

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

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

For the quarterly period ended March 31, 2010

OR

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: **0-51296**

COMMUNITY FINANCIAL SHARES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

36-4387843

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

357 Roosevelt Road

Glen Ellyn, Illinois

(Address of principal executive offices)

60137

(Zip Code)

(630) 545-0900

(Registrant's telephone number, including area code)

None

(Former name, former address and former fiscal year, if changed since last report)

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

Yes No

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

Yes No

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

(Do not check if a smaller reporting company)

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

Yes 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 May 10, 2010 |
|--------------------------------------|-----------------------------|
| Common Stock, no par value per share | 1,245,267 shares |

Form 10-Q Quarterly Report

Table of Contents

PART I – FINANCIAL INFORMATION

| | | |
|-----------|--|----|
| Item 1. | Financial Statements | 3 |
| Item 2. | Management’s Discussion and Analysis of Financial Condition and Results of Operations | 14 |
| Item 3. | Quantitative and Qualitative Disclosures About Market Risk | 24 |
| Item 4(T) | Controls and Procedures | 24 |

PART II – OTHER INFORMATION

| | | |
|----------|---|----|
| Item 1. | Legal Proceedings | 25 |
| Item 1A. | Risk Factors | 25 |
| Item 2. | Unregistered Sales of Equity Securities and Use of Proceeds | 25 |
| Item 3. | Defaults Upon Senior Securities | 25 |
| Item 4. | (Removed and Reserved) | 25 |
| Item 5. | Other Information | 25 |
| Item 6. | Exhibits | 25 |
| | Signatures | 26 |

PART I. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

COMMUNITY FINANCIAL SHARES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

| | <u>March 31,</u> <u>2010</u> | <u>December 31,</u> <u>2009</u> |
|---|---------------------------------|------------------------------------|
| | (Unaudited) | |
| ASSETS | | |
| Cash and due from banks | \$ 7,127 | \$ 7,186 |
| Interest-bearing deposits | <u>17,919</u> | <u>18,662</u> |
| Cash and cash equivalents | 25,046 | 25,848 |
| Interest-bearing time deposits | 618 | 618 |
| Securities available for sale | 44,821 | 44,544 |
| Loans held for sale | 1,680 | 1,698 |
| Loans, less allowance for loan losses of \$4,799 and \$4,812 at March 31, 2010 and December 31, 2009, respectively | 228,949 | 232,972 |
| Foreclosed assets | 3,861 | 2,396 |
| Real estate held for investment | 2,956 | - |
| Prepaid FDIC assessment | 1,997 | 2,160 |
| Federal Home Loan Bank stock | 5,398 | 5,398 |
| Premises and equipment, net | 15,733 | 15,864 |
| Cash value of life insurance | 5,759 | 5,700 |
| Interest receivable and other assets | <u>4,706</u> | <u>4,332</u> |
| Total assets | <u>\$ 341,524</u> | <u>\$ 341,530</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Deposits | \$ 297,740 | \$ 298,311 |
| Federal Home Loan Bank advances | 13,000 | 13,000 |
| Other borrowings | 1,700 | 1,800 |
| Subordinated debentures | 3,609 | 3,609 |
| Interest payable and other liabilities | <u>2,454</u> | <u>2,103</u> |
| Total liabilities | 318,503 | 318,823 |
| Commitments and contingent liabilities | | |
| Shareholders' equity | | |
| Common stock - no par value, 5,000,000 shares authorized; 1,245,267 shares issued and outstanding | - | - |
| Preferred stock - \$1.00 par value, 1,000,000 shares authorized; 7,319 shares issued and outstanding | 7 | 7 |
| Paid-in capital | 11,896 | 11,877 |
| Retained earnings | 11,064 | 11,064 |
| Accumulated other comprehensive income (loss) | <u>54</u> | <u>(241)</u> |
| Total shareholders' equity | <u>23,021</u> | <u>22,707</u> |
| Total liabilities and shareholders' equity | <u>\$ 341,524</u> | <u>\$ 341,530</u> |

See Notes to Condensed Consolidated Financial Statements

COMMUNITY FINANCIAL SHARES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
Three Months Ended March 31, 2010 and 2009
(In thousands, except share and per share data)
(Unaudited)

| | Three Months Ended March 31, | |
|--|---------------------------------|-----------|
| | 2010 | 2009 |
| Interest and dividend income | | |
| Interest and fees on loans | \$3,132 | \$3,064 |
| Securities: | | |
| Taxable | 333 | 227 |
| Exempt from federal income tax | 142 | 125 |
| Other interest income | 12 | 11 |
| Total interest and dividend income | 3,619 | 3,427 |
| Interest expense | | |
| Deposits | 836 | 1,247 |
| Federal Home Loan Bank advances and other borrowed funds | 128 | 132 |
| Subordinated debentures | 17 | 32 |
| Total interest expense | 981 | 1,411 |
| Net interest income | 2,638 | 2,016 |
| Provision for loan losses | 240 | 90 |
| Net interest income after provision for loan losses | 2,398 | 1,926 |
| Non-interest income | | |
| Service charges on deposit accounts | 129 | 159 |
| Gain on sale of loans | 166 | 233 |
| Gain on sale of securities | - | 50 |
| Gain (loss) on sale of foreclosed assets | 16 | (63) |
| Other non-interest income | 172 | 149 |
| Total non-interest income | 483 | 528 |
| Non-interest expense | | |
| Salaries and employee benefits | 1,411 | 1,289 |
| Net occupancy and equipment expense | 347 | 375 |
| Data processing expense | 267 | 215 |
| Advertising and promotions | 63 | 67 |
| Professional fees | 177 | 115 |
| Other real estate owned expenses | 102 | - |
| FDIC insurance premiums | 184 | 84 |
| Other operating expenses | 278 | 282 |
| Total non-interest expense | 2,829 | 2,427 |
| Income before income taxes | 52 | 27 |
| Benefit for income taxes | (58) | (55) |
| Net income | 110 | 82 |
| Preferred stock dividend and accretion | (109) | - |
| Net income available to common shareholders | \$ 1 | \$ 82 |
| Earnings per share | | |
| Basic | \$0.00 | \$0.07 |
| Diluted | \$0.00 | \$0.07 |
| | | |
| Average shares outstanding basic | 1,245,267 | 1,245,267 |
| Average shares outstanding diluted | 1,245,267 | 1,245,344 |
| Dividends per share | \$0.00 | \$0.00 |

See Notes to Condensed Consolidated Financial Statements

COMMUNITY FINANCIAL SHARES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
Three Months Ended March 31, 2010 and 2009
(In thousands, except share and per share data)
(Unaudited)

| | Number of Common Shares | Preferred Stock | Paid-In Capital | Retained Earnings | Accumulated Other Comprehensive Gain (Loss) | Total Shareholders' Equity |
|--|----------------------------------|--------------------|--------------------|----------------------|--|----------------------------------|
| Balance at January 1, 2010 | 1,245,267 | \$ 7 | \$11,877 | \$11,064 | \$(241) | \$22,707 |
| Net income | - | - | - | 110 | - | 110 |
| Change in unrealized net gain on securities available for sale, net of tax effects | - | - | - | - | 295 | <u>295</u> |
| Total comprehensive income | | | | | | 405 |
| Preferred stock dividends (5%) | - | - | - | (95) | - | (95) |
| Discount on preferred stock | - | - | 15 | (15) | - | - |
| Stock option expense | - | - | <u>4</u> | - | - | <u>4</u> |
| Balance at March 31, 2010 | <u>1,245,267</u> | <u>\$ 7</u> | <u>\$11,896</u> | <u>\$11,064</u> | <u>\$ 54</u> | <u>\$23,021</u> |
| | | | | | | |
| Balance at January 1, 2009 | 1,245,267 | - | \$ 4,866 | \$12,201 | \$(454) | \$16,613 |
| Net income | - | - | - | 82 | - | 82 |
| Change in unrealized net loss on securities available for sale, net of reclassification adjustment and tax effects | - | - | - | - | 37 | <u>37</u> |
| Total comprehensive income | | | | | | 119 |
| Stock option expense | - | - | <u>4</u> | - | - | <u>4</u> |
| Balance at March 31, 2009 | <u>1,245,267</u> | - | <u>\$ 4,870</u> | <u>\$12,283</u> | <u>\$(417)</u> | <u>\$16,736</u> |

