UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2010

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: 0-22140

META FINANCIAL GROUP, INC. ®

(Exact name of registrant as specified in its charter)

Delaware	**42-1406262**

(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

121 East Fifth Street, Storm Lake, Iowa 50588

(Address of principal executive offices)

(712) 732-4117

(Registrant s telephone number, including area code)

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES o NO o.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (Check one):

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

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). o YES x 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 February 4, 2011:**
Common Stock, $.01 par value	3,112,463 Common Shares

Table of Contents

META FINANCIAL GROUP, INC.

FORM 10-Q

Table of Contents

Table of Contents

META FINANCIAL GROUP, INC.

AND SUBSIDIARIES

Condensed Consolidated Statements of Financial Condition (Unaudited)

(Dollars in Thousands, Except Share and Per Share Data)

	December 31, 2010	September 30, 2010
ASSETS		
Cash and cash equivalents	$ 193,572	$ 87,503
Federal funds sold	6,236	
Investment securities available for sale	21,982	21,467
Mortgage-backed securities available for sale	497,635	485,385
Loans receivable - net of allowance for loan losses of $4,763 at December 31, 2010 and $5,234 at September 30, 2010	342,485	366,045
Federal Home Loan Bank Stock, at cost	4,971	5,283
Accrued interest receivable	4,330	4,759
Bond insurance receivable	3,653	3,683
Premises, furniture, and equipment, net	18,817	19,377
Bank-owned life insurance	13,929	13,796
Foreclosed real estate and repossessed assets	1,191	1,295
Goodwill and intangible assets	1,201	2,663
MPS accounts receivable	7,309	8,085
Other assets	12,344	10,425
Total assets	$ 1,129,655	$ 1,029,766
LIABILITIES AND SHAREHOLDERS EQUITY		
LIABILITIES		
Non-interest-bearing checking	$ 809,967	$ 675,163
Interest-bearing checking	33,187	29,976
Savings deposits	10,697	10,821
Money market deposits	33,388	35,422
Time certificates of deposit	114,978	146,072
Total deposits	1,002,217	897,454
Advances from Federal Home Loan Bank	22,000	22,000
Securities sold under agreements to repurchase	6,528	8,904
Subordinated debentures	10,310	10,310
Accrued interest payable	255	392
Contingent liability	3,785	3,983
Accrued expenses and other liabilities	13,835	14,679
Total liabilities	1,058,930	957,722
SHAREHOLDERS EQUITY		
Preferred stock, 800,000 shares authorized, no shares issued or outstanding		
Common stock, $.01 par value; 5,200,000 shares authorized, 3,372,999 shares issued, 3,112,463 and 3,111,413 shares outstanding at December 31, 2010 and September 30, 2010, respectively	34	34
Additional paid-in capital	32,419	32,381
Retained earnings - substantially restricted	42,791	42,475

Accumulated other comprehensive (loss)		(97)		1,599
Treasury stock, 260,536 and 261,586 common shares, at cost, at December 31, 2010 and September 30, 2010, respectively		(4,422)		(4,445)
Total shareholders equity		70,725		72,044
Total liabilities and shareholders equity	$	1,129,655	$	1,029,766

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

META FINANCIAL GROUP, INC.

AND SUBSIDIARIES

Condensed Consolidated Statements of Operations (Unaudited)

(Dollars in Thousands, Except Share and Per Share Data)

	Three Months Ended December 31, 2010	Three Months Ended December 31, 2009
Interest and dividend income:		
Loans receivable, including fees	$ 5,447	$ 6,725
Mortgage-backed securities	3,918	2,155
Other investments	255	184
	9,620	9,064
Interest expense:		
Deposits	889	1,088
FHLB advances and other borrowings	453	657
	1,342	1,745
Net interest income	8,278	7,319
Provision for loan losses	(28)	4,691
Net interest income after provision for loan losses	8,306	2,628
Non-interest income:		
Card fees	14,011	19,544
Gain on sale of securities available for sale, net	526	1,854
Loan fees	201	113
Deposit fees	181	204
Bank-owned life insurance income	133	130
Other income	254	193
Total non-interest income	15,306	22,038
Non-interest expense:		
Compensation and benefits	7,796	8,671
Card processing expense	5,223	8,352
Occupancy and equipment expense	2,042	2,075
Intangible Assets	1,566	
Legal and consulting expense	1,411	991
Data processing expense	273	192
Marketing	261	355
Other expense	3,046	2,167
Total non-interest expense	21,618	22,803
Income before income tax expense	1,994	1,863
Income tax expense	1,273	671
Net income	$ 721	$ 1,192

Earnings per common share:				
Basic	$	0.23	$	0.45
Diluted	$	0.23	$	0.45
Dividends declared per common share:	$	0.13	$	0.13

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

META FINANCIAL GROUP, INC.®

AND SUBSIDIARIES

Condensed Consolidated Statements of Comprehensive Loss (Unaudited)

(Dollars in Thousands)

	Three Months Ended December 31, 2010	2009
Net income	$ 721	$ 1,192
Other comprehensive loss:		
Change in net unrealized losses on securities available for sale	(3,270)	(4,827)
Gains realized in net income	526	1,854
	(2,744)	(2,973)
Deferred income tax effect	(1,048)	(1,109)
Total other comprehensive loss	(1,696)	(1,864)
Total comprehensive loss	$ (975)	$ (672)

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

META FINANCIAL GROUP, INC.®

AND SUBSIDIARIES

Condensed Consolidated Statements of Changes in Shareholders Equity (Unaudited)

For the Three Months Ended December 31, 2010 and 2009

(Dollars in Thousands, Except Share and Per Share Data)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss), Net of Tax	Treasury Stock	Total Shareholders Equity
Balance, September 30, 2009	$ 30	$ 23,551	$ 31,626	$ (1,838)	$ (6,024)	$ 47,345
Cash dividends declared on common stock ($.13 per share)			(343)			(343)
Issuance of 9,512 common shares from treasury stock due to issuance of restricted stock		(128)			224	96
Stock compensation		129				129
Change in net unrealized losses on securities available for sale				(1,864)		(1,864)
Net income for three months ended December 31, 2009			1,192			1,192
Balance, December 31, 2009	$ 30	$ 23,552	$ 32,475	$ (3,702)	$ (5,800)	$ 46,555
Balance, September 30, 2010	$ 34	$ 32,381	$ 42,475	$ 1,599	$ (4,445)	$ 72,044
Cash dividends declared on common stock ($.13 per share)			(405)			(405)
Issuance of 1,050 common shares from treasury stock due to issuance of restricted stock		13			23	36
Stock compensation		25				25
Change in net unrealized losses on securities available for sale				(1,696)		(1,696)
Net income for three months ended December 31, 2010			721			721
Balance, December 31, 2010	$ 34	$ 32,419	$ 42,791	$ (97)	$ (4,422)	$ 70,725

See Notes to Condensed Consolidated Financial Statements.

META FINANCIAL GROUP, INC.®

AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows (Unaudited)

(Dollars in Thousands)

	Three Months Ended December 31, 2010	2009
Cash flows from operating activities:		
Net income	$ 721	$ 1,192
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion, net	2,576	3,135
Provision for loan losses	(28)	4,691
(Gain) loss on sale of other	(111)	22
Gain on sale of securities available for sale, net	(526)	(1,854)
Net change in accrued interest receivable	429	319
Net change in other assets	216	(5,600)
Net change in accrued interest payable	(137)	(61)
Net change in accrued expenses and other liabilities	(1,042)	(1,765)
Net cash provided by operating activities	2,098	79
Cash flow from investing activities:		
Purchase of securities available for sale	(73,092)	(73,374)
Net change in federal funds sold	(6,236)	9
Proceeds from sales of securities available for sale	21,296	38,401
Proceeds from maturities and principal repayments of securities available for sale	35,192	57,138
Loans purchased	(1,039)	(392)
Net change in loans receivable	24,738	(32,584)
Proceeds from sales of foreclosed real estate	104	769
Net change in Federal Home Loan Bank stock	312	2,448
Proceeds from the sale of premises and equipment		
Purchase of premises and equipment	(395)	(730)
Other, net	1,048	1,109
Net cash provided by (used in) investing activities	1,928	(7,206)
Cash flows from financing activities:		
Net change in checking, savings, and money market deposits	135,857	168,297
Net change in time deposits	(31,094)	(11,539)
Net change in advances from Federal Home Loan Bank		(76,500)
Net change in securities sold under agreements to repurchase	(2,376)	3,726
Cash dividends paid	(405)	(343)
Stock compensation	25	1
Proceeds from exercise of stock options	36	224
Net cash provided by financing activities	102,043	83,866
Net change in cash and cash equivalents	106,069	76,739
Cash and cash equivalents at beginning of period	87,503	6,168
Cash and cash equivalents at end of period	$ 193,572	$ 82,907

Supplemental disclosure of cash flow information		
Cash paid during the period for:		
Interest	$ 1,479	$ 1,805
Income taxes	1,075	

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

META FINANCIAL GROUP, INC. ®

AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements (Unaudited)

NOTE 1. BASIS OF PRESENTATION

The interim unaudited condensed consolidated financial statements contained herein should be read in conjunction with the audited consolidated financial statements and accompanying notes to the consolidated financial statements for the fiscal year ended September 30, 2010 included in Meta Financial Group, Inc. s (Meta Financial or the Company) Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on December 13, 2010. Accordingly, footnote disclosures, which would substantially duplicate the disclosure contained in the audited consolidated financial statements, have been omitted.

The financial information of the Company included herein has been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial reporting and has been prepared pursuant to the rules and regulations for reporting on Form 10-Q and Rule 10-01 of Regulation S-X. Such information reflects all adjustments (consisting of normal recurring adjustments), that are, in the opinion of management, necessary for a fair presentation of the financial position and results of operations for the periods presented. The results of the interim period ended December 31, 2010, are not necessarily indicative of the results expected for the year ending September 30, 2011.

Table of Contents

NOTE 2. CREDIT DISCLOSURES

The Allowance for Loan Losses and Recorded Investment in loans for the three months ended December 31, 2010 and 2009 are as follows:

	1-4 Family Residential	Commercial and Multi Family Real Estate	Agricultural Real Estate	Consumer	Commercial Business	Agricultural Operating	Unallocated	Total
December 31, 2010								
Allowance for loan losses:								
Beginning balance	$ 50	$ 3,053	$ 111	$ 738	$ 131	$ 125	$ 1,026	$ 5,234
Provision charged to expense	(3)	136	(86)	60	(21)	(23)	(91)	(28)
Losses charged off		(15)		(500)				(515)
Recoveries				72				72
Ending balance	$ 47	$ 3,174	$ 25	$ 370	$ 110	$ 102	$ 935	$ 4,763
Ending balance: individually evaluated for impairment	$	$ 1,004	$ 18	$ 100	$ 87	$	$	$ 1,209
Ending balance: collectively evaluated for impairment	$ 47	$ 2,170	$ 7	$ 270	$ 23	$ 102	$ 935	$ 3,554
Ending balance: loans acquired with deteriorated credit quality	$	$	$	$	$	$	$	$
Loans:								
Ending balance: individually evaluated for impairment	$	$ 9,865	$ 1,804	$ 207	$ 174	$	$	$ 12,050
Ending balance: collectively evaluated for impairment	$ 38,053	$ 191,146	$ 19,103	$ 42,036	$ 16,753	$ 28,107	$	$ 335,198
Ending balance: loans acquired with deteriorated credit quality	$	$	$	$	$	$	$	$
December 31, 2009								
Allowance for loan losses:								
Beginning balance	$ 59	$ 4,231	$ 111	$ 243	$ 792	$ 569	$ 988	$ 6,993
Provision charged to expense	(16)	2,632	(82)	3,881	(537)	(580)	(607)	4,691
Losses charged off				(133)				(133)
Recoveries				21	400	210		631
Ending balance	$ 43	$ 6,863	$ 29	$ 4,012	$ 655	$ 199	$ 381	$ 12,182
Ending balance: individually evaluated for impairment	$ 20	$ 6,112	$	$ 119	$ 442	$	$	$ 6,693
Ending balance: collectively evaluated for impairment	$ 23	$ 751	$ 29	$ 3,893	$ 213	$ 199	$ 381	$ 5,489
Ending balance: loans acquired with deteriorated credit quality	$	$	$	$	$	$	$	$
Loans:								
Ending balance: individually evaluated for impairment	$ 21	$ 12,723	$	$ 287	$ 1,615	$	$	$ 14,646
Ending balance: collectively evaluated for impairment	$ 42,284	$ 217,180	$ 27,198	$ 82,713	$ 20,084	$ 27,988		$ 417,447
Ending balance: loans acquired with deteriorated credit quality	$	$	$	$	$	$	$	$

