



ROEBLING FINANCIAL CORP, INC.

December 23, 2011

Dear Shareholder:

On behalf of the Board of Directors and management of Roebling Financial Corp, Inc., I cordially invite you to attend the Annual Meeting of Shareholders to be held at the Burlington County Institute of Technology, 695 Woodlane Road, Westampton, New Jersey, on Monday, January 23, 2012, at 9:30 a.m. local time. The attached Notice of Annual Meeting and Proxy Statement describe the formal business we expect to act upon at the Annual Meeting. During the Annual Meeting, I will report on our operations. Our directors and officers will be present to respond to any questions you may have.

You will be asked to elect two directors and to ratify the appointment of Fontanella and Babitts as our independent public accountants for the fiscal year ending September 30, 2012. The Board of Directors has unanimously approved each of these proposals and recommends that you vote **FOR** the election of its two nominees for director, and **FOR** the ratification of the appointment of Fontanella and Babitts.

Your vote is important, regardless of the number of shares you own and regardless of whether you plan to attend the Annual Meeting. I encourage you to read the enclosed proxy statement carefully and sign and return your enclosed proxy card as promptly as possible because a failure to do so could cause a delay in the Annual Meeting and additional expense to the Company. A postage-paid return envelope is provided for your convenience. This will not prevent you from voting in person, but it will assure that your vote will be counted if you are unable to attend the Annual Meeting. If you do decide to attend the Annual Meeting and feel for whatever reason that you want to change your vote at that time, you will be able to do so. If you are planning to attend the Annual Meeting, please let us know by marking the appropriate box on the proxy card.

Sincerely,

A handwritten signature in black ink, appearing to read 'Janice A. Summers', with a long horizontal flourish extending to the right.

Janice A. Summers
Acting President

ROEBLING FINANCIAL CORP, INC.

**Route 130 South and Delaware Avenue
Roebing, New Jersey 08554**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 23, 2012**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Roebing Financial Corp, Inc. (the "Company"), will be held at the Burlington County Institute of Technology, 695 Woodlane Road, Westampton, New Jersey, on Monday, January 23, 2012, at 9:30 a.m. local time for the following purposes:


1. To elect two directors; and
2. To ratify the appointment of Fontanella and Babitts as independent public accountants for the fiscal year ending September 30, 2012;

all as set forth in the Proxy Statement accompanying this notice, and to transact such other business as may properly come before the Annual Meeting and any adjournments. The Board of Directors is not aware of any other business to come before the Annual Meeting other than procedural matters.

Any action may be taken on any one of the foregoing proposals at the Annual Meeting on the date specified above or on any date or dates to which, by original or later adjournment, the Annual Meeting may be adjourned. Shareholders of record at the close of business on December 8, 2011 are the only shareholders entitled to notice of and to vote at the Annual Meeting and any adjournments thereof.

YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES YOU OWN. WE ENCOURAGE YOU TO VOTE BY PROXY SO THAT YOUR SHARES WILL BE REPRESENTED AND VOTED AT THE ANNUAL MEETING EVEN IF YOU CANNOT ATTEND IN PERSON. ALL SHAREHOLDERS OF RECORD CAN VOTE BY WRITTEN PROXY CARD. FOR DIRECTIONS TO THE ANNUAL MEETING, CALL 609-499-9400. HOWEVER, IF YOU ARE A SHAREHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER TO VOTE PERSONALLY AT THE ANNUAL MEETING.

BY ORDER OF THE BOARD OF DIRECTORS



JOAN K. GEARY
Secretary

Roebing, New Jersey
December 23, 2011

**Important Notice Regarding Internet
Availability of Proxy Materials
For the Shareholder Meeting to be
Held on January 23, 2012**

**The Proxy Statement and Annual Report to
Stockholders are available at
<http://www.cfpproxy.com/5699>.**

**PROXY STATEMENT
OF
ROEBLING FINANCIAL CORP, INC.
ROUTE 130 SOUTH AND DELAWARE AVENUE
ROEBLING, NEW JERSEY 08554**

**ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON JANUARY 23, 2012**

GENERAL

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Roebling Financial Corp, Inc. to be used at the 2012 Annual Meeting of Shareholders which will be held at the Burlington County Institute of Technology, 695 Woodlane Road, Westampton, New Jersey, on Monday, January 23, 2012, at 9:30 a.m. local time (the "Annual Meeting"). The accompanying Notice of Annual Meeting of Shareholders and Proxy Card and this Proxy Statement are being first mailed to shareholders on or about December 23, 2011.

VOTING AND PROXY PROCEDURES

Who Can Vote at the Annual Meeting

You are only entitled to vote at the Annual Meeting if our records show that you held shares of our common stock, \$.10 par value (the "Common Stock"), as of the close of business on December 8, 2011 (the "Record Date"). If your shares are held by a broker or other intermediary, you can only vote your shares in person at the Annual Meeting if you have a properly executed proxy from the record holder of your shares (or their designee). As of the Record Date, a total of 1,686,527 shares of Common Stock were outstanding. Each share of Common Stock has one vote in each matter presented.