See Notes to Condensed Consolidated Financial Statements

COMMUNITY FINANCIAL SHARES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
Three Months Ended March 31, 2010 and 2009
(In thousands)
(Unaudited)

| | Three Months Ended March 31, | |
|---|---------------------------------|------------------|
| | 2010 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net income | \$ 110 | \$ 82 |
| Adjustments to reconcile net income to net cash from operating activities | | |
| Amortization on securities, net | 34 | 4 |
| Depreciation | 165 | 159 |
| Provision for loan losses | 240 | 90 |
| Gain on sale of securities | - | (50) |
| (Gain) loss on sale of foreclosed assets | (16) | 63 |
| Gain on sale of loans | (166) | (233) |
| Originations of loans for sale | (10,021) | (12,291) |
| Proceeds from sales of loans | 10,187 | 12,524 |
| Compensation cost of stock options | 4 | 4 |
| Change in cash value of life insurance | (59) | (56) |
| Change in interest receivable and other assets | (5,595) | (244) |
| Change in interest payable and other liabilities | 350 | 96 |
| Net cash from (used in) operating activities | (4,767) | 148 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchases of securities available for sale | (3,502) | (10,097) |
| Proceeds from maturities and calls of securities available for sale | 3,673 | 2,778 |
| Proceeds from sales of securities available for sale | - | 3,054 |
| Proceeds from sale other real estate owned | 851 | - |
| Net change in loans | 3,742 | 3,689 |
| Property and equipment expenditures, net | (33) | (77) |
| Net cash from (used in) investing activities | 4,731 | (653) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Change in: | | |
| Non-interest bearing and interest bearing demand deposits and savings | 5,162 | 12,171 |
| Certificates and other time deposits | (5,733) | 1,540 |
| Proceeds of borrowings | 4,000 | 2,000 |
| Repayments of borrowings | (4,100) | (2,000) |
| Dividends paid on preferred stock | (95) | - |
| Net cash from (used in) financing activities | (766) | 13,711 |
| Change in cash and cash equivalents | (802) | 13,206 |
| Cash and cash equivalents at beginning of period | 25,848 | 15,825 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$ 25,046 | \$ 29,031 |
| Supplemental disclosures | | |
| Interest paid | \$ 1,201 | \$ 1,730 |
| Income taxes paid | - | - |
| Transfers from loans to foreclosed assets and real estate held for investment | 4,766 | - |

See Notes to Condensed Consolidated Financial Statements

COMMUNITY FINANCIAL SHARES, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Table dollars in thousands)
March 31, 2010 and 2009

NOTE 1 – BASIS OF PRESENTATION

The accounting policies followed in the preparation of the interim condensed consolidated financial statements included in this Quarterly Report on Form 10-Q are consistent with those used in the preparation of annual consolidated financial statements. The interim condensed consolidated financial statements reflect all normal and recurring adjustments, which are necessary, in the opinion of management of Community Financial Shares, Inc. (the “Company”), for a fair statement of results for the interim periods presented. Results for the three months ended March 31, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010 or any other period.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for the interim financial period and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2009, which was filed with the U.S. Securities and Exchange Commission on March 31, 2010. The condensed consolidated balance sheet of the Company as of December 31, 2009 has been derived from the audited consolidated balance sheet as of that date.

NOTE 2 – EARNINGS PER SHARE

The number of shares used to compute basic and diluted earnings per share were as follows:

| | Three Months Ended March 31, | |
|---|---------------------------------|------------------|
| | <u>2010</u> | <u>2009</u> |
| (in thousands) | | |
| Net income | \$ 110 | \$ 82 |
| Less: Accretion of discount on preferred stock | (15) | - |
| Dividends on preferred stock | <u>(94)</u> | <u>-</u> |
| Income available to common shareholders | <u>\$ 1</u> | <u>\$ 82</u> |
| | | |
| Weighted Average Shares outstanding | 1,245,267 | 1,245,267 |
| Effect of dilutive securities: | | |
| Stock options | <u>-</u> | <u>77</u> |
| Shares used to compute diluted earnings per share | <u>1,245,267</u> | <u>1,245,344</u> |
| | | |
| Earnings per share: | | |
| Basic | \$0.00 | \$0.07 |
| Diluted | 0.00 | 0.07 |

There were 36,330 and 34,730 anti-dilutive shares at March 31, 2010 and 2009, respectively.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Table dollars in thousands)
March 31, 2010 and 2009

NOTE 3 – CAPITAL RATIOS

At the dates indicated, the capital ratios of Community Bank-Wheaton/Glen Ellyn, the Company's wholly owned subsidiary (the "Bank"), were as follows:

| | <u>March 31, 2010</u> | | <u>December 31, 2009</u> | |
|--|-----------------------|--------------|--------------------------|--------------|
| | <u>Amount</u> | <u>Ratio</u> | <u>Amount</u> | <u>Ratio</u> |
| Total capital (to risk-weighted assets) | \$28,777 | 11.7% | \$28,647 | 11.5% |
| Tier I capital (to risk-weighted assets) | 25,703 | 10.5% | 25,532 | 10.3% |
| Tier I capital (to average assets) | 25,703 | 7.6% | 25,532 | 7.7% |

Without prior approval, current regulations allow the Bank to pay dividends to the Company not exceeding net profits (as defined in such regulations) for the current year plus those for the previous two years. The Bank normally restricts dividends to a lesser amount because of the need to maintain an adequate capital structure. At March 31, 2010, regulatory approval is required for all dividend declarations by both the Bank and the Company. As a result of informal discussions with the Bank's regulators, management has agreed to maintain a ratio of total capital to risk-weighted assets of 11.5%.

At both March 31, 2010 and December 31, 2009, the Bank was categorized by its regulators as well capitalized in accordance with all regulatory capital requirements.

NOTE 4 - SECURITIES AVAILABLE FOR SALE

The fair value of securities available for sale at March 31, 2010 and December 31, 2009 are as follows:

| | <u>March 31, 2010</u> | | |
|--|-----------------------|-------------------------------------|--------------------------------------|
| | Fair <u>Value</u> | Gross Unrealized <u>Gains</u> | Gross Unrealized <u>Losses</u> |
| U. S. government agencies | \$16,646 | \$ 51 | \$(66) |
| State and political subdivisions | 15,416 | 270 | (368) |
| Mortgage-backed securities – Government sponsored entities | 12,387 | 205 | (3) |
| Preferred stock | 18 | 3 | - |
| SBA guaranteed | <u>354</u> | <u>-</u> | <u>(4)</u> |
| | <u>\$44,821</u> | <u>\$529</u> | <u>\$(441)</u> |

| | <u>December 31, 2009</u> | | |
|--|--------------------------|-------------------------------------|--------------------------------------|
| | Fair <u>Value</u> | Gross Unrealized <u>Gains</u> | Gross Unrealized <u>Losses</u> |
| U. S. government agencies | \$17,691 | \$ 21 | \$(326) |
| State and political subdivisions | 15,339 | 213 | (425) |
| Mortgage-backed securities – Government sponsored entities | 11,131 | 136 | (17) |
| Preferred stock | 20 | 5 | - |
| SBA guaranteed | <u>363</u> | <u>1</u> | <u>(2)</u> |
| | <u>\$44,544</u> | <u>\$376</u> | <u>\$(770)</u> |

Securities classified as U. S. government agencies include notes issued by government-sponsored enterprises such as the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, and the Federal Home Loan Bank. The SBA-guaranteed securities are pools of loans guaranteed by the Small Business Administration.