Table of Contents

The Asset Classification for the three months ended December 31, 2010 and 2009 are as follows:

December 31, 2010

	1-4 Family Residential	Commercial and Multi Family Real Estate	Agricultural Real Estate	Consumer	Commercial Business	Agricultural Operating
Pass	$ 37,607	$ 164,234	$ 18,424	$ 41,800	$ 15,989	$ 20,729
Watch	757	19,838	657	102	756	5,986
Special Mention		7,074	22	135	7	1,392
Substandard		8,065	1,804	81	174	
Doubtful		1,800		126		
	$ 38,364	$ 201,011	$ 20,907	$ 42,244	$ 16,926	$ 28,107

December 31, 2009

	1-4 Family Residential	Commercial and Multi Family Real Estate	Agricultural Real Estate	Consumer	Commercial Business	Agricultural Operating
Pass	$ 46,057	$ 199,996	$ 24,427	$ 81,951	$ 18,021	$ 21,343
Watch	692	9,467	2,730	628	1,720	
Special Mention	166	7,717	41	134	344	6,645
Substandard		2,665		223	1,093	
Doubtful	22	10,058		64	521	
	$ 46,937	$ 229,903	$ 27,198	$ 83,000	$ 21,699	$ 27,988

One- to Four-Family Residential Mortgage Lending. One- to four-family residential mortgage loan originations are generated by the Company s marketing efforts, its present customers, walk-in customers and referrals. The Company offers fixed-rate and ARM loans for both permanent structures and those under construction. The Company s one- to four-family residential mortgage originations are secured primarily by properties located in its primary market area and surrounding areas.

The Company originates one- to four-family residential mortgage loans with terms up to a maximum of 30-years and with loan-to-value ratios up to 100% of the lesser of the appraised value of the security property or the contract price. The Company generally requires that private mortgage insurance be obtained in an amount sufficient to reduce the Company s exposure to at or below the 80% loan-to-value level, unless the loan is insured by the Federal Housing Administration, guaranteed by Veterans Affairs or guaranteed by the Rural Housing Administration. Residential loans generally do not include prepayment penalties.

The Company currently offers one, three, five, seven and ten year ARM loans. These loans have a fixed-rate for the stated period and, thereafter, such loans adjust annually. These loans generally provide for an annual cap of up to a 200 basis points and a lifetime cap of 600 basis points over the initial rate. As a consequence of using an initial fixed-rate and caps, the interest rates on these loans may not be as rate sensitive as is the Company s cost of funds. The Company s ARMs do not permit negative amortization of principal and are not convertible into a fixed rate loan. The Company s delinquency experience on its ARM loans has generally been similar to its experience on fixed rate residential loans. Current market conditions make ARM loans unattractive and very few are originated.

Due to consumer demand, the Company also offers fixed-rate mortgage loans with terms up to 30 years, most of which conform to secondary market, *i.e.*, Fannie Mae, Ginnie Mae, and Freddie Mac standards. Interest rates charged on these fixed-rate loans are competitively priced according to market conditions. The Company currently sells most, but not all, of its fixed-rate loans with terms greater than 15 years.

In underwriting one- to four-family residential real estate loans, the Company evaluates both the borrower s ability to make monthly payments and the value of the property securing the loan. Most properties securing real estate loans made by the Company are appraised by independent fee appraisers approved by the Board of Directors. The Company generally requires borrowers to obtain an attorney s title opinion or title insurance, and fire and property insurance (including flood insurance, if necessary) in an amount not less than the amount of the loan. Real estate loans originated by the Company generally contain a due on sale clause allowing the Company to declare the unpaid principal balance due and payable upon the sale of the security property. The Company has not engaged in sub-prime residential mortgage originations.

Commercial and Multi-Family Real Estate Lending. The Company engages in commercial and multi-family real estate lending in its primary market area and surrounding areas and has purchased whole loan and participation interests in loans from other financial institutions. The purchased loans and loan participation interests are generally secured by properties located in the Midwest and West.

The Company s commercial and multi-family real estate loan portfolio is secured primarily by apartment buildings, office buildings, and hotels. Commercial and multi-family real estate loans generally have terms that do not exceed 20 years, have loan-to-value ratios of up to 80% of the appraised value of the security property, and are typically secured by personal guarantees of the borrowers. The Company has a variety of rate adjustment features and other terms in its commercial and multi-family real estate loan portfolio. Commercial and multi-family real estate loans provide for a margin over a number of different indices. In underwriting these loans, the Company currently analyzes the financial condition of the borrower, the borrower s credit history, and the reliability and predictability of the cash flow generated by the property securing the loan. Appraisals on properties securing commercial real estate loans originated by the Company are performed by independent appraisers.

Commercial and multi-family real estate loans generally present a higher level of risk than loans secured by one- to four-family residences. This greater risk is due to several factors, including the concentration of principal in a limited number of loans and borrowers, the effect of general economic conditions on income producing properties and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by commercial and multi-family real estate is typically dependent upon the successful operation of the related real estate project. If the cash flow from the project is reduced (for example, if leases are not obtained or renewed, or a bankruptcy court modifies a lease term, or a major tenant is unable to fulfill its lease obligations), the borrower s ability to repay the loan may be impaired.

Agricultural Lending. The Company originates loans to finance the purchase of farmland, livestock, farm machinery and equipment, seed, fertilizer and other farm related products. Agricultural operating loans are originated at either an adjustable or fixed rate of interest for up to a one year term or, in the case of livestock, upon sale. Most agricultural operating loans have terms of one year or less. Such loans provide for payments of principal and interest at least annually or a lump sum payment upon maturity if the original term is less than one year. Loans secured by agricultural machinery are generally originated as fixed-rate loans with terms of up to seven years.

Agricultural real estate loans are frequently originated with adjustable rates of interest. Generally, such loans provide for a fixed rate of interest for the first one to five years, which then balloon or adjust annually thereafter. In addition, such loans generally amortize over a period of ten to 20 years. Adjustable-rate agricultural real estate loans provide for a margin over the yields on the corresponding U.S. Treasury security or prime rate. Fixed-rate agricultural real estate loans generally have terms up to five years. Agricultural real estate loans are generally limited to 75% of the value of the property securing the loan.

9

Table of Contents

Agricultural lending affords the Company the opportunity to earn yields higher than those obtainable on one- to four-family residential lending. Nevertheless, agricultural lending involves a greater degree of risk than one- to four-family residential mortgage loans because of the typically larger loan amount. In addition, payments on loans are dependent on the successful operation or management of the farm property securing the loan or for which an operating loan is utilized. The success of the loan may also be affected by many factors outside the control of the farm borrower.

Weather presents one of the greatest risks as hail, drought, floods, or other conditions, can severely limit crop yields and thus impair loan repayments and the value of the underlying collateral. This risk can be reduced by the farmer with a variety of insurance coverages which can help to ensure loan repayment. Government support programs and the Company generally require that farmers procure crop insurance coverage. Grain and livestock prices also present a risk as prices may decline prior to sale resulting in a failure to cover production costs. These risks may be reduced by the farmer with the use of futures contracts or options to mitigate price risk. The Company frequently requires borrowers to use future contracts or options to reduce price risk and help ensure loan repayment. Another risk is the uncertainty of government programs and other regulations. During periods of low commodity prices, the income from government programs can be a significant source of cash to make loan payments and if these programs are discontinued or significantly changed, cash flow problems or defaults could result. Finally, many farms are dependent on a limited number of key individuals upon whose injury or death may result in an inability to successfully operate the farm.

Consumer Lending- Retail Bank. The Retail Bank offers a variety of secured consumer loans, including home equity, home improvement, automobile, boat and loans secured by savings deposits. In addition, the Retail Bank offers other secured and unsecured consumer loans. The Retail Bank currently originates most of its consumer loans in its primary market area and surrounding areas. The Retail Bank originates consumer loans on both a direct and indirect basis.

The largest component of the Retail Bank s consumer loan portfolio consists of home equity loans and lines of credit. Substantially all of the Retail Bank s home equity loans and lines of credit are secured by second mortgages on principal residences. The Retail Bank will lend amounts which, together with all prior liens, typically may be up to 100% of the appraised value of the property securing the loan. Home equity loans and lines of credit generally have maximum terms of five years.

The Retail Bank primarily originates automobile loans on a direct basis, but also originates indirect automobile loans on a very limited basis. Direct loans are loans made when the Retail Bank extends credit directly to the borrower, as opposed to indirect loans, which are made when the Retail Bank purchases loan contracts, often at a discount, from automobile dealers which have extended credit to their customers. The Retail Bank s automobile loans typically are originated at fixed interest rates with terms up to 60 months for new and used vehicles. Loans secured by automobiles are generally originated for up to 80% of the N.A.D.A. book value of the automobile securing the loan.

Consumer loan terms vary according to the type and value of collateral, length of contract and creditworthiness of the borrower. The underwriting standards employed by the Company for consumer loans include an application, a determination of the applicant s payment history on other debts and an assessment of ability to meet existing obligations and payments on the proposed loan. Although creditworthiness of the applicant is a primary consideration, the underwriting process also includes a comparison of the value of the security, if any, in relation to the proposed loan amount.

Consumer loans may entail greater credit risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or are secured by rapidly depreciable assets, such as automobiles or recreational equipment. In such cases, any repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation. In addition, consumer loan collections are dependent on the borrower s continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application

Table of Contents

of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

Consumer Lending Meta Payment Systems® (MPS). MPS has a loan committee consisting of members of Executive Management. The MPS Credit Committee (the Committee) is charged with monitoring, evaluating, and reporting portfolio performance and the overall credit risk posed by its credit products. All proposed credit programs must first be reviewed and approved by the Committee before such programs are presented to the Company s Board of Directors. The Board of Directors is ultimately responsible for final approval of any credit program.

The Company believes that well-managed, nationwide credit programs can help meet legitimate credit needs for prime and sub-prime borrowers, and affords the Company an opportunity to diversify the loan portfolio and minimize earnings exposure due to economic downturns. Therefore, MPS designs and administers certain credit programs that accomplish these objectives. MPS programs are managed prudently, in accordance with governing rules and regulations, and without unnecessary exposure to the capital base. To this end, management believes that MPS administers its credit programs in conformance with federal and state laws, regulations, guidance, applicable association rules and regulations, as well as all standards and best practices for safe and sound lending. Notwithstanding this belief, our regulator ordered the termination of our nationwide iAdvance lending program; for additional information see Note 12 to the Notes to Condensed Consolidated Financial Statements.

MPS has strived to offer consumers innovative payment products, including credit products. Most credit products have fallen into one of two general categories: (1) sponsorship lending and (2) portfolio lending. In a sponsorship lending model, MPS typically originates loans and sells (without recourse) the resulting receivables to third party investors equipped to take the associated credit risk. MPS s sponsorship lending programs are governed by the Policy for Sponsorship Lending which has been approved by the Board of Directors. A Portfolio Credit Policy which has been approved by the Board of Directors governs portfolio credit initiatives undertaken by MPS, whereby the Company retains some or all receivables and relies on the borrower as the underlying source of repayment. Several portfolio lending programs also have a contractual provision that has indemnified MPS and MetaBank (the Bank) for credit losses that meet or exceed predetermined levels. Such a program carries additional risks not commonly found in sponsorship programs, specifically funding and credit risk. Therefore, MPS has strived to employ policies, procedures, and information systems that are commensurate with the added risk and exposure. Due to supervisory directives issued by our regulator, an MPS lending program - iAdvance was eliminated effective October 13, 2010. In addition, the Bank s tax-related programs, which consisted of pre-season tax-related loans and refund transfer services, are subject to prior approval of our regulator. At this time, we do not anticipate offering these programs in fiscal 2011. Finally, our third party relationship programs have been limited to existing third party relationships, absent prior approval to engage in new relationships.