Voting by Proxy

The Board of Directors is sending you this Proxy Statement for the purpose of requesting that you allow your shares of Common Stock to be represented at the Annual Meeting by the persons named in the enclosed Proxy Card. All shares of Common Stock represented at the Annual Meeting by properly executed and dated proxies will be voted according to the instructions indicated on the Proxy Card. If you sign, date and return the Proxy Card without giving voting instructions, your shares will be voted as recommended by the Company's Board of Directors. **The Board of Directors recommends a vote "FOR" each of its nominees for director, and a vote "FOR" the ratification of Fontanella and Babitts as independent public accountants for the fiscal year ending September 30, 2012.**

If any matters not described in this Proxy Statement are properly presented at the Annual Meeting, the persons named in the Proxy Card will vote your shares as determined by a majority of the Board of Directors. If the Annual Meeting is postponed or adjourned, your Common Stock may be voted by the persons named in the Proxy Card on the new Annual Meeting dates as well, unless you have revoked your proxy. The Company does not know of any other matters to be presented at the Annual Meeting.

You may revoke your proxy at any time before the vote is taken at the Annual Meeting. To revoke your proxy you must either advise the Company's Secretary in writing before your Common Stock has been voted at the Annual Meeting, deliver a later-dated proxy, or attend the Annual Meeting and vote your shares in person. Attendance at the Annual Meeting will not in itself revoke your proxy.

If you hold your Common Stock in "street name," you will receive instructions from your broker, bank or other nominee that you must follow in order to have your shares voted. Your broker, bank or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please see the instruction form provided by your broker, bank or other nominee that accompanies this Proxy Statement. If you wish to change your voting instructions after you have returned a voting instruction form to your broker, bank or other nominee, you must contact your broker, bank or other nominee.

Internet Access to Proxy Materials

Copies of this proxy statement and the 2011 Annual Report to Stockholders are available on the internet at <http://www.cfpproxy.com/5699>. Stockholders can elect to receive future proxy statements and annual reports over the internet rather than in printed form. Stockholders of record can make this election by calling toll-free to 1 (800) 778-0355, sending an email to webmaster@roeblingbank.com, or by following the instructions at <http://www.roeblingbank.com/investor.htm>. If you hold your shares in street name, please refer to the information provided by your broker, bank or other nominee for instructions on how to elect to access future proxy materials over the internet.

Participants in the Roebling Bank Employee Stock Ownership Plan

If you are a participant in the Roebling Bank Employee Stock Ownership Plan (the "ESOP"), you will receive a voting instruction form that reflects all shares you may vote under the ESOP. Under the terms of the ESOP, all shares held by the ESOP are voted by the ESOP trustees, but each participant in the ESOP may direct the trustees on how to vote the shares of Common Stock allocated to his or her account. Unallocated shares and allocated shares for which no timely voting instructions are received will be voted by the ESOP trustees as directed by the ESOP Committee consisting of the outside directors of the Board. The deadline for returning your voting instruction form to the ESOP trustees is January 13, 2012.

Vote Required

The Annual Meeting can only transact business if the holders of a majority of the outstanding shares of Common Stock are present, in person or by proxy, at the Annual Meeting. If you return valid proxy instructions or attend the Annual Meeting in person, your shares will be counted for purposes of determining whether there is a quorum even if you withhold your vote or do not vote your shares at the Annual Meeting. Broker non-votes will be counted for purposes of determining the existence of a quorum. A broker non-vote occurs when a broker, bank or other nominee holding shares for a beneficial owner does not have discretionary voting power with respect to the agenda item and has not received voting instructions from the beneficial owner.

In voting on the election of directors, you may vote in favor of all nominees, withhold votes as to all nominees, or vote in favor of all nominees except nominees you specify as to which you withhold your vote. There is no cumulative voting in the election of directors. Directors must be elected by a plurality of the votes cast at the Annual Meeting. This means that the nominees receiving the greatest number of votes will be elected. Votes that are withheld and broker non-votes will have no effect on the outcome of the election.

In voting to ratify the appointment of Fontanella and Babitts as our independent auditors, you may vote in favor of the proposal, against the proposal or abstain from voting. To be approved, this proposal requires the affirmative vote of a majority of the votes cast at the Annual Meeting. Broker non-votes and abstentions will not be counted as votes cast and will have no effect on the voting on this proposal.