The following tables show gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at March 31, 2010 and December 31, 2009:

| Description of Securities | Less than 12 Months | | <u>March 31, 2010</u> 12 Months or More | | Total Fair Value | Unrealized Losses |
|---|--------------------------|----------------------|--|----------------------|---------------------|----------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | | |
| | U.S. government agencies | \$6,930 | \$(66) | \$ - | \$ - | \$6,930 |
| State and political subdivisions | 3,949 | (68) | 4,597 | (300) | 8,546 | (368) |
| Mortgage-backed securities – Government sponsored entities | 1,294 | (3) | - | - | 1,294 | (3) |
| SBA guaranteed | <u>144</u> | <u>(1)</u> | <u>160</u> | <u>(3)</u> | <u>304</u> | <u>(4)</u> |
| Total temporarily impaired securities | <u>\$12,317</u> | <u>\$(138)</u> | <u>\$4,757</u> | <u>\$(303)</u> | <u>\$17,074</u> | <u>\$(441)</u> |

| Description of Securities | Less than 12 Months | | <u>December 31, 2009</u> 12 Months or More | | Total Fair Value | Unrealized Losses |
|---|--------------------------|----------------------|---|----------------------|---------------------|----------------------|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | | |
| | U.S. government agencies | \$12,665 | \$(326) | \$ - | \$ - | \$12,665 |
| State and political subdivisions | 4,456 | (85) | 4,558 | (340) | 9,014 | (425) |
| Mortgage-backed securities – Government sponsored entities | 3,315 | (16) | 99 | (1) | 3,414 | (17) |
| SBA guaranteed | <u>-</u> | <u>-</u> | <u>164</u> | <u>(2)</u> | <u>164</u> | <u>(2)</u> |
| Total temporarily impaired securities | <u>\$20,436</u> | <u>\$(427)</u> | <u>\$4,821</u> | <u>\$(343)</u> | <u>\$25,257</u> | <u>\$(770)</u> |

U.S. Government Agencies

The unrealized losses on the Company's investments in direct obligations of U.S. government agencies were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2010.

State and Political Subdivisions

The unrealized losses on the Company's investments in securities of state and political subdivisions were caused by interest rate increases. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized cost bases of the investments. Because the Company does not intend to sell the investments and it is not more likely than not the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at March 31, 2010.

Unrealized gains and losses within the investment portfolio are determined to be temporary. The Company has performed an evaluation of its investments for other than temporary impairment and there was no impairment identified during the first quarter of 2010. The entire portfolio is classified as available for sale, however, management has no specific intent to sell any securities, and it is more likely than not that the Company will not have to sell any security before recovery of its amortized cost basis.

The fair values of securities available for sale at March 31, 2010, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity are shown separately.

| | Amortized Cost | Fair Value |
|--|-------------------|-----------------|
| Due in one year or less | \$ 128 | \$ 129 |
| Due after one year through five years | 2,091 | 2,128 |
| Due after five years through ten years | 4,682 | 4,679 |
| Due after ten years | 25,275 | 25,127 |
| | | |
| Mortgage-backed securities | 12,185 | 12,387 |
| Preferred stock | 15 | 18 |
| SBA guaranteed | <u>357</u> | <u>353</u> |
| | <u>\$44,733</u> | <u>\$44,821</u> |

Securities with a carrying value of approximately \$14.6 million at March 31, 2010 were pledged to secure public deposits, Federal Home Loan Bank advances and for other purposes as required or permitted by law.

NOTE 5 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Other comprehensive income components and related taxes for the three months ended March 31, 2010 and 2009 were as follows:

| | <u>2010</u> | <u>2009</u> |
|--|-------------|----------------|
| Net unrealized gains (losses) on securities available for sale | \$ 88 | \$(681) |
| Less reclassification adjustment for realized gains included in income | <u>-</u> | <u>-</u> |
| Other comprehensive gain (loss) before tax effect | 88 | (681) |
| Tax expense (benefit) | <u>34</u> | <u>(264)</u> |
| Accumulated other comprehensive income (loss) | <u>\$54</u> | <u>\$(417)</u> |

NOTE 6 – DISCLOSURES ABOUT FAIR VALUE OF ASSETS AND LIABILITIES

The Company measures fair value according to the Financial Accounting Standards Board Accounting Standards Codification (ASC) *Fair Value Measurements and Disclosures* (ASC 820-10). ASC 820-10 establishes a fair value hierarchy that prioritizes the inputs used in valuation techniques, but not the valuation techniques themselves. The fair value hierarchy is designed to indicate the relative reliability of the fair value measure. The highest priority given to quoted prices in active markets and the lowest to unobservable data such as the Company's internal information. ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. There are three levels of inputs into the fair value hierarchy (Level 1 being the highest priority and Level 3 being the lowest priority):

| | |
|----------------|--|
| Level 1 | Quoted prices in active markets for identical assets or liabilities. |
| Level 2 | Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. |
| Level 3 | Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. |

The following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Available for Sale Securities

If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include certain collateralized mortgage and debt obligations and certain municipal securities. Third party vendors compile prices from various sources and may apply such techniques as matrix pricing to determine the value of identical or similar investment securities (Level 2). Matrix pricing is a mathematical technique widely used in the banking industry to value investment securities without relying exclusively on quoted prices for specific investment securities but rather on the investment securities' relationship to other benchmark quoted investment securities. The following tables are as of March 31, 2010 and December 31, 2009, respectively:

| | At March 31, 2010 | | | |
|--|--------------------------------------|----------------|-----------------|----------------|
| | Fair Value Measurements Using | | | |
| | Fair Value | Level 1 | Level 2 | Level 3 |
| Available for sale securities: | | | | |
| U.S. government agencies | \$16,646 | | \$16,646 | |
| State and political subdivisions | 15,416 | | 15,416 | |
| Mortgage-backed securities – Government sponsored entities | 12,387 | | 12,387 | |
| Preferred stock | 18 | | 18 | |
| SBA guaranteed | <u>354</u> | | <u>354</u> | |
| Total available for sale securities | <u>\$44,821</u> | - | <u>\$44,821</u> | - |
| | | | | |
| | At December 31, 2009 | | | |
| | Fair Value Measurements Using | | | |
| | Fair Value | Level 1 | Level 2 | Level 3 |
| Available for sale securities: | | | | |
| U.S. government agencies | \$17,691 | | \$17,691 | |
| State and political subdivisions | 15,339 | | 15,339 | |
| Mortgage-backed securities – Government sponsored entities | 11,131 | | 11,131 | |
| Preferred stock | 20 | | 20 | |
| SBA guaranteed | <u>363</u> | | <u>363</u> | |
| Total available for sale securities | <u>\$44,544</u> | - | <u>\$44,544</u> | - |

The following is a description of the valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the accompanying March 31, 2010 and December 31, 2009 balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

Impaired Loans (Collateral Dependent)