The Company recognizes that concentrations of credit may naturally occur and may take the form of a large volume of related loans to an individual, a specific industry, a geographic location, or an occupation. Credit Concentration is a direct, indirect, or contingent obligation that has a common bond where the aggregate exposure equals or exceeds a certain percentage of the Bank s Tier 1 Capital plus the Allowance for Loan and Credit Card Losses.

The MPS Credit Committee monitors and identifies the credit concentrations and evaluates the specific nature of each concentration to determine the potential risk to the Bank. An evaluation includes the following:

- A recommendation regarding additional controls needed to mitigate the concentration exposure.

- A limitation or cap placed on the size of the concentration.

Table of Contents

- The potential necessity of increased capital and/or credit reserves to cover the increased risk caused by the concentration(s).

- A strategy to reduce to acceptable levels those concentration(s) that are determined to create undue risk to the Bank.

Commercial Business Lending. The Company also originates commercial business loans. Most of the Company s commercial business loans have been extended to finance local and regional businesses and include short-term loans to finance machinery and equipment purchases, inventory and accounts receivable. Commercial loans also involve the extension of revolving credit for a combination of equipment acquisitions and working capital in expanding companies.

The maximum term for loans extended on machinery and equipment is based on the projected useful life of such machinery and equipment. Generally, the maximum term on non-mortgage lines of credit is one year. The loan-to-value ratio on such loans and lines of credit generally may not exceed 80% of the value of the collateral securing the loan. The Company s commercial business lending policy includes credit file documentation and analysis of the borrower s character, capacity to repay the loan, the adequacy of the borrower s capital and collateral as well as an evaluation of conditions affecting the borrower. Analysis of the borrower s past, present and future cash flows is also an important aspect of the Company s current credit analysis. Nonetheless, such loans are believed to carry higher credit risk than more traditional investments.

Unlike residential mortgage loans, which generally are made on the basis of the borrower s ability to make repayment from his or her employment and other income and which are secured by real property whose value tends to be more easily ascertainable, commercial business loans typically are made on the basis of the borrower s ability to make repayment from the cash flow of the borrower s business. As a result, the availability of funds for the repayment of commercial business loans may be substantially dependent on the success of the business itself (which, in turn, is likely to be dependent upon the general economic environment). The Company s commercial business loans are usually, but not always, secured by business assets and personal guarantees. However, the collateral securing the loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business. Commercial business loans have been a declining percentage of the Company s loan portfolio since 2005.

Classified Assets. Federal regulations provide for the classification of loans and other assets such as debt and equity securities considered by the Office of Thrift Supervision (the OTS) to be of lesser quality as substandard, doubtful or loss. An asset is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the savings association will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all of the weaknesses inherent in those classified substandard, with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. Assets classified as loss are those considered uncollectible and of such minimal value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

When assets are classified as either substandard or doubtful, the Bank may establish general allowances for loan losses in an amount deemed prudent by management. General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. When assets are classified as loss, the Bank is required either to establish a specific allowance for losses equal to 100% of that portion of the asset so classified or to charge-off such amount. The Banks determinations as to the classification of their assets and the amount of their valuation allowances are subject to review by their regulatory authorities, who may order the establishment of additional general or specific loss allowances.

Table of Contents

Past due loans for the three months ended December 31, 2010 and 2009 are as follows:

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivable	Loans > 90 Days and Accruing
December 31, 2010							
Residential 1-4 Family	$ 141	$ 35	$ 502	$ 678	$ 37,686	$ 38,364	$ 404
Commercial Real Estate and Multi Family	8,319		7,888	16,207	184,804	201,011	
Agricultural Real Estate			1,372	1,372	19,535	20,907	
Consumer	1	62	39	102	42,142	42,244	34
Commercial Operating	113	127	157	397	16,529	16,926	44
Agricultural Real Operating					28,107	28,107	
Total	$ 8,574	$ 224	$ 9,958	$ 18,756	$ 328,803	$ 347,559	$ 482
December 31, 2009							
Residential 1-4 Family	$ 206	$ 62	$ 261	$ 529	$ 46,408	$ 46,937	$
Commercial Real Estate and Multi Family		7,519	12,755	20,274	209,629	229,903	
Agricultural Real Estate					27,198	27,198	
Consumer	69	59	9	137	82,863	83,000	
Commercial Operating	300	41	520	861	20,838	21,699	
Agricultural Real Operating					27,988	27,988	
Total	$ 575	$ 7,681	$ 13,545	$ 21,801	$ 414,924	$ 436,725	$

Impaired loans as of December 31, 2010 and 2009 are as follows:

	Recorded Balance	Unpaid Principal Balance	Average Investment in Impaired Loans	Interest Income Recognized
December 31, 2010				
Loans without a specific valuation allowance				
Residential 1-4 Family	$	$	$ 11	$
Commercial Real Estate and Multi Family	9,865	15,267	9,366	52
Agricultural Real Estate	1,803	1,803	987	
Consumer	207	207	324	4
Commercial Operating	174	174	990	3
Agricultural Real Operating			69	
Total	$ 12,050	$ 17,452	$ 11,747	$ 60
December 31, 2009				
Loans without a specific valuation allowance				
Residential 1-4 Family	$ 22	$ 22	$ 156	$
Commercial Real Estate and Multi Family	12,726	14,411	12,479	49
Agricultural Real Estate				
Consumer	287	287	199	2
Commercial Operating	1,614	1,614	2,669	5
Agricultural Real Operating			3,183	
Total	$ 14,648	$ 16,333	$ 18,686	$ 56

Table of Contents

Troubled debt restructured loans as of December 31, 2010 and 2009 are as follows:

	December 31, 2010			December 31, 2009		
	Number of Loans	Pre-Modification Outstanding Recorded Balance	Post-Modification Outstanding Recorded Balance	Number of Loans	Pre-Modification Outstanding Recorded Balance	Post-Modification Outstanding Recorded Balance
Residential 1-4 Family		$	$		$	$
Commercial Real Estate and Multi Family	2	396	396			
Agricultural Real Estate						
Consumer						
Commercial Operating						
Agricultural Real Operating						

NOTE 3. ALLOWANCE FOR LOAN LOSSES

At December 31, 2010 the Company s allowance for loan losses was $4.8 million, a decrease of $0.4 million from $5.2 million at September 30, 2010. Further discussion of this change in the allowance is included in Financial Condition - Non-performing Assets and Allowance for Loan Loss in Management s Discussion and Analysis.

The Company establishes its provision for loan losses, and evaluates the adequacy of its allowance for loan losses based upon a systematic methodology consisting of a number of factors including, among others, historic loss experience, the overall level of classified assets and non-performing loans, the composition of its loan portfolio and the general economic environment within which the Company and its borrowers operate.

Management closely monitors economic developments both regionally and nationwide, and considers these factors when assessing the adequacy of its allowance for loan losses.

Table of Contents

NOTE 4. EARNINGS PER COMMON SHARE (EPS)

Basic EPS is computed by dividing income (loss) available to common shareholders (the numerator) by the weighted average number of common shares outstanding (the denominator) during the period. Shares issued during the period and shares reacquired during the period are weighted for the portion of the period that they were outstanding. Diluted EPS shows the dilutive effect of additional common shares issuable pursuant to stock option agreements.

A reconciliation of the income and common stock share amounts used in the computation of basic and diluted EPS for the three months ended December 31, 2010 and 2009 is presented below.

Three Months Ended December 31, **(Dollars in Thousands, Except Share and Per Share Data)**	**2010**	**2009**
Earnings		
Net Income	$ 721	$ 1,192
Basic EPS		
Weighted average common shares outstanding	3,111,898	2,637,091
Less weighted average unallocated ESOP and nonvested shares	(1,667)	(3,334)
Weighted average common shares outstanding	3,110,231	2,633,757
Earnings Per Common Share		
Basic	$ 0.23	$ 0.45
Diluted EPS		
Weighted average common shares outstanding for basic earnings per common share	3,110,231	2,633,757
Add dilutive effect of assumed exercises of stock options, net of tax benefits		40,447
Weighted average common and dilutive potential common shares outstanding	3,110,231	2,674,204
Earnings Per Common Share		
Diluted	$ 0.23	$ 0.45

Stock options totaling 365,228 and 313,727 were not considered in computing diluted EPS for the three months ended December 31, 2010 and December 31, 2009, respectively, because they were not dilutive. The calculation of the diluted EPS for the three months ended December 31, 2010 does not reflect the assumed exercise of 11,944 stock options because the effect would have been anti-dilutive for the period.

Table of Contents

NOTE 5. SECURITIES

The amortized cost, gross unrealized gains and losses and estimated fair values of available for sale securities as of December 31, 2010 and September 30, 2010 are presented below.

	AMORTIZED COST	GROSS UNREALIZED GAINS	GROSS UNREALIZED (LOSSES)	FAIR VALUE
		(Dollars in Thousands)		
December 31, 2010				
Debt securities				
Trust preferred and corporate securities	$ 24,968	$	$ (7,581)	$ 17,387
Obligations of states and political subdivisions	4,562	101	(68)	4,595
Mortgage-backed securities	490,240	8,739	(1,344)	497,635
Total debt securities	$ 519,770	$ 8,840	$ (8,993)	$ 519,617

	AMORTIZED COST	GROSS UNREALIZED GAINS	GROSS UNREALIZED (LOSSES)	FAIR VALUE
		(Dollars in Thousands)		
September 30, 2010				
Debt securities				
Trust preferred and corporate securities	$ 25,466	$ 7	$ (7,922)	$ 17,551
Obligations of states and political subdivisions	3,769	155	(8)	3,916
Mortgage-backed securities	475,026	10,671	(312)	485,385
Total debt securities	$ 504,261	$ 10,833	$ (8,242)	$ 506,852

Gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in continuous unrealized loss position at December 31, 2010 and September 30, 2010 are as follows:

	LESS THAN 12 MONTHS		OVER 12 MONTHS		TOTAL	
	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
			(Dollars in Thousands)			
December 31, 2010						
Debt securities						
Trust preferred and corporate securities	$	$	$ 17,237	$ (7,581)	$ 17,237	$ (7,581)
Obligations of states and political subdivisions	1,849	(68)			$ 1,849	$ (68)
Mortgage-backed securities	134,778	(1,344)			134,778	(1,344)
Total debt securities	$ 136,627	$ (1,412)	$ 17,237	$ (7,581)	$ 153,864	$ (8,993)

	LESS THAN 12 MONTHS		OVER 12 MONTHS		TOTAL	
	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
			(Dollars in Thousands)			
September 30, 2010						
Debt securities						
Trust preferred and corporate securities	$	$	$ 17,551	$ (7,922)	$ 17,551	$ (7,922)
Obligations of states and political subdivisions	1,110	(8)			1,110	(8)
Mortgage-backed securities	67,227	(312)			67,227	(312)
Total debt securities	$ 68,337	$ (320)	$ 17,551	$ (7,922)	$ 85,888	$ (8,242)

Table of Contents

NOTE 6. COMMITMENTS AND CONTINGENCIES

At December 31, 2010 and September 30, 2010, the Company had outstanding commitments to originate and purchase loans totaling $38.7 million and $37.8 million, respectively. It is expected that outstanding loan commitments will be funded with existing liquid assets. At December 31, 2010, the Company had no commitments to purchase or sell securities available for sale.

