				
Total loans held for sale	\$ 969	100.00 %	\$ 68	100.00 %	\$ 680	100.00 %				
Mortgage-backed securities held-to-maturity:										
FHLMC	\$ 2,297	29.84 %	\$ 3,161	31.06 %	\$ 5,195	34.87 %	\$ 8,407	35.58 %	\$ 21,870	40.10 %
FNMA	3,084	40.07	3,969	39.00	5,182	34.77	7,205	30.49	11,781	21.60
GNMA	2,316	30.09	3,040	29.87	4,516	30.31	8,007	33.88	18,278	33.40
Real estate investment mortgage conduit			7	0.07	7	0.05	11	0.05	2,519	4.60
Other mortgage-backed securities									144	0.30
Total mortgage-backed and related securities held-to-maturity	\$ 7,697	100.00 %	\$ 10,177	100.00 %	\$ 14,900	100.00 %	\$ 23,630	100.00 %	\$ 54,592	100.00 %
Mortgage-backed securities available-for-sale:										
FHLMC	\$ 7,888	10.61 %	\$ 9,686	11.60 %	\$ 6,614	6.38 %	\$ 8,525	7.98 %	\$ 699	0.60 %
FNMA	10,330	13.90	12,173	14.58	15,108	14.58	18,385	17.22	11,878	10.30
Real estate investment mortgage conduit	56,120	75.49	61,652	73.82	81,888	79.04	79,864	74.80	102,666	89.10
Total mortgage-backed and related securities available-for-sale	\$									