Loan impairment is reported when scheduled payments under contractual terms are deemed uncollectible. Impaired loans are carried at fair value as estimated using current and prior appraisals, discounting factors, the borrower's financial ability to repay, estimated cash flows from the property and other relevant factors. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. Adjustments to the estimated fair value of impaired loans may result in increases or decreases to the provision for loan losses recorded in current earnings. The following tables are as of March 31, 2010 and December 31, 2009, respectively:

| | <u>At March 31, 2010</u> | | | |
|----------------|--------------------------------------|----------------|----------------|----------------|
| | <u>Fair Value Measurements Using</u> | | | |
| | <u>Fair Value</u> | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> |
| Impaired loans | \$6,518 | - | - | \$6,518 |

| | <u>At December 31, 2009</u> | | | |
|----------------|--------------------------------------|----------------|----------------|----------------|
| | <u>Fair Value Measurements Using</u> | | | |
| | <u>Fair Value</u> | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> |
| Impaired loans | \$5,965 | - | - | \$5,965 |

The carrying amount and estimated fair value of financial instruments at March 31, 2010 and December 31, 2009 are as follows:

| | <u>March 31, 2010</u> | | <u>December 31, 2009</u> | |
|---------------------------------|-----------------------|-------------------|--------------------------|-------------------|
| | <u>Carrying Value</u> | <u>Fair Value</u> | <u>Carrying Value</u> | <u>Fair Value</u> |
| Financial assets | | | | |
| Cash and cash equivalents | \$ 25,046 | \$ 25,046 | \$ 25,848 | \$ 25,848 |
| Interest bearing time deposits | 618 | 618 | 618 | 618 |
| Securities available for sale | 44,821 | 44,821 | 44,544 | 44,544 |
| Loans held for sale | 1,680 | 1,680 | 1,698 | 1,698 |
| Loans receivable, net | 228,949 | 228,893 | 232,972 | 233,261 |
| Federal Home Loan Bank stock | 5,398 | 5,398 | 5,398 | 5,398 |
| Interest receivable | 1,398 | 1,398 | 1,266 | 1,266 |
| Financial liabilities | | | | |
| Deposits | 297,740 | 301,693 | 298,311 | 299,075 |
| Federal Home Loan Bank advances | 13,000 | 12,976 | 13,000 | 13,209 |
| Other borrowings | 1,700 | 1,700 | 1,800 | 1,800 |
| Subordinated debentures | 3,609 | 1,144 | 3,609 | 1,138 |
| Interest payable | 299 | 299 | 403 | 403 |

The methods and assumptions used to estimate fair value are described as follows:

Carrying amount is the estimated fair value for cash and cash equivalents, interest-bearing time deposits, loans held for sale, Federal Home Loan Bank stock, interest receivable and payable, deposits due on demand, variable rate loans and other borrowings. For fixed rate loans and time deposits, fair value is based on discounted cash flows using current market rates applied to the estimated life and credit risk. The fair value of fixed rate Federal Home Loan Bank advances and subordinated debentures are based on current rates for similar financing. The fair value of off-balance-sheet items, which is based on the current fees or cost that would be charged to enter into or terminate such arrangements, is immaterial.

While the above estimates are based on management's judgment of the most appropriate factors, there is no assurance that were the Company to have disposed of these items on the respective dates, the fair values would have been achieved, because the market value may differ depending on the circumstances. The estimated fair values at year end should not necessarily be considered to apply at subsequent dates.

Other assets and liabilities that are not financial instruments, such as premises and equipment, are not included in the above disclosures. Also, nonfinancial instruments typically not recognized on the balance sheet may have value but are not included in the above disclosures. These include, among other items, the estimated earnings power of core deposits, the trained workforce, customer goodwill, and similar items.

NOTE 7 – TARP CAPITAL PURCHASE PROGRAM

On May 15, 2009, the Company entered into a Letter Agreement and the related Securities Purchase Agreement, with the United States Department of the Treasury (the “Department of Treasury”) in accordance with the terms of the Department of Treasury’s TARP Capital Purchase Program. Pursuant to the Letter Agreement and Securities Purchase Agreement, the Company issued 6,970 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, and a warrant for the purchase of 349 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series B, to the Department of Treasury for an aggregate purchase price of \$6,970,000 in cash.

The Series A preferred stock qualifies as Tier 1 capital and will pay cumulative dividends at a rate of 5% per annum until February 15, 2014. Beginning February 16, 2014, the dividend rate will increase to 9% per annum. The Series A preferred stock may be redeemed, in whole or in part, at any time from time to time, at the option of the Company, subject to consultation with the Company’s primary federal banking regulator, provided that any partial redemption must be for at least 25% of the issue price of the Series A preferred stock.

As part of the transaction, the Department of Treasury exercised the Warrant and received 349 shares of Series B preferred stock. The Series B preferred stock will pay cumulative dividends at a rate of 9% per annum. The Series B preferred stock may also be redeemed, in whole or in part, at any time from time to time, at the option of the Company, subject to consultation with the Company’s primary federal regulator, provided that any partial redemption must be for at least 25% of the liquidation value of the Series B preferred stock. The Series B preferred stock cannot be redeemed until all of the outstanding shares of Series A preferred stock have been redeemed.

The Purchase Agreement also subjects the Company to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 (EESA), as modified by the American Recovery and Reinvestment Act of 2009. The Company will take all necessary action to ensure that its benefit plans with respect to senior executive officers continue to comply with Section 111(b) of the EESA and has agreed to not adopt any benefit plans with respect to, or which cover, its senior executive officers that do not comply with the EESA, and the applicable executives have consented to the foregoing.

NOTE 8 – RECENT ACCOUNTING PRONOUNCEMENTS

In June 2009, the FASB issued new a new standard regarding accounting for transfers and servicing of financial assets and extinguishments of liabilities. The new standard requires more information about transfers of financial assets, including securitization transactions, and where entities have continuing exposure to the risks related to transferred financial assets. It eliminates the concept of a “qualifying special-purpose entity,” changes the requirements for derecognizing financial assets, and requires additional disclosures.

At the same time, the FASB also issued another new standard regarding consolidation of variable interest entities, which changes how a reporting entity determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a reporting entity is required to consolidate another entity is based on, among other things, the other entity's purpose and design and the reporting entity's ability to direct the activities of the other entity that most significantly impact the other entity's economic performance.

The new standards will require a number of new disclosures. The first enhances information reported to users of financial statements by providing greater transparency about transfers of financial assets and an entity's continuing involvement in transferred financial assets. The second will require a reporting entity to provide additional disclosures about its involvement with variable interest entities and any significant changes in risk exposure due to that involvement. A reporting entity will be required to disclose how its involvement with a variable interest entity affects the reporting entity's financial statements.

The Federal Reserve is reviewing regulatory capital requirements associated with the adoption of the new accounting standards by financial institutions. In conducting this review, the Federal Reserve is considering a broad range of factors including the maintenance of prudent capital levels, the record of recent bank experiences with off-balance sheet vehicles, and the results of the recent Supervisory Capital Assessment Program (SCAP). As part of the SCAP, participating banking organizations' capital adequacy was assessed using assumptions consistent with standards ultimately included in these two new standards.

The two new standards discussed above are effective at the start of a reporting entity's first fiscal year beginning after November 15, 2009, or January 1, 2010, for a calendar year-end entity. Early application is not permitted. The Company is currently evaluating the potential impact, if any, of the adoption of these two statements on the Company.

In January 2010, the FASB issued an accounting standard providing additional guidance relating to fair value measurement disclosures. Specifically, companies will be required to separately disclose significant transfers into and out of Level 1 and Level 2 measurements in the fair value hierarchy including when such transfers were recognized and the reasons for those transfers. For Level 3 fair value measurements, the new guidance requires presentation of separate information about purchases, sales, issuances and settlements. Additionally, the FASB also clarified existing fair value measurement disclosure requirements relating to the level of disaggregation, inputs, and valuation techniques. This accounting standard will be effective at the beginning of 2010, except for the detailed Level 3 disclosures, which will be effective at the beginning of 2011. The Company is currently evaluating the impact of this standard on its financial statements.