Legal Proceedings

Lawsuits against MetaBank involving the sale of purported MetaBank certificates of deposit continue to be addressed. In all, nine cases have been filed to date, and of those nine, three have been dismissed, and four have been settled for payments that the Company deemed reasonable under the circumstances, including the costs of litigation. Of the two remaining cases, one is a class action case. On May 5, 2010, in that class action, Guardian Angel Credit Union v. MetaBank et al., Case No. 08-cv-261-PB (USDC, District of NH), the court granted the plaintiff s motion to certify the class. Additionally, a lawsuit relating to this matter has been filed by Airline Pilots Assoc Federal Credit Union in the Iowa District court for Polk County, Case number CL-118792. The underlying matter was first disclosed in the Company s quarterly report for the period ended December 31, 2007, which stated that an employee of the Bank had sold fraudulent CDs for her own benefit. The unauthorized and illegal actions of the employee have since prompted a number of demands and lawsuits seeking recovery on the fraudulent CDs to be filed against the Bank, which have been disclosed in subsequent filings. The employee was prosecuted, convicted and, on June 2, 2010, sentenced to more than seven years in federal prison and ordered to pay more than $4 million in restitution. Notwithstanding the nature of her crimes, which were unknown by the Bank and its management, plaintiffs in the two remaining cases seek to impose liability on the Bank under a number of legal theories with respect to the remaining $3.6 million of fraudulent CDs that were issued by the former employee. The Bank and its insurer, which has assumed defense of the action and which is advancing defense costs subject to a reservation of rights, continue to vigorously contest liability in the remaining actions.

Cedar Rapids Bank & Trust Company v MetaBank, Case No. LACV007196. In a separate matter, on November 3, 2009, Cedar Rapids Bank & Trust Company (CRBT) filed a Petition against MetaBank in the Iowa District Court in and for Linn County claiming an unspecified amount of money damages against MetaBank arising from CRBT s participation in loans originated by MetaBank to companies owned or controlled by Dan Nelson. The complaint states that the Nelson companies eventually filed for bankruptcy and the loans, including CRBT s portion, were not fully repaid. Under a variety of theories, CRBT claims that MetaBank had material negative information about Dan Nelson, his companies and the loans that it did not share with CRBT prior to CRBT taking a participation interest**.** MetaBank believes that CRBT s loss of principal was limited to approximately $200,000, and in any event intends to vigorously defend the case.

Thirumalesh Bhat v. Meta Financial Group, Inc., J. Tyler Haahr, David W. Leedom, Bradley C. Hanson and Troy Moore; Case No. 5:10-cv-04099-DEO, and Alaa M. Elgaouni v. Meta Financial Group, Inc., J. Tyler Haahr, David W. Leedom; Case No. C10-4108MWB. The Company has been informed that two former stockholders, Thirumalesh Bhat and Alaa M. Elgaouni, have separately filed purported class action lawsuits against the Company and certain of its officers alleging violations of certain federal securities laws. The cases were filed on October 22, 2010 and November 5, 2010 in the United States District Court for the Northern District of Iowa purportedly on behalf of those who purchased the Company s stock between May 14, 2009 and October 15, 2010. The complaints allege that the named officers violated Sections 10(b) and 20(a) of the Securities Exchange Act and SEC Rule 10b-5 in connection with certain allegedly false and misleading public statements made during this period by the Company and its officers. The complaints do not specify an amount of damages sought. The Company denies the allegations in the complaints and intends to vigorously pursue its defense.

Nicholas Martin, on behalf of himself and a class, v. Automated Financial, LLC, MetaBank, and Does 1-5, Case: 1:11-cv-00525. This case involves a claim by Plaintiff that a notification required to be placed upon an automated teller machine was absent on a specified date, in violation of Regulation E of the EFTA. The Company denies liability in this matter and will contest this litigation with Defendant Automated Financial LLC, who is obligated to indemnify the Company for costs and expenses in this matter.

See Note 12 OTS Supervisory Directive and Related Matters and Item 1. Business Bank Supervision and Regulation OTS Supervisory Directives and Related Matters of our Annual Report on Form 10-K for the year ended September 30, 2010 for a discussion of existing OTS enforcement matters and future corrective actions.

The Bank utilizes various third parties for, among other things, its processing needs, both with respect to standard bank operations and with respect to its MPS division. MPS was notified in April 2008 by one of the processors that the processor s computer system had been breached, which led to the unauthorized load and spending of funds from Bank-issued cards. The Bank believes the amount in question to be approximately $2.0 million. The processor and program manager both have agreements with the Bank to indemnify it for any losses as a result of such unauthorized activity, and the matter is reflected as such in its financial statements. In addition, the Bank has given notice to its own insurer. The Bank has been notified by the processor that its insurer has denied the claim filed. The Bank made demand for payment and filed a demand for arbitration to recover the unauthorized loading and spending amounts and certain damages. The Bank has settled its claim with the program manager, and has received an arbitration award against the processor. That arbitration has been entered as a judgment in the State of South Dakota, which judgment is being transferred to Florida for garnishment proceedings against the processor and its insurer.

Certain corporate clients of an unrelated company named Springbok Services, Inc. have requested through counsel a mediation or negotiation as a means of reaching a settlement in lieu of commencing litigation against MetaBank. These claimants purchased MetaBank prepaid reward cards from Springbok, prior to Springbok s bankruptcy. As a result of Springbok s bankruptcy and cessation of business, some of the rewards cards which had been purchased were never activated or funded. Counsel for these companies have indicated that they are prepared to assert claims totaling approximately $1.0 million against MetaBank based on principal/agency or failure to supervise theories. The Company denies liability with respect to these claims, however, the Company has agreed to enter a mediation process with the claimants in the next 30 days.

Other than the matters set forth above, there are no other new material pending legal proceedings or updates to which the Company or its subsidiaries is a party other than ordinary litigation routine to their respective businesses.

NOTE 7. STOCK OPTION PLAN

The Company maintains the 2002 Omnibus Incentive Plan, which, among other things, provides for the awarding of stock options and nonvested (restricted) shares to certain officers and directors of the Company. Awards are granted by the Stock Option Committee of the Board of Directors based on the performance of the award recipients or other relevant factors.

In accordance with ASC 718, compensation expense for share based awards is recorded over the vesting period at the fair value of the award at the time of grant. The exercise price of options or fair value of nonvested shares granted under the Company s incentive plans is equal to the fair market value of the underlying stock at the grant date. The Company assumes no projected forfeitures on its stock based compensation, since actual historical forfeiture rates on its stock based incentive awards has been negligible.

A summary of option activity for the three months ended December 31, 2010 is presented below:

	Number of Shares		Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Yrs)		Aggregate Intrinsic Value
		(Dollars in Thousands, Except Share and Per Share Data)				
Options outstanding, September 30, 2010	490,993	$	23.39	6.49	$	4,579
Granted						
Exercised						
Forfeited or expired	(1,000)		23.05			
Options outstanding, December 31, 2010	489,993	$	23.39	6.24	$	71
Options exercisable, December 31, 2010	452,168	$	23.32	6.21	$	32

Table of Contents

A summary of nonvested share activity for the three months ended December 31, 2010 is presented below:

	Number of Shares		Weighted Average Fair Value at Grant
	(Dollars in Thousands, Except Share and Per Share Data)		
Nonvested shares outstanding, September 30, 2010	1,667	$	24.43
Granted	1,050		31.79
Vested	(1,050)		31.79
Forfeited or expired			
Nonvested shares outstanding, December 31, 2010	1,667	$	24.43

As of December 31, 2010, stock based compensation expense not yet recognized in income totaled $128,000 which is expected to be recognized over a weighted average remaining period of 0.93 years.

NOTE 8. SEGMENT INFORMATION

An operating segment is generally defined as a component of a business for which discrete financial information is available and whose results are reviewed by the chief operating decision-maker. Operating segments are aggregated into reportable segments if certain criteria are met. The Company has determined that it has two reportable segments. The first reportable segment, Traditional Banking, consists of its banking subsidiary, MetaBank. The Bank operates as a traditional community bank providing deposit, loan and other related products to individuals and small businesses, primarily in the communities where their offices are located. MPS, the second reportable segment, provides a number of products and services to financial institutions and other businesses. These products and services include issuance of prepaid debit cards, sponsorship of ATMs into the debit networks, credit programs, ACH origination services, gift card programs, rebate programs, travel programs and tax related programs. Other programs are in the process of development. The remaining grouping under the caption All Others consists of the operations of Meta Financial Group, Inc. and inter-segment eliminations. Transactions between affiliates, the resulting revenues of which are shown in the intersegment revenue category, are conducted at market prices, meaning prices that would be paid if the companies were not affiliates. The following tables present segment data for the Company for the three months ended December 31, 2010 and 2009, respectively.

		Traditional Banking		Meta Payment Systems®		All Others		Total
Three Months Ended December 31, 2010								
Interest income	$	6,596	$	3,018	$	6	$	9,620
Interest expense		1,173		47		122		1,342
Net interest income (loss)		5,423		2,971		(116)		8,278
Provision for loan losses				(28)				(28)
Non-interest income		1,272		14,024		10		15,306
Non-interest expense		6,944		14,485		189		21,618
Income (loss) before tax		(249)		2,538		(295)		1,994
Income tax expense (benefit)		424		958		(109)		1,273
Net income (loss)	$	(673)	$	1,580	$	(186)	$	721
Inter-segment revenue (expense)	$	2,304	$	(2,304)	$		$	
Total assets		304,167		823,787		1,701		1,129,655

Total deposits	213,641	790,087	(1,511)	1,002,217

Table of Contents

	Traditional Banking	Meta Payment Systems®	All Others	Total
Three Months Ended December 31, 2009				
Interest income	$ 5,664	$ 3,380	$ 20	$ 9,064
Interest expense	1,536	80	129	1,745
Net interest income (loss)	4,128	3,300	(109)	7,319
Provision for loan losses	1,100	3,591		4,691
Non-interest income	2,492	19,522	24	22,038
Non-interest expense	4,781	17,856	166	22,803
Income (loss) before tax	739	1,375	(251)	1,863
Income tax expense (benefit)	284	474	(87)	671
Net income (loss)	$ 455	$ 901	$ (164)	$ 1,192
Inter-segment revenue (expense)	$ 2,375	$ (2,375)	$	$
Total assets	305,879	609,170	1,096	916,145
Total deposits	219,537	592,012	(1,044)	810,505

NOTE 9. NEW ACCOUNTING PRONOUNCEMENTS

In April 2010, FASB issued ASU No. 2010-18, *Effect of a Loan Modification When the Loan Is Part of a Pool That Is Accounted for as a Single Asset*. As a result of this update, modifications of loans that are accounted for within a pool under Subtopic 310-30 do not result in the removal of those loans from the pool even if the modification of those loans would otherwise be considered a troubled debt restructuring. An entity will continue to be required to consider whether the pool of assets in which the loan is included is impaired if expected cash flows for the pool change. ASU No. 2010-18 is effective for the Company in the first interim period of fiscal 2011 (December 31, 2010) and the annual reporting period beginning September 30, 2011. The Company adopted ASU 2010-18 quarter ended December 31, 2010 with no material impact on the Company s financial position, results of operation or cash flows

In July 2010, FASB issued ASU 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses* (ASC Topic 310). This guidance will expand disclosures by requiring additional disaggregated information related to the current disclosures. It will also require additional disclosures to provide information based on credit quality, past due aging information, trouble debt restructuring information, and significant purchases and sales of financing receivables. ASU 2010-20 is effective for the Company for interim and annual reporting periods ending after December 15, 2010. The Company adopted ASU 2010-20 quarter ended December 31, 2010 with no material impact on the Company s financial position, results of operation or cash flows

NOTE 10. FAIR VALUE MEASUREMENTS

Effective October 1, 2008, the Company adopted the provisions of ASC 820, *Fair Value Measurements.* ASC820 defines fair value, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system and expands disclosures about fair value measurement. It clarifies that fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the market in which the reporting entity transacts.

The fair value hierarchy is as follows:

Level 1 Inputs Valuation is based upon quoted prices for identical instruments traded in active markets that the Company has the ability to access at measurement date.

Table of Contents

Level 2 Inputs Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in active markets and model-based valuation techniques for which significant assumptions are observable in the market.

Level 3 Inputs Valuation is generated from model-based techniques that use significant assumptions not observable in the market and are used only to the extent that observable inputs are not available. These unobservable assumptions reflect the Company s own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Securities Available for Sale. Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using an independent pricing service. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, as well as U.S. Treasury and other U.S. government and agency securities that are traded by dealers or brokers in active over-the-counter markets. The Company had no Level 1 securities at December 31, 2010. Level 2 securities include agency mortgage-backed securities and private collateralized mortgage obligations, municipal bonds and corporate debt securities.

The following table summarizes the assets of the Company for which fair values are determined on a recurring basis as of December 31, 2010.

	Fair Value at December 31, 2010			
(Dollars in Thousands)	**Total**	**Level 1**	**Level 2**	**Level 3**
Securities available for sale	$ 519,617	$	$ 519,617	$

Included in securities available for sale are trust preferred securities as follows:

At December 31, 2010

Issuer(1)	**Book Value**	**Fair Value**	**Unrealized Gain (Loss)**	**S&P Credit Rating**	**Moody Credit Rating**
		(Dollars in Thousands)			
Key Corp. Capital I	$ 4,981	$ 3,530	$ (1,451)	BB	Baa3
Huntington Capital Trust II SE	4,971	2,848	(2,123)	BB-	Ba1
Bank Boston Capital Trust IV (2)	4,963	3,463	(1,500)	BB+	Baa3
Bank America Capital III	4,951	3,555	(1,396)	BB+	Baa3
PNC Capital Trust	4,952	3,841	(1,111)	BBB	Baa2

Cascade Capital Trust I 144A (3)	150	150		
Total	$ 24,968	$ 17,387	$ (7,581)	

(1) Trust preferred securities are single-issuance. There are no known interest deferrals, defaults or excess subordination, except for Cascade Capital Trust I 144A.
(2) Bank Boston was acquired by Bank of America.
(3) Security not rated and Cascade Capital Trust I 144A is in deferral of interest

Table of Contents

The Company s management reviews the status and potential impairment of the trust preferred securities on a monthly basis. In its review, management discusses duration of unrealized losses and reviews credit rating changes. Other factors, but not necessarily all, considered are: that the risk of loss is minimized and easier to determine due to the single-issuer, rather than pooled, nature of the securities, the condition of the banks listed, and whether there have been any payment deferrals or defaults to-date. Such factors are subject to change over time.

Foreclosed Real Estate and Repossessed Assets. Real estate properties and repossessed assets are initially recorded at the lower of cost or fair value less selling costs at the date of foreclosure, establishing a new cost basis.

Loans. The Company does not record loans at fair value on a recurring basis. However, if a loan is considered impaired, an allowance for loan losses is established. Once a loan is identified as individually impaired, management measures impairment in accordance with ASC 310, *Accounting for Creditors for Impairment of a Loan.* When the fair value of the collateral is based on an observable market price or current appraised value, the Company records the impaired loan as non-recurring level 2.

The following table summarizes the assets of the Company for which fair values are determined on a non-recurring basis as of December 31, 2010.

	Fair Value at December 31, 2010			
(Dollars in Thousands)	**Total**	**Level 1**	**Level 2**	**Level 3**
Foreclosed Assets, net	$ 1,191	$	$ 1,191	$
Loans	12,050		12,050	
Total	$ 13,241	$	$ 13,241	$

The following table discloses the Company s estimated fair value amounts of its financial instruments. It is management s belief that the fair values presented below are reasonable based on the valuation techniques and data available to the Company as of December 31, 2010 and September 30, 2010, as more fully described below. The operations of the Company are managed from a going concern basis and not a liquidation basis. As a result, the ultimate value realized for the financial instruments presented could be substantially different when actually recognized over time through the normal course of operations. Additionally, a substantial portion of the Company s inherent value is the Banks capitalization and franchise value. Neither of these components have been given consideration in the presentation of fair values below.

The following presents the carrying amount and estimated fair value of the financial instruments held by the Company at December 31, 2010 and September 30, 2010. The information presented is subject to change over time based on a variety of factors.

Table of Contents

	December 31, 2010 Carrying Amount		December 31, 2010 Estimated Fair Value		September 30, 2010 Carrying Amount		September 30, 2010 Estimated Fair Value	
	(Dollars in Thousands)							
Financial assets								
Cash and cash equivalents	$	193,572	$	193,572	$	87,503	$	87,503
Federal funds sold		6,236		6,236				
Securities available for sale		519,617		519,617		506,852		506,852
Loans receivable, net		342,485		348,440		366,045		369,301
FHLB stock		4,971		4,971		5,283		5,283
Accrued interest receivable		4,330		4,330		4,759		4,759
Financial liabilities								
Noninterest bearing demand deposits		809,967		809,967		675,163		675,163
Interest bearing demand deposits, savings, and money markets		77,272		77,272		76,219		76,219
Certificates of deposit		114,978		116,955		146,072		148,490
Total deposits		1,002,217		1,004,194		897,454		899,872
Advances from FHLB		22,000		24,685		22,000		25,563
Securities sold under agreements to repurchase		6,528		6,528		8,904		8,904
Subordinated debentures		10,310		10,289		10,310		10,294
Accrued interest payable		255		255		392		392
Off-balance-sheet instruments, loan commitments								

The following sets forth the methods and assumptions used in determining the fair value estimates for the Company s financial instruments at December 31, 2010 and September 30, 2010.

CASH AND CASH EQUIVALENTS

The carrying amount of cash and short-term investments is assumed to approximate the fair value.

FEDERAL FUNDS SOLD

The carrying amount of federal funds sold is assumed to approximate the fair value.

SECURITIES AVAILABLE FOR SALE

To the extent available, quoted market prices or dealer quotes were used to determine the fair value of securities available for sale. For those securities which are thinly traded, or for which market data was not available, management estimated fair value using other available data. The amount of securities for which quoted market prices were not available is not material to the portfolio as a whole.

LOANS RECEIVABLE, NET

The fair value of loans was estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for similar remaining maturities. When using the discounting method to determine fair value, loans were gathered by homogeneous groups with similar terms and conditions and discounted at a target rate at which similar loans would be made to borrowers as of December 31, 2010 and September 30, 2010. In addition, when computing the estimated fair value for all loans, allowances for loan losses have been subtracted from the calculated fair value for consideration of credit quality.

FEDERAL HOME LOAN BANK (THE FHLB) STOCK

The fair value of such stock is assumed to approximate book value since the Company is generally able to redeem this stock at par value.

Table of Contents

ACCRUED INTEREST RECEIVABLE

The carrying amount of accrued interest receivable is assumed to approximate the fair value.

DEPOSITS

The carrying values of non-interest bearing checking deposits, interest bearing checking deposits, savings, and money markets is assumed to approximate fair value, since such deposits are immediately withdrawable without penalty. The fair value of time certificates of deposit was estimated by discounting expected future cash flows by the current rates offered on certificates of deposit with similar remaining maturities.

In accordance with ASC 825, no value has been assigned to the Company s long-term relationships with its deposit customers (core value of deposits intangible) since such intangible is not a financial instrument as defined under ASC 825.

ADVANCES FROM FHLB

The fair value of such advances was estimated by discounting the expected future cash flows using current interest rates as of December 31, 2010 and September 30, 2010 for advances with similar terms and remaining maturities.

SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE AND SUBORDINATED DEBENTURES

The fair value of these instruments was estimated by discounting the expected future cash flows using derived interest rates approximating market as of December 31, 2010 and September 30, 2010 over the contractual maturity of such borrowings.

ACCRUED INTEREST PAYABLE

The carrying amount of accrued interest payable is assumed to approximate the fair value.

LOAN COMMITMENTS

The commitments to originate and purchase loans have terms that are consistent with current market terms. Accordingly, the Company estimates that the fair values of these commitments are not significant.

LIMITATIONS

It must be noted that fair value estimates are made at a specific point in time, based on relevant market information about the financial instrument. Additionally, fair value estimates are based on existing on- and off-balance sheet financial instruments without attempting to estimate the value of anticipated future business, customer relationships and the value of assets and liabilities that are not considered financial instruments. These estimates do not reflect any premium or discount that could result from offering the Company s entire holdings of a particular financial instrument for sale at one time. Furthermore, since no market exists for certain of the Company s financial instruments, fair value estimates may be based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with a high level of precision. Changes in assumptions as well as tax considerations could significantly affect the estimates. Accordingly, based on the limitations described above, the aggregate fair value estimates are not intended to represent the underlying value of the Company, on either a going concern or a liquidation basis.

Table of Contents

NOTE 11. GOODWILL AND INTANGIBLE ASSETS

The changes in the carrying amount of the Company s goodwill and intangible assets for the three months ended December 31, 2010 and 2009 are as follows:

	Traditional Banking Goodwill	Meta Payment Systems® Patents	Meta Payment Systems® Other	Total
	(Dollars in Thousands)			
Balance as of September 30, 2010	$ 1,508	$ 1,078	$ 77	$ 2,663
Acquisitions during the period		104		104
Amortizations during the period			(58)	(58)
Write-offs during the period	(1,508)			(1,508)
Balance as of December 31, 2010	$	$ 1,182	$ 19	$ 1,201

	Traditional Banking Goodwill	Meta Payment Systems® Patents	Meta Payment Systems® Other	Total
	(Dollars in Thousands)			
Balance as of September 30, 2009	$ 1,508	$ 707	$	$ 2,215
Acquisitions during the period		284		284
Balance as of December 31, 2009	$ 1,508	$ 991	$	$ 2,499

The Company had one amortizable intangible asset recorded at December 31, 2010 and no amortizable assets as of December 31, 2009.

The Company tests goodwill and intangible assets for impairment at least annually or more often if conditions indicate a possible impairment. There was an impairment to goodwill during the three months ended December 31, 2010. The Company wrote-off $1.5 million of goodwill through the income statement during the three months ended December 31, 2010 due primarily to the recent decline in stock price of the Company. There was no impairment to goodwill during the three months ended December 2009.

NOTE 12. OTS SUPERVISORY DIRECTIVE AND RELATED MATTERS

As described most recently in the Company s Form 10-K for the fiscal year ended September 30, 2010, the OTS had issued Supervisory Directives to the Bank based on the OTS assessment of the Bank s third-party relationship risk, enterprise risk management, and rapid growth (in the MPS division) and had also advised that the OTS had determined that the Bank engaged in unfair or deceptive acts or practices in violation of Section 5 of the Federal Trade Commission Act and the OTS Advertising Regulation in connection with the Bank s operation of the iAdvance line of credit program.

Table of Contents

Related to previously described possible enforcement actions, we recently received correspondence dated December 28, 2010 from the OTS following the recent examinations of the Company and the Bank in which the OTS advised the Company and the Bank that the OTS:

- is presently preparing a Cease and Desist Order for presentation to each of the Company and the Bank,
- will require the Bank to reimburse iAdvance customers in an amount to be determined, and
- is currently considering the need to assess civil money penalties against the Bank.

As previously disclosed, the Company and the Bank have been cooperating with the OTS to correct those aspects of our operations that have been determined by OTS to be deficient, and believe we have made substantial progress to date. While the Company and the Bank do not know the scope of these enforcement actions, the amounts of reimbursement that will be sought by the OTS, or whether any civil money penalties will be ultimately imposed, the Company and the Bank expect to discuss the terms of the Cease and Desist Order as well as the reimbursement with the OTS prior to OTS final determinations. With respect to these future OTS actions, we cannot predict responses by our customers or program managers or whether there will be a material effect on our results of operations or financial condition, although it is expected that legal and compliance costs of the Company and the Bank will increase.

By letter dated December 28, 2010, the OTS also directed the Bank not to increase the amount of brokered deposits from the amount it held at December 28, 2010 without the prior written non-objection of the OTS Regional Director. The Bank believes it did not hold any brokered deposits on December 28, 2010, and therefore does not anticipate seeking OTS approval to hold any. At the direction of the OTS, the Bank has requested the Federal Deposit Insurance Corporation (the FDIC) to confirm the Bank s position that it does not hold any brokered deposits.

Table of Contents

Part I. Financial Information
Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

META FINANCIAL GROUP, INC®.