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

The following discussion and analysis is intended as a review of significant factors affecting the financial condition and results of operations of the Company for the periods indicated. The discussion should be read in conjunction with the Condensed Consolidated Financial Statements and Notes included in this Form 10-Q. In addition to historical information, the following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. The Company's actual results could differ significantly from those anticipated in these forward-looking statements as a result of certain factors discussed elsewhere in this report.

Safe Harbor Statement

This report (including information incorporated herein by reference) contains, and future oral and written statements of the Company and its management may contain, forward-looking statements, within the meaning of such as defined term in the Private Securities Litigation Reform Act of 1995, with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of the Company's management and on

information currently available to management, are generally identifiable by the use of words such as “believe,”

“expect,” “anticipate,” “plan,” “intend,” “estimate,” “may,” “will,” “would,” “could,” “should” or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.

The Company’s ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations and future prospects of the Company and its subsidiaries include, but are not limited to, the following:

- the strength of the United States economy in general and the strength of the local economies in which the Company conducts its operations which may be less favorable than expected and may result in, among other things, a deterioration in the credit quality and value of the Company’s assets;
- the potential impact of the Company’s participation in the U.S. Department of Treasury’s Troubled Asset Relief Program’s Capital Purchase Program;
- the economic impact of past and any future terrorist attacks, acts of war or threats thereof and the response of the United States to any such threats and attacks;
- the effects of, and changes in, federal, state and local laws, regulations and policies affecting banking, securities, insurance and monetary and financial matters;
- the failure of assumptions underlying the establishment of our allowance for loan losses, that may prove to be materially incorrect or may not be borne out by subsequent events;
- the success and timing of our business strategies and our ability to effectively carry out our business plan;
- increased loan delinquencies;
- an escalation in problem assets and foreclosures;
- a reduction in the value of the collateral for loans made by us, especially real estate, which, in turn would likely reduce our customers’ borrowing power and the value of assets and collateral associated with our existing loans;
- a reduction in the value of certain assets held by us;
- an inability to meet our liquidity needs;
- the effect of changes in accounting policies and practices, as may be adopted from time-to-time by bank regulatory agencies, the Securities and Exchange Commission, or the SEC, the Public Company Accounting Oversight Board, the Financial Accounting Standards Board or other accounting standards setters;
- 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 (“FRB”), inflation, interest rate, market and monetary fluctuations;
- the risks of changes in interest rates on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;

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- the imposition of enforcement action by bank regulatory authorities upon the Bank or the Company;
 - further governmental action as a result of our inability to comply with regulatory agreements;
 - unanticipated regulatory or judicial proceedings;
 - changes in consumer spending and savings habits;
 - the effects of terrorism and efforts to combat it;
 - our ability to effectively manage market risk, credit risk and operational risk;
 - the ability of the Company to compete with other financial institutions as effectively as the Company currently intends due to increases in competitive pressures in the financial services sector;
 - the inability of the Company to obtain new customers and to retain existing customers;
 - the timely development and acceptance of products and services, including products and services offered through alternative delivery channels such as the Internet;
 - technological changes implemented by the Company and by other parties, including third party vendors, which may be more difficult or more expensive than anticipated or which may have unforeseen consequences to the Company and its customers;
 - the ability of the Company to develop and maintain secure and reliable electronic systems;
 - the ability of the Company to retain key executives and employees and the difficulty that the Company may experience in replacing key executives and employees in an effective manner;
 - consumer spending and saving habits which may change in a manner that affects the Company's business adversely;
 - business combinations and the integration of acquired businesses which may be more difficult or expensive than expected;
 - the costs, effects and outcomes of existing or future litigation;
 - the ability of the Company to manage the risks associated with the foregoing as well as anticipated;

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning the Company and its business, including other factors that could materially affect the Company's financial results, is included in the Company's filings with the Securities and Exchange Commission.

Overview

Community Financial Shares, Inc. (the “Company”) is the holding company for Community Bank-Wheaton/Glen Ellyn (the “Bank”). The Company is headquartered in Glen Ellyn, Illinois and operates four offices in its primary market area, which is comprised of Glen Ellyn, Illinois and Wheaton, Illinois. One location is in Glen Ellyn and three are located in Wheaton.

The Company’s principal business is conducted by the Bank and consists of offering a full range of community-based financial services, including commercial and retail banking services. The profitability of the Company’s operations depends primarily on its net interest income, provision for loan losses, other income, and other expenses. Net interest income is the difference between the income the Company receives on its loan and securities portfolios and its cost of funds, which consists of interest paid on deposits and borrowings. The provision for loan losses reflects the cost of credit risk in the Company’s loan portfolio. Other income consists of service charges on deposit accounts, gains on loan sales, securities gains (losses), and other income. Other expenses include salaries and employee benefits expenses, as well as occupancy and equipment expenses and other noninterest expenses.

Net interest income is dependent on the amounts and yields of interest-earning assets as compared to the amounts and rates of interest-bearing liabilities. Net interest income is sensitive to changes in market rates of interest and the Company’s asset/liability management procedures in coping with such changes. The provision for loan losses is dependent upon management’s assessment of the collectibility of the loan portfolio under current economic conditions.

Comparison of Financial Condition at March 31, 2010 and December 31, 2009

Total assets at March 31, 2010 were \$341.5 million, which represented no change when compared to December 31, 2009. Decreases in loans receivable and cash and cash equivalents were offset by increases in other real estate owned, real estate held for investment and investment securities. Loans receivable decreased \$4.0 million, or 1.7%, to \$228.9 million at March 31, 2010 from \$232.9 million at December 31, 2009 and cash and cash equivalents decreased \$802,000, or 3.1%, to \$25.0 million at March 31, 2010 from \$25.8 million at December 31, 2009. Other real estate owned increased \$1.5 million, or 61.2%, to \$3.9 million at March 31, 2010 from \$2.4 million at December 31, 2009. In addition, real estate held for investment increased to \$3.0 million at March 31, 2010 from zero at December 31, 2009 and investment securities increased \$277,000, or 0.6%, to \$44.8 million at March 31, 2010 from \$44.5 million at December 31, 2009. The decrease in loans and increases in other real estate owned and real estate held for investment during the three months ended March 31, 2010 is primarily due to the Bank (1) taking possession of three properties and transferring them to other real estate owned and (2) accepting a deed in lieu of foreclosure on another property, which has been leased. Included in other real estate owned are three one-to-four family residences, two multi-unit condominium buildings and two mixed use commercial/residential properties.

Total liabilities at March 31, 2010 were \$318.5 million, which represented a slight decrease of \$320,000, or 0.10%, compared to \$318.8 million at December 31, 2009. Deposits decreased \$571,000, or 0.2%, to \$297.7 million at March 31, 2010 from \$298.3 million at December 31, 2009. This decrease primarily consists of decreases in: (1) interest bearing demand deposit accounts of \$3.4 million, or 4.4%, to \$74.1 million at March 31, 2010 from \$77.5 million at December 31, 2009; (2) money market accounts of \$1.3 million, or 3.1%, to \$41.6 million at March 31, 2010 from \$42.9 million at December 31, 2009; and (3) certificates of deposit of \$5.7 million, or 4.7%, to \$116.1 million at March 31, 2010 from \$121.8 million at December 31, 2009. These decreases were partially offset by an increase in regular savings accounts of \$10.3 million, or 39.2%, to \$36.4 million at March 31, 2010 from \$26.1 million at December 31, 2009. The increase in regular savings accounts is partially due to the introduction of a high rate savings account recently introduced by the Bank. The percentage of regular savings accounts to total deposits increased to 12.2% at March 31, 2010 from 8.7% at December 31, 2009 and the percentage of certificates of deposit to total deposits decreased to 38.8% at March 31, 2010 from 40.5% at December 31, 2009. Borrowed money, consisting of Federal Home Loan Bank advances and other borrowings, decreased \$100,000, or 0.6%, to \$14.7 million at March 31, 2010 from \$14.8 million at December 31, 2009.