AND SUBSIDIARIES

FORWARD LOOKING STATEMENTS

Meta Financial Group, Inc.®, (Meta Financial or the Company) and its wholly-owned subsidiary, MetaBank (the Bank), may from time to time make written or oral forward-looking statements, including statements contained in its filings with the Securities and Exchange Commission (SEC), 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 include statements with respect to the Company s beliefs, expectations, estimates, and intentions that are subject to significant risks and uncertainties, and are subject to change based on various factors, some of which are beyond the Company s control. Such statements address, among others, the following subjects: future operating results; customer retention; loan and other product demand; important components of the Company s balance sheet and income statements; growth and expansion; new products and services, such as those offered by the Bank or Meta Payment Systems® (MPS), a division of the Bank; credit quality and adequacy of reserves; technology; and our employees. The following factors, among others, could cause the Company s financial performance to differ materially from the 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, trade, monetary, and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System (the Federal Reserve , the FRB or the Board), as well as efforts of the United States Treasury in conjunction with bank regulatory agencies to stimulate the economy and protect the financial system; inflation, interest rate, market, and monetary fluctuations; the timely development of and acceptance of new products and services offered by the Company as well as risks (including reputational and litigation) attendant thereto and the perceived overall value of these products and services by users; the risks of dealing with or utilizing third-party vendors; the scope of restrictions and compliance requirements and penalties of enforcement actions related to the OTS supervisory directives in August, October and December of 2010 or any others which may be initiated; the impact of changes in financial services laws and regulations; technological changes, including but not limited to the protection of electronic files or databases; acquisitions; litigation risk in general, including but not limited to those risks involving the MPS division; the growth of the Company s business as well as expenses related thereto; changes in consumer spending and saving habits; and the success of the Company at managing and collecting assets of borrowers in default.

The foregoing list of factors is not exclusive. Additional discussions of factors affecting the Company s business and prospects are contained in the Company s periodic filings with the SEC. The Company expressly disclaims any intent or obligation 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 or its subsidiaries.

GENERAL

The Company, a registered unitary savings and loan holding company, is a Delaware corporation, the principal assets of which are all the issued and outstanding shares of the Bank, a federal savings bank. Unless the context otherwise requires, references herein to the Company include Meta Financial and the Bank, and all subsidiaries of Meta Financial, direct or indirect, on a consolidated basis.

The following discussion focuses on the consolidated financial condition of the Company and its subsidiaries, at December 31, 2010, compared to September 30, 2010, and the consolidated results of operations for the three

Table of Contents

months ended December 31, 2010 and 2009. This discussion should be read in conjunction with the Company s consolidated financial statements, and notes thereto, for the year ended September 30, 2010.

CORPORATE DEVELOPMENTS AND OVERVIEW

MPS 2011 first quarter net income was $1.6 million compared to $0.9 million in the 2010 quarter. While non-interest income decreased by $5.5 million in 2011, expenses and loan loss provision expense declined by $7.0 million. The change in this quarter was primarily due to the discontinuance of the iAdvance and tax-related loan programs previously disclosed in our Annual Report on Form 10-K for the year ended September 30, 2010.

The traditional bank segment focuses primarily on establishing lending and deposit relationships with commercial accounts and consumers. The bank currently operates 12 retail banking branches: in Brookings (1) and Sioux Falls (3), South Dakota, in Des Moines (6) and Storm Lake (2), Iowa and a non-retail service branch in Memphis, Tennessee. The traditional bank introduced new checking products early in the fiscal 2010 first quarter. Retail bank checking balances grew from $40.4 million to $55.0 million, or 36%, during that time. During the three months ended December 31, 2010, the traditional bank segment recognized a goodwill impairment loss of $1.5 million due primarily to the recent decline in stock price of the Company. The original goodwill asset represented the excess of acquisition costs over the fair value of the net assets acquired in an earlier bank acquisition. Without the charge, the traditional bank recorded net income of $0.8 million.

During the quarter ended December 31, 2010, the Bank Boston Capital IV and the BankAmerica Capital III trust preferred securities, which had an aggregate fair value of $7.1 million, were assigned an investment grade rating by two nationally recognized rating agencies. These securities are no longer deemed substandard by the Company as of December 31, 2010.

The Company s stock trades on the NASDAQ Global Market under the symbol CASH.

FINANCIAL CONDITION

As of December 31, 2010, the Company s assets grew by $100.0 million, or 9.7%, to $1.1 billion compared to $1.0 billion at September 30, 2010. The increase in assets was reflected primarily in increases in the Company s cash and cash equivalents and to a lesser extent the mortgage-backed securities available for sale, offset in part by decreases in the Company s net loans receivable.

Total cash and cash equivalents and federal funds sold were $199.8 million at December 31, 2010, an increase of $112.3 million from $87.5 million at September 30, 2010. The growth primarily was the result of the Company s additional liquidity due to an increase in deposits, entirely due to deposits generated by MPS. In general, the Company maintains its cash investments in interest-bearing overnight deposits with the FHLB and the FRB. Federal funds sold deposits may be maintained at the FHLB. At December 31, 2010, the Company had $6.2 million in federal funds sold.

The total of mortgage-backed securities and investment securities available for sale increased $12.8 million, or 2.5%, to $519.6 million at December 31, 2010, as purchases exceeded investment maturities, sales, and principal paydowns. The Company s portfolio of securities available for sale consists primarily of mortgage-backed securities, which have relatively short expected lives. During the three month period ended December 31, 2010, the Company purchased $72.3 million of mortgage-backed securities with average lives of five years or less and stated maturities of 30 years or less.

The Company s portfolio of net loans receivable decreased $23.5 million, or 6.4%, to $342.5 million at December 31, 2010. All loan categories decreased across the board due to lower demand in the Company s markets and a reduction in purchased loans.

Table of Contents

Goodwill and intangible assets decreased $1.5 million, or 54.9%, to $1.2 million at December 31, 2010. Based upon the Company s periodic goodwill impairment testing, it was determined that the Traditional Bank goodwill was impaired. The Company wrote-off the entire amount of $1.5 million during the first quarter of fiscal 2011 due primarily to the recent decline in stock price of the Company.

Other assets increased by $1.9 million, or 18.4%, to $12.3 million at December 31, 2010. This increase primarily relates to an increase in deferred taxes of $1.1 million resulting from the unfavorable change in unrealized gain on the Company s securities available for sale portfolio.

Total deposits increased $104.8 million, or 11.7%, to $1.0 billion at December 31, 2010. The Company continues to grow its low- and no-cost deposit portfolio. Deposits attributable to MPS were up $134.8 million, or 20.6%, at December 31, 2010, as compared to September 30, 2010. This increase results from growth in prepaid card programs and seasonal activity. Offsetting the above increases was a $31.1 million decrease in certificates of deposits primarily related to a decrease in public funds.

Total borrowings decreased $2.4 million, or 5.8%, from $41.2 million at September 30, 2010 to $38.8 million at December 31, 2010 and is primarily due to the growth of deposits.

At December 31, 2010, the Company s shareholders equity totaled $70.7 million, down $1.3 million from $72.0 million at September 30, 2010. The decrease was related to an unfavorable change in the accumulated other comprehensive loss on the Company s securities available for sale portfolio and the payment of dividends on the Company s common stock partially offset by 2011 fiscal first quarter net income (see Results of Operations below). At December 31, 2010, the Bank continues to exceed all regulatory requirements for classification as well-capitalized institution. See Liquidity and Capital Resources for further information.

Non-performing Assets and Allowance for Loan Losses

Generally, when a loan becomes delinquent 90 days or more or when the collection of principal or interest becomes doubtful, the Company will place the loan on a non-accrual status and, as a result of this action, previously accrued interest income on the loan is taken out of current income. The loan will remain on non-accrual status until the loan has been brought current or until other circumstances occur that provide adequate assurance of full repayment of interest and principal.

The Company believes that the level of allowance for loan losses at December 31, 2010 adequately reflects potential risks related to these loans; however, there can be no assurance that all loans will be fully collectible or that the present level of the allowance will be adequate in the future. See Allowance for Loan Losses. The table below sets forth the amounts and categories of non-performing assets in the Company s portfolio. Foreclosed assets include assets acquired in settlement of loans.

Table of Contents

	Non-Performing Assets As Of December 31, 2010	September 30, 2010
	(Dollars in Thousands)	
Non-Performing Loans		
Non-Accruing Loans:		
1-4 Family	$ 137	$ 39
Commercial & Multi Family	7,888	4,137
Agricultural Real Estate	1,826	2,650
Consumer	5	
Agricultural Operating		400
Commercial Business	113	241
Total	9,969	7,467
Accruing Loans Delinquent 90 Days or More		
1-4 Family	404	404
Commercial & Multi Family		257
Consumer	34	124
Commercial Business	44	
Total	482	785
Total Non-Performing Loans	10,451	8,252
Other Assets		
Non-Accruing Investments:		
Trust Preferred Securities	150	150
Total	150	150
Foreclosed Assets:		
1-4 Family	142	143
Commercial & Multi Family	605	606
Consumer		
Commercial Business	444	546
Total	1,191	1,295
Total Other Assets	1,341	1,445
Total Non-Performing Assets	$ 11,792	$ 9,697
Total as a Percentage of Total Assets	1.04%	0.94%

The 2011 first quarter increase in non-performing loans primarily relates to one commercial borrower.

Classified Assets. Federal regulations provide for the classification of loans and other assets such as debt and equity securities considered by the OTS to be of lessor quality as substandard , doubtful or loss. An asset is considered substandard if it is inadequately protected by the current ne worth and paying capacity of the obligor or of the collateral pledged, if any. Substandard assets include those characterized by the distinct possibility that the savings association will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses present make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Assets classified as loss are those

30

Table of Contents

considered uncollectible and of such minimal value that their continuance as assets without the establishment of a specific reserve is not warranted.

When assets are classified as either substandard or doubtful, the Bank may establish general or specific allowances for loan losses in an amount deemed prudent by management. General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. When assets are classified as loss, the Bank is required either to establish a specific allowance for loan losses equal to 100% of that portion of the asset so classified or to charge-off such amount. The Bank s determination as to the classification of its assets and the amount of its valuation allowances are subject to review by its regulatory authorities, who may overrule the Bank s classifications and require the establishment of additional general or specific loss allowances. The discovery of additional information in the future may also affect both the level of classification and the amount of loss allowances.

In connection with the Bank s calendar 2009 examination by the OTS, the Bank was informed that four of its trust preferred securities should be classified as substandard assets as of March 31, 2009. The four securities are: Huntington Capital Trust II SE, Bank Boston Capital Trust IV, Bank America Capital III, and Key Corp. Capital I. The criterion for the determination was the OTS policy that the assignment of a sub-investment grade rating by one nationally recognized rating agency, notwithstanding the fact that other nationally recognized rating agencies have assigned an investment grade rating to the securities in question, mandates the categorization of the asset as substandard. Despite the classification, the actual performance of the four securities continued to be satisfactory; interest payments are being made on a timely basis and there have been no requests for payment deferrals. During the quarter ending December 31, 2010, the Bank Boston Capital IV and the BankAmerica Capital III trust preferred securities were assigned an investment grade rating by two nationally recognized rating agencies. These securities are no longer deemed substandard by the Company as of December 31, 2010.

On the basis of management s review of its loans and other assets, at December 31, 2010, the Company had classified a total of $21.3 million of its assets as substandard, $1.9 million as doubtful and none as loss. This compares to classifications at September 30, 2010 of $33.1 million as substandard, $2.1 million as doubtful and none as loss. As of December 31, 2010, $10.0 million out of a total of $21.3 million of substandard assets is attributable to the trust preferred securities identified above. See Note 10 to the Notes to Condensed Consolidated Financial Statements.

Allowance for Loan Losses. The Company establishes its provision for loan losses, and evaluates the adequacy of its allowance for loan losses based upon a systematic methodology consisting of a number of factors including, among others, historic loss experience, the overall level of classified assets and non-performing loans, the composition of its loan portfolio and the general economic environment within which the Company and its borrowers operate.

Management closely monitors economic developments both regionally and nationwide, and considers these factors when assessing the adequacy of its allowance for loan losses. While the Company has no direct exposure to sub-prime mortgage loans, management reiterates and restates its concern that developments in the sub-prime mortgage market may have a direct effect on residential real estate prices and an indirect effect on the economy in general. In addition, the economic slowdown is straining the financial condition of some borrowers. Management therefore believes that future losses in the residential portfolio may be somewhat higher than historical experience. Over the past five years, loss rates in the commercial and multi-family real estate market have remained moderate. Management concludes that future losses in this portfolio may be somewhat higher than recent historical experience, excluding loan losses related to fraud by borrowers. On the other hand, current trends in agricultural markets continue to be mostly positive. Higher commodity prices as well as above average yields created positive economic conditions for most farmers in our markets. Nonetheless, management still expects that future losses in this portfolio, which have been very low, could be higher than recent historical experience. Management believes the continuing recessionary economic environment

Table of Contents

may also negatively impact consumers repayment capacities. Additionally, a sizable portion of the Company s consumer loan portfolio is secured by residential real estate, as discussed above, which is an area to be closely monitored by management in view of its stated concerns.

At December 31, 2010, the Company has established an allowance for loan losses totaling $4.8 million compared to $5.2 million at September 30, 2010. A reduction in balances in the MPS loan portfolio is due to the discontinuance of the iAdvance and tax-related credit programs which results in a lower allowance for loan loss. Management believes that, based on a detailed review of the loan portfolio, historic loan losses, current economic conditions, the size of the loan portfolio, and other factors, the current level of the allowance for loan losses at December 31, 2010 reflects an adequate allowance against probable losses from the loan portfolio. Although the Company maintains its allowance for loan losses at a level that it considers to be adequate, investors and others are cautioned that there can be no assurance that future losses will not exceed estimated amounts, or that additional provisions for loan losses will not be required in future periods. In addition, the Company s determination of the allowance for loan losses is subject to review by its regulatory agencies, which can require the establishment of additional general or specific allowances.

The following table sets forth an analysis of the activity in the Company s allowance for loan losses for the three months ended December 31, 2010 and 2009.

	Three Months Ended December 31,	
(Dollars in Thousands)	**2010**	**2009**
Beginning balance	$ 5,234	$ 6,993
Provision for loan losses	(28)	4,691
Charge-offs	(515)	(133)
Recoveries	72	631
Ending balance	$ 4,763	$ 12,182

The allowance for loan losses reflects management s best estimate of probable losses inherent in the portfolio based on currently available information. In addition to the factors mentioned above, future additions to the allowance for loan losses may become necessary based upon changing economic conditions, increased loan balances or changes in the underlying collateral of the loan portfolio.

CRITICAL ACCOUNTING POLICIES

The Company s financial statements are prepared in accordance with GAAP. The financial information contained within these statements is, to a significant extent, financial information that is based on approximate measures of the financial effects of transactions and events that have already occurred. Based on its consideration of accounting policies that: (i) involve the most complex and subjective decisions and assessments which may be uncertain at the time the estimate was made, and (ii) different estimates that reasonably could have been used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on the financial statements, management has identified the policies described below as Critical Accounting Policies. This discussion and analysis should be read in conjunction with the Company s financial statements and the accompanying notes presented in Part II, Item 8 Consolidated Financial Statements

32

Table of Contents

and Supplementary Data of its Annual Report on Form 10-K for the year ended September 30, 2010 and information contained herein.

Allowance for Loan Losses. The Company s allowance for loan loss methodology incorporates a variety of risk considerations, both quantitative and qualitative, in establishing an allowance for loan loss that management believes is appropriate at each reporting date. Quantitative factors include the Company s historical loss experience, delinquency and charge-off trends, collateral values, changes in nonperforming loans, and other factors. Quantitative factors also incorporate known information about individual loans, including borrowers sensitivity to interest rate movements. Qualitative factors include the general economic environment in the Company s markets, including economic conditions throughout the Midwest and, in particular, the state of certain industries. Size and complexity of individual credits in relation to loan structure, existing loan policies, and pace of portfolio growth are other qualitative factors that are considered in the methodology. As the Company adds new products and increases the complexity of its loan portfolio, it will enhance its methodology accordingly. Management may have reported a materially different amount for the provision for loan losses in the statement of operations to change the allowance for loan losses if its assessment of the above factors were different. Although management believes the levels of the allowance as of both December 31, 2010 and September 30, 2010 were adequate to absorb probable losses inherent in the loan portfolio, a decline in local economic conditions or other factors could result in increasing losses.

Goodwill and Intangible Assets. Goodwill represents the excess of acquisition costs over the fair value of the net assets acquired in a purchase acquisition. Intangible assets include patents filed by the MPS Division. Goodwill and intangible assets are tested annually for impairment or more often if conditions indicate a possible impairment. Determining the fair value of a reporting unit involves the use of significant estimates and assumptions. These estimates and assumptions include revenue growth rates and operating margins used to calculate future cash flows, risk-adjusted discount rates, future economic and market conditions, comparison of the Company s market value to book value and determination of appropriate market comparables. Actual future results may differ from those estimates.

Each quarter the Company evaluates the estimated useful lives of intangible assets and whether events or changes in circumstances warrant a revision to the remaining periods of amortization. In accordance with ASC 350, *Accounting for the Impairment or Disposal of Long-Lived Assets*, recoverability of these assets is measured by comparison of the carrying amount of the asset to the future undiscounted cash flows the asset is expected to generate. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset.

Assumptions and estimates about future values and remaining useful lives of the Company s intangible and other long-lived assets are complex and subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in the Company s business strategy and internal forecasts. Although the Company believes the historical assumptions and estimates used are reasonable and appropriate, different assumptions and estimates could materially impact the reported financial results.

During the three months ended December 31, 2010, the impairment losses recognized in earnings related to goodwill was $1.5 million due primarily to the recent decline in stock price of the Company.

Self-Insurance. The Company has a self-insured healthcare plan for its employees up to certain limits. To mitigate a portion of these risks, the Company has a stop-loss insurance policy through a commercial insurance carrier for coverage in excess of $55,000 per individual occurrence with an unlimited lifetime maximum. The estimate of self-insurance liability is based upon known claims and an estimate of incurred, but not reported (IBNR) claims. IBNR claims are estimated using historical claims lag information received by a third party claims administrator. Although management believes it uses the best information available to determine the accrual, unforeseen health claims could result in adjustments to the accrual.

Table of Contents

Deferred Tax Assets. The Company accounts for income taxes according to the asset and liability method. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates applicable to income for the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are recognized subject to management s judgment that realization is more-likely-than-not. An estimate of probable income tax benefits that will not be realized in future years is required in determining the necessity for a valuation allowance.

Security Impairment. Management continually monitors the investment security portfolio for impairment on a security by security basis. Management has a process in place to identify securities that could potentially have a credit impairment that is other than temporary. This process involves the length of time and extent to which the fair value has been less than the amortized cost basis, review of available information regarding the financial position of the issuer, monitoring the rating of the security, cash flow projections, and the Company s intent to sell a security or whether it is more likely than not the Company will be required to sell the security before the recovery of its amortized cost which, in some cases, may extend to maturity. To the extent we determine that a security is deemed to be other-than-temporarily impaired, an impairment loss is recognized. If the Company intends to sell a security or it is more likely than not that the Company would be required to sell a security before the recovery of its amortized cost, less any current period credit loss, the Company recognizes an other-than-temporary impairment in earnings for the difference between amortized cost and fair value. If we do not expect to recover the amortized cost basis, we do not plan to sell the security and if it is not more likely than not that the Company would be required to sell a security before the recovery of it amortized cost, less any current period credit loss, the recognition of the other-than-temporary impairment is bifurcated. For those securities, the Company separates the total impairment into a credit loss component recognized in earnings, and the amount of the loss related to other factors is recognized in other comprehensive income net of taxes.

The amount of the credit loss component of a debt security impairment is estimated as the difference between amortized cost and the present value of the expected cash flows of the security. The present value is determined using the best estimate cash flows discounted at the effective interest rate implicit to the security at the date of purchase or the current yield to accrete an asset- backed or floating rate security. Cash flow estimates for trust preferred securities are derived from scenario-based outcomes of forecasted default rates, loss severity, prepayment speeds and structural support.

Other-Than-Temporary Impairment. Management evaluates the Company s available for sale securities for other-than-temporary impairment at least on a quarterly basis, and more often if economic or market concerns warrant such evaluation. Such factors management uses to determine impairment are: (i) the length of time and extent to which the market value has been less than cost, (ii) the financial condition and near-term prospects of the issuer including specific events, (iii) the Company s intent and ability to hold the investment to the earlier of maturity or recovery in fair value, (iv) the implied and historical volatility of the security, and (v) any downgrades by rating agencies.

RESULTS OF OPERATIONS

General. The Company recorded net income of $0.7 million, or $0.23 per diluted share, for the three months ended December 31, 2010 compared to net income of $1.2 million, or $0.45 per diluted share, for the same period in fiscal year 2010. Earnings in the first quarter of fiscal 2011 were negatively impacted by a write-off of goodwill of $1.5 million due primarily to the recent decline in stock price of the Company. Excluding this charge, earnings would have been $2.2 million, or 72 cents per diluted share, for the period.

The change in net income in the current period compared to the first quarter in fiscal 2010, was primarily due to a decrease in non-interest income of $6.7 million and an increase in income tax expense of $0.6 million which were

Table of Contents

partially offset by a decrease in the provision for loan losses of $4.7 million, an increase in net interest income of $1.0 million and a decrease in non-interest expense of $1.2 million.

Net Interest Income. Net interest income for the 2011 fiscal first quarter increased by $1.0 million, or 13.1%, to $8.3 million from $7.3 million for the same period in the prior fiscal year. Net interest margin decreased to 3.31% for the first quarter of 2011 as compared to 3.33% for the same period in 2010. Overall, asset yields declined by 28 basis points due primarily to a change in asset mix to more government guaranteed mortgage-backed securities. MBS comprise 48% of average interest earning assets compared to 40% one year ago.

Overall, rates on all deposits and interest-bearing liabilities decreased by 26 basis points from 0.81% in the 2010 quarter to 0.55% in 2011. As of December 31, 2010, low- and no-cost checking deposits represented 87% of total deposits compared to 82% one year earlier. The increase was driven by growth of $198.1 million, or 33%, in deposits generated by MPS as of December 31, 2010 as compared to one year earlier.

Table of Contents

The following tables present, for the periods indicated, the Company s total dollar amount of interest income from average interest-earning assets and the resulting yields, as well as the interest expense on average interest-bearing liabilities, expressed both in dollars and rates. No tax equivalent adjustments have been made. Non-accruing loans have been included in the table as loans carrying a zero yield.

Three Months Ended December 31, (Dollars in Thousands)	2010 Average Outstanding Balance	2010 Interest Earned / Paid	2010 Yield / Rate	2009 Average Outstanding Balance	2009 Interest Earned / Paid	2009 Yield / Rate
Interest-earning assets:						
Loans receivable	$ 360,149	$ 5,447	6.00%	$ 402,096	$ 6,725	6.64%
Mortgage-backed securities	473,615	3,918	3.28%	346,804	2,155	2.47%
Other investments and fed funds sold	158,026	255	0.64%	122,407	184	0.60%
Total interest-earning assets	991,790	$ 9,620	3.85%	871,307	$ 9,064	4.13%
Non-interest-earning assets	86,749			50,463		
Total assets	$ 1,078,539			$ 921,770		
Non-interest bearing deposits	$ 686,310	$	0.00%	$ 541,403	$	0.00%
Interest-bearing liabilities:						
Interest-bearing checking	31,441	133	1.68%	16,252	22	0.54%
Savings	10,760	9	0.33%	9,940	8	0.32%
Money markets	34,173	69	0.80%	35,434	76	0.85%
Time deposits	130,843	678	2.06%	141,585	982	2.75%
FHLB advances	50,816	322	2.51%	76,133	505	2.63%
Other borrowings	17,276	131	3.01%	39,236	152	1.54%
Total interest-bearing liabilities	275,309	1,342	1.93%	318,580	1,745	2.17%
Total deposits and interest-bearing liabilities	961,619	$ 1,342	0.55%	859,983	$ 1,745	0.81%
Other non-interest bearing liabilities	16,675			12,086		
Total liabilities	978,294			872,069		
Shareholders equity	100,245			49,701		
Total liabilities and shareholders equity	$ 1,078,539			$ 921,770		
Net interest income and net interest rate spread including non-interest bearing deposits		$ 8,278	3.30%		$ 7,319	3.32%
Net interest margin			3.31%			3.33%

Table of Contents

Provision for Loan Loss. The Company recognized no provision for loan losses in the first quarter of fiscal year 2011 compared to a provision of $4.7 million for the same period in the prior fiscal year. The decline in this quarter was primarily due to the discontinuance of the iAdvance and tax-related loan programs in the MPS segment. In addition, there was a determination that there is adequate coverage as it concerns the allowance for loans losses and non-performing assets for the traditional bank segment which resulted in no provision for loan losses for the traditional bank segment. Also see Note 3 to the Notes to Condensed Consolidated Financial Statements and Financial Condition - Non-performing Assets and Allowance for Loan Losses herein for further discussion.