Stockholders' equity increased \$314,000, or 1.4%, to \$23.0 million at March 31, 2010 from \$22.7 million at December 31, 2009. The increase in stockholders' equity for the three months ended March 31, 2010 was primarily due to an increase of \$295,000 in the Company's accumulated other comprehensive income relating to the change in fair value of its available-for-sale investment portfolio and the Company's increased net income for the three months ended March 31, 2010. As of March 31, 2010 there were 1,245,267 shares of Company common stock outstanding, resulting in a tangible book value of \$12.85 per share at that date.

Comparison of Operating Results for the Three Months Ended March 31, 2010 and 2009

General. The Company's net income increased \$28,000 to \$110,000 for the three months ended March 31, 2010, from \$82,000 for the three months ended March 31, 2009. Due to the effect of preferred stock dividends, net income available to common shareholders totaled \$1,000 for the three months ended March 31, 2010. This represents basic and diluted earnings per share of \$0.00 per share for the three months ended March 31, 2010 compared to \$0.07 per share for the three months ended March 31, 2009. The increase in net income during the first quarter of 2010 is the result of the combined effect of a \$622,000 increase in net interest income offset by a \$150,000 increase in the Bank's provision for loan losses a \$402,000 increase in noninterest expense and a \$45,000 decrease in noninterest income.

Net interest income. The following table summarizes interest and dividend income and interest expense for the three months ended March 31, 2010 and 2009.

| | <u>Three Months Ended March 31,</u> | | | |
|--|-------------------------------------|----------------|------------------|-----------------|
| | <u>2010</u> | <u>2009</u> | <u>\$ Change</u> | <u>% Change</u> |
| | (Dollars in thousands) | | | |
| Interest and dividend income: | | | | |
| Interest and fees on loans | \$3,132 | \$3,064 | \$ 68 | 2.22% |
| Securities: | | | | |
| Taxable | 333 | 227 | 106 | 46.67 |
| Exempt from federal tax | 142 | 125 | 17 | 13.60 |
| Other interest income | <u>12</u> | <u>11</u> | <u>1</u> | 9.09 |
| Total interest and dividend income | <u>3,619</u> | <u>3,427</u> | <u>192</u> | 5.60 |
| Interest expense: | | | | |
| Deposits | 836 | 1,247 | (411) | (32.96) |
| Federal Home Loan Bank advances and other borrowings | 128 | 132 | (4) | (3.03) |
| Subordinated debentures | <u>17</u> | <u>32</u> | <u>(15)</u> | (46.88) |
| Total interest expense | <u>981</u> | <u>1,411</u> | <u>(430)</u> | (30.46) |
| Net interest income | <u>\$2,638</u> | <u>\$2,016</u> | <u>\$ 622</u> | 30.85 |

The following table summarizes average balances and annualized average yields or costs for the three months ended March 31, 2010 and 2009.

| | <u>Three Months Ended March 31,</u> | | | | | |
|--|-------------------------------------|-----------------|------------------------|----------------|-----------------|------------------------|
| | <u>2010</u> | | | <u>2009</u> | | |
| | <u>Average</u> | | <u>Average</u> | <u>Average</u> | | <u>Average</u> |
| | <u>Balance</u> | <u>Interest</u> | <u>Yield/ Cost</u> | <u>Balance</u> | <u>Interest</u> | <u>Yield/ Cost</u> |
| | (Dollars in thousands) | | | | | |
| Interest-earning assets: | | | | | | |
| Taxable securities | \$ 32,266 | \$ 333 | 4.19% | \$ 17,625 | \$ 227 | 5.24% |
| Tax-exempt securities | 12,996 | 142 | 4.42 | 11,509 | 125 | 4.41 |
| Loan receivables | 236,191 | 3,132 | 5.38 | 221,391 | 3,064 | 5.61 |
| Interest-bearing deposits | 16,767 | 12 | 0.28 | 16,251 | 11 | 0.25 |
| FHLB stock | <u>5,398</u> | <u>-</u> | 0.00 | <u>5,398</u> | <u>-</u> | 0.00 |
| Total interest-earning assets | 303,618 | 3,619 | 4.83 | 272,174 | 3,427 | 5.11 |
| Interest-bearing liabilities: | | | | | | |
| NOW accounts | 76,480 | 126 | 0.67 | 59,251 | 164 | 1.13 |
| Regular savings | 32,582 | 35 | 0.44 | 24,345 | 9 | 0.15 |
| Money market accounts | 39,960 | 64 | 0.65 | 38,848 | 157 | 1.64 |
| Certificates of deposit | 117,576 | 611 | 2.11 | 110,795 | 917 | 3.36 |
| FHLB advances and other | 14,799 | 128 | 3.50 | 19,000 | 132 | 2.82 |
| Subordinated debentures | <u>3,609</u> | <u>17</u> | 1.90 | <u>3,609</u> | <u>32</u> | 3.55 |
| Total interest-bearing deposits | \$285,006 | 981 | 1.40 | \$255,848 | 1,411 | 2.24 |
| Net interest income | | <u>\$2,638</u> | | | <u>\$2,016</u> | |
| Net interest spread | | | <u>3.43%</u> | | | <u>2.87%</u> |
| Net interest income to average interest-earning assets | | | <u>3.52%</u> | | | <u>3.00%</u> |

Interest Income. Interest income increased \$192,000, or 5.6%, to \$3.6 million for the three months ended March 31, 2010, compared to \$3.4 million for the same period in 2009. This increase resulted primarily from an increase in average interest-earning assets of \$31.4 million, or 11.6%, to \$303.6 million for the three months ended March 31, 2010 from \$272.2 million for the three months ended March 31, 2009.

Loan interest income increased \$68,000, or 2.2%, to \$3.1 million for the three months ended March 31, 2010, compared to the comparable prior year period. This increase resulted from an increase in the average balance of loans of \$14.8 million to \$236.2 million for the three months ended March 31, 2010 from \$221.4 million for the comparable prior year period. Partially offsetting this increase was a decrease in the average loan yield of 23 basis points to 5.38% for the three months ended March 31, 2010 from 5.61% for the comparable prior year period. This decrease is partially due to an increase in nonperforming loans. In addition, interest on taxable securities increased \$106,000 for the three months ended March 31, 2010 compared to the comparable prior year period. This increase is primarily due to an increase in the average balance of taxable securities of \$14.6 million to \$32.3 million for the three months ended March 31, 2010 from \$17.6 million for the three months ended March 31, 2009. Partially offsetting the increase in the average balance of loans was a decrease in the average yield on taxable securities of 105 basis points to 4.19% for the three months ended March 31, 2010 from 5.24% for the comparable prior year period.

Interest Expense. Interest expense decreased by \$430,000, or 30.5%, to \$981,000 for the three months ended March 31, 2010, from \$1.4 million for the three months ended March 31, 2009. This decrease resulted from a decrease in the average rate paid on interest bearing liabilities of 84 basis points to 1.40% for the three months ended March 31, 2010 from 2.24% for the comparable prior year period. This decrease was partially offset by an increase in the average balance of interest bearing liabilities of \$29.2 million to \$285.0 million for the three months ended

March 31, 2010 from \$255.8 million for the three months ended March 31, 2009. Interest expense resulting from Federal Home Loan Bank advances, subordinated debentures and other borrowings decreased \$19,000 during the three months ended March 31, 2010. The average balance on these borrowings decreased \$4.2 million to \$18.4 million for the three months ended March 31, 2010 from \$22.6 million for the comparable prior year period. Partially offsetting this decrease was an increase in the average cost on these borrowings of 24 basis points to 3.18% for the three months ended March 31, 2010 from 2.94% for the comparable period in 2009.