Non-Interest Income. Non-interest income decreased by $6.7 million, or 30.6%, to $15.3 million from $22.0 million in the prior fiscal year first quarter. Fees earned on MPS-related programs were $14.0 million for the first quarter of fiscal year 2011, compared to $19.5 million for the same quarter in fiscal year 2010. The decline in this quarter was primarily due to the discontinuance of the iAdvance and tax-related programs in the MPS

In addition, the Bank sold mortgage-backed securities resulting in a 2011 fiscal first quarter gain on sale of available for sale securities in the amount of $0.5 million as compared to $1.9 million in the prior fiscal first quarter.

Non-Interest Expense. Non-interest expense decreased by $1.2 million, or 5.2%, to $21.6 million for the first quarter of fiscal year 2011 from $22.8 million for the same quarter in fiscal year 2010.

Card processing expenses declined $3.2 million from $8.4 million in the first quarter of fiscal year 2010 to $5.2 million in the current quarter due to the discontinuance of the iAdvance and tax-related programs that were previously disclosed in the Company s Form 8-K filings on October 12 and October 18, 2010.

Compensation expense decreased $0.9 million to $7.8 million for the three months ended December 31, 2010 as compared to $8.7 million for the same period in fiscal 2010. Overall staffing is 53 positions or 12% lower than December 2009 and primarily relates to the restructuring that occurred in MPS in the second quarter of 2010 and ongoing efforts to streamline operations at both the bank and MPS.

The Company recorded a reserve for loss on fraudulently authorized wire transfers of $0.6 million in the quarter ending December 31, 2010. No loss reserve was recorded for the three months ended December 31, 2009.

Intangible assets increased by $1.5 million due to the Traditional Bank s write off of goodwill due primarily to the recent decline in stock price of the Company.

Income Tax Expense. Income tax expense for the first quarter of fiscal year 2011 was $1.3 million, or an effective tax rate of 63.8%, compared to $0.7 million, or an effective tax rate of 36.0%, for the same period in the prior fiscal year. The Company s recorded income tax expense and the effective tax rate was impacted by permanent differences between book and taxable income primarily related to the write off of goodwill of $1.5 million.

LIQUIDITY AND CAPITAL RESOURCES

The Company s primary sources of funds are deposits, borrowings, principal and interest payments on loans and mortgage-backed securities, and maturing investment activities. While scheduled loan repayments and maturing investments are relatively predictable, deposit flows and early loan repayments are influenced by the level of interest rates, general economic conditions, and competition.

The Company uses its capital resources principally to meet ongoing commitments to fund maturing certificates of deposits and loan commitments, to maintain liquidity, and to meet operating expenses. At December 31, 2010, the Company had commitments to originate and purchase loans totaling $38.7 million. The Company believes that loan repayment and other sources of funds will be adequate to meet its foreseeable short- and long-term liquidity needs.

Table of Contents

Regulations require the Bank to maintain minimum amounts and ratios of total risk-based capital and Tier 1 capital to risk-weighted assets, and a leverage ratio consisting of Tier 1 capital to average assets. The following table sets forth the Bank s actual capital and required capital amounts and ratios at December 31, 2010 which, at that date, exceeded the minimum capital adequacy requirements.

At December 31, 2010	**Actual Amount**	**Actual Ratio**	**Minimum Requirement For Capital Adequacy Purposes Amount**	**Minimum Requirement For Capital Adequacy Purposes Ratio**	**Minimum Requirement to Be Well Capitalized Under Prompt Corrective Action Provisions Amount**	**Minimum Requirement to Be Well Capitalized Under Prompt Corrective Action Provisions Ratio**
			(Dollars in Thousands)			
MetaBank						
Tangible capital (to tangible assets)	$ 77,010	6.83%	$ 16,917	1.50%	$ n/a	n/a%
Tier 1 (core) capital (to adjusted total assets)	77,010	6.83	45,112	4.00	56,390	5.00
Tier 1 (core) capital (to risk-weighted assets)	77,010	18.55	16,610	4.00	24,915	6.00
Total risk-based capital (to risk-weighted assets)	81,773	19.69	33,219	8.00	41,524	10.00

The Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA) established five regulatory capital categories and authorized the banking regulators to take prompt corrective action with respect to institutions in an undercapitalized category. At December 31, 2010, the Bank exceeded all requirements for the well capitalized category.

OTHER RECENT MATTERS

On December 9, 2010, the Bank discovered that two wire transfers in the amount of approximately $1.1 million had been fraudulently authorized several days before through identify theft. The Bank is actively investigating

Table of Contents

the fraud, and is cooperating with law enforcement officials in this respect. The Bank recorded a reserve for loss of $0.6 million as of December 31, 2010.

Part I. Financial Information

Item 3. Quantitative and Qualitative Disclosure About Market Risk

MARKET RISK

The Company is exposed to the impact of interest rate changes and changes in the market value of its investments.

The Company originates predominantly adjustable-rate loans and fixed-rate loans up to ten years. Long-term fixed-rate residential mortgages are generally sold into the secondary market. As a result of its lending practices, the Company s loan portfolio is relatively short in duration and yields respond quickly to the overall level of interest rates.

The Company s primary objective for its investment portfolio is to provide the liquidity necessary to meet the Company s cash demands. This portfolio may also be used in the ongoing management of interest rate risk. As a result, funds may be invested among various categories of security types and maturities based upon the Company s need for liquidity and its desire to create an economic hedge against the effects changes in interest rates may have on the overall market value of the Company.

The Company offers a full range of deposit products which are generally short term in nature. Interest-bearing checking, savings, and money market accounts generally provide a stable source of funds for the bank and also respond relatively quickly to changes in short term interest rates. The Company offers certificates of deposit with maturities of three months through five years, which serve to extend the duration of the overall deposit portfolio. A significant and increasing portion of the Company s deposit portfolio is concentrated in non-interest-bearing checking accounts. These accounts serve to decrease the Company s overall cost of funds and reduce its sensitivity to changes in short term interest rates.

The Company also maintains a portfolio of wholesale borrowings, predominantly advances from the FHLB and FRB, including both overnight advances and advances that carry fixed terms and fixed rates of interest. The Company utilizes this portfolio to manage liquidity demands and also, when appropriate, in the ongoing management of interest rate risk.

The Board of Directors, as well as the OTS, has established limits on the level of acceptable interest rate risk. There can be no assurance, however, that, in the event of an adverse change in interest rates, the Company s efforts to limit interest rate risk will be successful.

Net Portfolio Value. The Company uses a Net Portfolio Value (NPV) approach to the quantification of interest rate risk. This approach calculates the difference between the present value of expected cash flows from assets and the present value of expected cash flows from liabilities, as well as cash flows from any off-balance sheet contracts. Management of the Company s assets and liabilities is performed within the context of the marketplace, but also within limits established by the Board of Directors on the amount of change in NPV that is acceptable given certain interest rate changes.

Presented below, as of December 31, 2010 and September 30, 2010, is an analysis of the Company s interest rate risk as measured by changes in NPV for an instantaneous and sustained parallel shift in the yield curve, in 100 basis point increments, up and down 200 basis points. Down 100 basis points and down 200 basis points are not presented for December 31, 2010 and September 30, 2010 due to the extremely low rate environment. At both December 31, 2010 and September 30, 2010, the Company s interest rate risk profile was within the interest

Table of Contents

sensitivity limits set by the Board of Directors. As of December 31, 2010, the Bank s interest rate risk profile was within the limits set forth by the OTS.

	December 31, 2010				September 30, 2010		
Change in Interest Rates	Estimated NPV Amount	Estimated Increase (Decrease) in NPV Amount	Percent	Change in Interest Rates	Estimated NPV Amount	Estimated Increase (Decrease) in NPV Amount	Percent
	(Dollars in Thousands)				(Dollars in Thousands)		
Basis Points				**Basis Points**			
+200 bp	113,079	(4,137)	-3.53%	+200 bp	79,622	7,624	10.59%
+100 bp	118,694	1,478	1.26%	+100 bp	83,851	11,853	16.46%
	117,216				71,998		

Certain shortcomings are inherent in the method of analysis presented in the preceding table. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate mortgage loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. Furthermore, although management has estimated changes in the levels of prepayments and early withdrawal in these rate environments, such levels would likely deviate from those assumed in calculating the table. Finally, the ability of some borrowers to service their debt may decrease in the event of an interest rate increase.

In addition to the NPV approach, the Company also reviews gap reports, which measure the differences in assets and liabilities repricing in given time periods, and net income simulations to assess its interest rate risk profile. Management reviews its interest rate risk profile on a quarterly basis.

Table of Contents

Part I. Financial Information

Item 4. Controls and Procedures

CONTROLS AND PROCEDURES

Any control system, no matter how well designed and operated, can provide only reasonable (not absolute) assurance that its objectives will be met. Furthermore, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

DISCLOSURE CONTROLS AND PROCEDURES

The Company s management, with the participation of the Company s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures , as such term is defined in Rules 13a 15(e) and 15d 15(e) of the Securities Exchange Act of 1934 (Exchange Act) as of the end of the period covered by the report.

Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of December 31, 2010, the Company s disclosure controls and procedures were effective to provide reasonable assurance that (i) the information required to be disclosed by us in this Report was recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and (ii) information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

INTERNAL CONTROL OVER FINANCIAL REPORTING

With the participation of the Company s management, including its Chief Executive Officer and Chief Financial Officer, the Company also conducted an evaluation of the Company s internal control over financial reporting to determine whether any changes occurred during the Company s fiscal quarter ended December 31, 2010, that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting. Based on such evaluation, management concluded that, as of the end of the period covered by this report, there have not been any changes in the Company s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

Table of Contents

META FINANCIAL GROUP, INC.

PART II - OTHER INFORMATION

FORM 10-Q

Item 1. Legal Proceedings See Legal Proceedings of Note 6 to the Notes to Condensed Consolidated Financial Statements, which is incorporated herein by reference.

Item 1A. Risk Factors - In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended September 30, 2010. Additional risks and uncertainties not currently known to us or that we currently deem immaterial may also materially and adversely affect us in the future.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds - None

Item 3. Defaults Upon Senior Securities None

Item 4. Removed and Reserved

Item 5. Other Information - None

Item 6. Exhibits

See Index to Exhibits.

Table of Contents

META FINANCIAL GROUP, INC.

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.

		META FINANCIAL GROUP, INC.
Date: February 7, 2011	By:	/s/ J. Tyler Haahr J. Tyler Haahr, President, and Chief Executive Officer
Date: February 7, 2011	By:	/s/ David W. Leedom David W. Leedom, Executive Vice President and Chief Financial Officer

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Description
31.1	Section 302 certification of Chief Executive Officer.
31.2	Section 302 certification of Chief Financial Officer.
32.1	Section 906 certification of Chief Executive Officer.
32.2	Section 906 certification of Chief Financial Officer.