Net Interest Income before Provision for Loan Losses. Net interest income before provision for loan losses increased \$622,000, or 30.8%, to \$2.6 million for the three months ended March 31, 2010 compared to the comparable period in 2009. The Company's net interest margin expressed as a percentage of average earning assets increased to 3.52% for the three months ended March 31, 2010 as compared to 3.00% for the three months ended March 31, 2009. The yield on average earning assets decreased 28 basis points to 4.83% for the three months ended March 31, 2010 from 5.11% for the comparable period ended March 31, 2009. This decrease in the yield on average earning assets was partially due to an increase in nonperforming loans. The yield on average loans decreased to 5.38% for the three months ended March 31, 2010 from 5.61% for the three months ended March 31, 2009. In addition, there was an 84 basis point decrease in the cost of average interest-bearing liabilities to 1.40% for the three months ended March 31, 2010 as compared to 2.24% for the comparable 2009 period.

Provision for Loan Losses. The Bank's provision for loan losses increased to \$240,000 for the three months ended March 31, 2010 from \$90,000 for the comparable period in 2009. The increase in the provision was the result of management's quarterly analysis of the allowance for loan loss. At March 31, 2010, December 31, 2009 and March 31, 2009, non-performing loans totaled \$12.2 million, \$15.0 million and \$3.0 million, respectively. At March 31, 2010, the ratio of the allowance for loan losses to non-performing loans was 39.2% compared to 32.0% at December 31, 2009 and 104.0% at March 31, 2009. The ratio of the allowance to total loans was 2.05%, 2.02% and 1.45%, at March 31, 2010, December 31, 2009 and March 31, 2009, respectively.

The amounts of the provision and allowance for loan losses are influenced by a number of factors, including current economic conditions, actual loss experience, industry trends and other factors, including real estate values in the Company's market area and management's assessment of current collection risks within the loan portfolio. Should the local economic climate continue to deteriorate, borrowers may experience increased difficulties paying off loans and the level of non-performing loans, charge-offs, and delinquencies could continue to rise, which would require us to further increase the provision. The allowance for loan losses represents management's estimate of probable incurred losses based on information available as of the date of the financial statements. The allowance for loan losses is based on management's evaluation of the collectibility of the loan portfolio, including past loan loss experience, known and inherent risks in the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, and economic conditions. Management believes that, based on information available at March 31, 2010, the Bank's allowance for loan losses was adequate to cover probable incurred losses inherent in its loan portfolio at that time. However, no assurances can be given that the Bank's level of allowance for loan losses will be sufficient to cover loan losses incurred by the Bank or that future adjustments to the allowance will not be necessary if economic or other conditions differ substantially from the economic and other conditions used by management to determine the current level of the allowance. In addition, the FDIC as an integral part of its examination processes, periodically reviews the Bank's allowance for loan losses and may require the Bank to make additional provisions for estimated loan losses based upon judgments different from those of management. The FDIC examines the Bank periodically and, accordingly, as part of this examination the allowance is reviewed utilizing specific guidelines. Based upon its review, the FDIC may accordingly from time to time require reserves in addition to those previously provided.

Noninterest Income

| | <u>Three Months Ended March 31,</u> | | | |
|--|-------------------------------------|--------------|------------------|------------------------|
| | <u>2010</u> | <u>2009</u> | <u>\$ Change</u> | <u>% Change</u> |
| | | | | (Dollars in thousands) |
| Non-interest income: | | | | |
| Service charges on deposit accounts | \$129 | \$159 | \$(30) | (18.86%) |
| Gain on sale of loans | 166 | 233 | (67) | (28.76) |
| Gain on sale of securities | - | 50 | (50) | (100.00) |
| Gain (loss) on sale of foreclosed assets | 16 | (63) | 79 | 125.40 |
| Other non-interest income | <u>172</u> | <u>149</u> | <u>23</u> | 15.44 |
| Total non-interest income | <u>\$483</u> | <u>\$528</u> | <u>\$ (45)</u> | (8.52) |

Noninterest income totaled \$483,000 and \$528,000 for the three months ended March 31, 2010 and 2009, respectively. Gain on sale of loans decreased \$67,000 to \$166,000 for the three months ended March 31, 2010 from \$233,000 for the comparable prior year period. The Bank's mortgage department experienced an increase in loan applications during the first quarter of 2009 due to the lower interest rate environment for mortgage loans. Gain on sale of securities totaled zero and \$50,000 for the three months ended March 31, 2010 and 2009 respectively. Partially offsetting these decreases was an increase in gain on sale of foreclosed assets of \$79,000 to \$16,000 for the three months ended March 31, 2010 from a loss of \$63,000 for the prior year comparable period.

Noninterest Expense

| | <u>Three Months Ended March 31,</u> | | | |
|-------------------------------------|-------------------------------------|----------------|------------------|------------------------|
| | <u>2010</u> | <u>2009</u> | <u>\$ Change</u> | <u>% Change</u> |
| | | | | (Dollars in thousands) |
| Non-interest expenses: | | | | |
| Salaries and employee benefits | \$1,411 | \$1,289 | \$122 | 9.47% |
| Net occupancy and equipment expense | 347 | 375 | (28) | (7.47) |
| Data processing expense | 267 | 215 | 52 | 24.19 |
| Advertising and promotions | 63 | 67 | (4) | (5.97) |
| FDIC insurance premiums | 184 | 84 | 100 | 119.05 |
| Professional fees | 177 | 115 | 62 | 53.91 |
| Other real estate owned expenses | 102 | - | 102 | - |
| Other operating expenses | <u>278</u> | <u>282</u> | <u>(4)</u> | (1.42) |
| Total non-interest expenses | <u>\$2,829</u> | <u>\$2,427</u> | <u>\$402</u> | 16.56 |

Noninterest expense increased by \$402,000 to \$2.8 million for the three months ended March 31, 2010 from \$2.4 million for the comparable prior year period. This increase is partially due to an increase in FDIC premiums of \$100,000 for the three months ended March 31, 2010 as compared to the prior year period. Salaries and employee benefits expenses increased by \$122,000, or 9.5%, to \$1.4 million for the three months ended March 31, 2010. This increase is partially the result of annual merit increases and higher health insurance expenses. Professional fees, including legal and audit expenses, increased by \$62,000 to \$177,000 for the three months ended March 31, 2010. This increase is partially due to higher legal fees associated with foreclosure actions. In addition, other real estate owned expenses increased to \$102,000 for the three months ended March 31, 2010 compared to zero for the prior year period. Other operating expenses, including occupancy, data processing, and marketing and advertising expenses, increased by a net \$20,000, or 3.0%, to \$677,000 for the three months ended March 31, 2010 from \$657,000 for the prior year period. Of this increase, \$52,000 is related to data processing expense, which is primarily due to increased volume resulting from deposit account growth. This increase was partially offset by lower advertising and promotion expenses, which decreased \$4,000 from the prior year period and lower occupancy expenses, which decreased \$28,000 due to a successful petition to lower the real estate tax assessments on two Bank properties. Management continues to emphasize the importance of expense management and control in order to continue to provide expanded banking services to a growing market base.

Income Tax Expense. Income tax benefit totaled \$58,000 and \$55,000 for the three months ended March 31, 2010 and 2009, respectively.

Critical Accounting Policies

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States and conform to general practices within the banking industry. The Company's significant accounting policies are described in detail in the notes to the consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2009, which was filed with the U.S. Securities and Exchange Commission on March 31, 2010. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. The financial position and results of operations can be affected by these estimates and assumptions and are integral to the understanding of reported results. Critical accounting policies are those policies that management believes are the most important to the portrayal of the Company's financial condition and results, and they require management to make estimates that are difficult, subjective, or complex.

Allowance for Credit Losses. The allowance for credit losses provides coverage for probable losses inherent in the Company's loan portfolio. Management evaluates the adequacy of the allowance for credit losses each quarter based on changes, if any, in underwriting activities, the loan portfolio composition (including product mix and geographic, industry or customer-specific concentrations), trends in loan performance, regulatory guidance and economic factors. This evaluation is inherently subjective, as it requires the use of significant management estimates. Many factors can affect management's estimates of specific and expected losses, including volatility of default probabilities, rating migrations, loss severity and economic and political conditions. The allowance is increased through provisions charged to operating earnings and reduced by net charge-offs.

The Company determines the amount of the allowance based on relative risk characteristics of the loan portfolio. The allowance recorded for commercial loans is based on reviews of individual credit relationships and an analysis of the migration of commercial loans and actual loss experience. The allowance recorded for homogeneous consumer loans is based on an analysis of loan mix, risk characteristics of the portfolio, fraud loss and bankruptcy experiences, and historical losses, adjusted for current trends, for each homogeneous category or group of loans. The allowance for credit losses relating to impaired loans is based on the loan's observable market price, the collateral for certain collateral-dependent loans, or the discounted cash flows using the loan's effective interest rate.

Regardless of the extent of the Company's analysis of customer performance, portfolio trends or risk management processes, certain inherent but undetected losses are probable within the loan portfolio. This is due to several factors including inherent delays in obtaining information regarding a customer's financial condition or changes in their unique business conditions, the judgmental nature of individual loan evaluations, collateral assessments and the interpretation of economic trends. Volatility of economic or customer-specific conditions affecting the identification and estimation of losses for larger non-homogeneous credits and the sensitivity of assumptions utilized to establish allowances for homogenous groups of loans are among other factors. The Company estimates a range of inherent losses related to the existence of these exposures. The estimates are based upon the Company's evaluation of imprecision risk associated with the commercial and consumer allowance levels and the estimated impact of the current economic environment.

Liquidity and Capital Resources

The Company's primary sources of funds are deposits, FHLB advances, and proceeds from principal and interest payments on loans and securities. While maturities, and scheduled amortization of loans and securities, and calls of securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions, and competition. The Company generally manages the pricing of its deposits to be competitive and to increase core deposit relationships.

Liquidity management is both a daily and long-term responsibility of management. The Company adjusts its investments in liquid assets based upon management's assessment of (i) expected loan demand, (ii) expected deposit flows, (iii) yields available on interest-earning deposits and securities, and (iv) the objectives of its asset/liability management program. Excess liquid assets are invested generally in interest-earning overnight deposits and short- and intermediate-term U.S. government and agency obligations.

The Company's most liquid assets are cash and short-term investments. The levels of these assets are dependent on the Company's operating, financing, lending, and investing activities during any given year. The Company has other sources of liquidity if a need for additional funds arises, including securities maturing within one year and the repayment of loans. The Company may also utilize the sale of securities available for sale, federal funds lines of credit from correspondent banks, and borrowings from the Federal Home Loan Bank of Chicago and M&I Bank.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders. The Company's primary source of funds is dividends received from the Bank. The amount of dividends that the Bank may declare and pay to the Company is generally restricted under applicable law to net profits in the current year plus those for the previous two years. At March 31, 2010, the Company had liquid assets of \$2.2 million.

Contractual Obligations

The following table discloses contractual obligations of the Company as of March 31, 2010:

| (Dollars in Thousands) | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 and after | Total |
|---------------------------------|----------------|----------------|----------------|----------------|----------------|-------------------|-----------------|
| Federal Home Loan Bank advances | \$4,500 | \$2,000 | \$2,000 | \$4,500 | \$ - | \$ - | \$13,000 |
| Other borrowing | - | - | - | - | 1,700 | - | 1,700 |
| Subordinated debentures | - | - | - | - | - | 3,609 | 3,609 |
| Data Processing (1), (2) | <u>561</u> | <u>581</u> | <u>601</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>1,743</u> |
| Total | <u>\$5,061</u> | <u>\$2,581</u> | <u>\$2,601</u> | <u>\$4,500</u> | <u>\$1,700</u> | <u>\$3,609</u> | <u>\$20,052</u> |

- (1) Estimated contract amount based on transaction volume. Actual expense was \$590,000 and \$551,000 in 2009 and 2008, respectively.
- (2) Contract expires September 30, 2012.

Off-Balance Sheet Arrangements

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with U.S. generally accepted accounting principles, are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, letters of credit and lines of credit. For information about our loan commitments and unused lines of credit, see Note 16 of the notes to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the SEC on March 31, 2010. We currently have no plans to engage in hedging activities in the future. For the year ended December 31, 2009 and for the three months ended March 31, 2010, we engaged in no off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations or cash flows.

Impact of Inflation and Changing Prices

The financial statements and related data presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America, which require the measurement of financial position and operating results in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. The primary impact of inflation on the operations of the Company is reflected in increased operating costs. Unlike most industrial companies, virtually all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates, generally, have a more significant impact on a financial institution's performance than does inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**Interest Rate Risk**

For a discussion of the potential impact of interest rate changes upon the market value of the Company's portfolio equity, see Item 7A in the Company's Annual Report on Form 10-K for the year ended December 31, 2009. Management, as part of its regular practices, performs periodic reviews of the impact of interest rate changes upon net interest income and the market value of the Company's portfolio equity. Based on, among other factors, such reviews, management believes that there have been no material changes in the market risk of the Company's asset and liability position since December 31, 2009.

ITEM 4(T): CONTROLS AND PROCEDURES

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC") (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. In addition, based on that evaluation, no change in the Company's internal control over financial reporting occurred during the three months ended March 31, 2010 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which the Company or its subsidiaries are a party other than ordinary routine litigation incidental to their respective businesses.

ITEM 1A. RISK FACTORS

There are no material changes to the risk factors disclosed in the Company's Form 10-K for the year ended December 31, 2009.

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

31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)

31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)

32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

COMMUNITY FINANCIAL SHARES, INC.
(Registrant)

/s/ Scott W. Hamer
Scott W. Hamer
Dated: May 14, 2010
President and Chief Executive Officer
(Principal Executive Officer)

/s/ Eric J. Wedeen
Eric J. Wedeen
Dated: May 14, 2010
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 31.1

**CERTIFICATION OF CEO PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Scott W. Hamer, Chief Executive Officer, certify that:

1. I have reviewed this Form 10-Q for the period ending March 31, 2010 of Community Financial Shares, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and in preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2010

By /s/Scott W. Hamer, CEO
(Signature and Title)

EXHIBIT 31.2

**CERTIFICATION OF CFO PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Eric J. Wedeen, Chief Financial Officer, certify that:

1. I have reviewed this Form 10-Q for the period ending March 31, 2010 of Community Financial Shares, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and in preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 14, 2010

By /s/Eric J. Wedeen, CFO
(Signature and Title)

EXHIBIT 32.1

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

In connection with the Quarterly Report of Community Financial Shares, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott W. Hamer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Scott W. Hamer, CEO

Scott W. Hamer
Chief Executive Officer
May 14, 2010

EXHIBIT 32.2

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

In connection with the Quarterly Report of Community Financial Shares, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2010 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric J. Wedeen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eric J. Wedeen, CFO

Eric J. Wedeen
Chief Financial Officer
May 14, 2010