PRINCIPAL HOLDERS OF OUR COMMON STOCK

Persons and groups beneficially owning in excess of 5% of the Common Stock are required to file reports regarding their ownership with the Securities and Exchange Commission. A person is the beneficial owner of any shares of Common Stock as to which he or she has or shares voting or investment power or has the right to acquire within 60 days of the Record Date. Based on our review of beneficial ownership reports filed with the Securities and Exchange Commission, the following table sets forth, as of the Record Date, persons or groups who are known to us to beneficially own more than 5% of the Common Stock.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Shares of Common Stock Outstanding</u>
Mark V. and Dawn Dimon Route 130 South and Delaware Avenue Roebling, New Jersey 08554	105,298 ⁽¹⁾	6.2%
John J. and Denise Ferry Route 130 South and Delaware Avenue Roebling, New Jersey 08554	102,219 ⁽¹⁾	6.0%
Roebling Bank Employee Stock Ownership Plan Trust Route 130 South and Delaware Avenue Roebling, New Jersey 08554	118,134 ⁽²⁾	7.0%
Lance S. Gad 1250 Fence Row Drive Fairfield, Connecticut 06824	131,122	7.8%
Kenneth R. and Joan Abercrombie Lehman 1408 N. Abingdon Street Arlington, Virginia 22207	125,311	7.4%
Philip V. Oppenheimer Carl K. Oppenheimer Oppvest, LLC Oppvest II, LLC Oppenheimer-Spence Financial Services Partnership L.P. Oppenheimer-Close International, Ltd.	140,450 ⁽³⁾	8.3%

⁽¹⁾ Excludes 118,134 shares held by the ESOP Trust for which he serves as a trustee and 12,208 unvested shares held by the RSP Trust for which he also serves as a trustee.

⁽²⁾ The Roebling Bank Employee Stock Ownership Plan (“ESOP”) has shared voting and dispositive power over 118,134 shares of Common Stock. The Board of Directors has appointed a committee consisting of non-employee Directors Dimon, Ferry and LaVecchia to serve as the ESOP administrative committee (“ESOP

Committee”) and to serve as the ESOP trustees (“ESOP Trustees”). The ESOP Committee or the Board instructs the ESOP Trustees regarding investment of ESOP plan assets. The ESOP Trustees must vote all shares allocated to participant accounts under the ESOP as directed by participants. Unallocated shares and shares for which no timely voting direction is received, will be voted by the ESOP Trustees as directed by the ESOP Committee. As of the Record Date, 90,682 shares have been allocated to participant accounts under the ESOP.

- (3) Includes 129,650 shares beneficially owned by Oppenheimer-Spence Financial Services Partnership L.P. (“Oppenheimer-Spence”) and 10,800 shares beneficially owned by Oppenheimer-Close International, Ltd. (“Oppenheimer-Close”) In its capacity as General Partner, Oppvest, LLC may be deemed the beneficial owner of shares held by Oppenheimer-Spence and in its capacity as investment advisor, Oppvest II, LLC may be deemed the beneficial owner of shares held by Oppenheimer-Close. In their capacities as managing members of Oppvest, LLC and Oppvest II, LLC, Philip V. and Carl K. Oppenheimer may also be deemed the beneficial owners of shares held by Oppenheimer-Spence and Oppenheimer-Close.

PROPOSAL I - ELECTION OF DIRECTORS

The Board of Directors currently consists of six members, each of whom also serves as a director of the Company’s principal subsidiary, Roebling Bank (the “Bank”). Under the Company’s Certificate of Incorporation, directors are divided into three classes, as nearly equal in number as possible, each class to serve for a three-year period, with approximately one-third of the directors elected each year. Two directors will be elected at the Annual Meeting, each to serve for a three-year term or until his successor has been elected and qualified.

John A. LaVecchia and George N. Nyikita (the “Nominees”) have been nominated by the Board of Directors for election as directors at the Annual Meeting. The Nominees are currently members of the Board and have been nominated for three-year terms to expire in the 2015 annual meeting of shareholders and when their successors have been elected and qualified.

The persons named as proxies in the enclosed proxy card intend to vote for the election of the Nominees, unless the proxy card is marked to indicate that such authorization is expressly withheld. Should any of the Nominees withdraw or be unable to serve (which the Board of Directors does not expect) or should any other vacancy occur in the Board of Directors, it is the intention of the persons named in the enclosed proxy card to vote for the election of such persons as may be recommended to the Board of Directors by the Nominating Committee of the Board. If there are no substitute nominees, the size of the Board of Directors may be reduced.

The following table sets forth certain information for each of the nominees, the directors continuing in office and the Company’s executive officers, including for each their name, their positions with the Company, their age, the year they first became a director of the Bank, the expiration date of their current term as a director, and the number and percentage of shares of the Common Stock beneficially owned. Each director first became a director of the Company upon its incorporation in 2004. Beneficial ownership of directors and executive officers of the Company, as a group, is also shown below.

<u>Name and Positions</u>	<u>Age ⁽¹⁾</u>	<u>Year First Elected or Appointed ⁽²⁾</u>	<u>Current Term Expires</u>	<u>Shares of Common Stock Beneficially Owned at Record Date ⁽³⁾</u>	<u>Percent of Class</u>
BOARD NOMINEES FOR TERMS TO EXPIRE IN 2015					
John A. LaVecchia <i>Director and Vice Chairman</i>	64	1989	2012	21,704 ⁽⁴⁾	1.3%
George N. Nyikita <i>Director</i>	61	1989	2012	35,484	2.1%
DIRECTORS CONTINUING IN OFFICE					
Mark V. Dimon <i>Director and Treasurer</i>	53	1983	2013	105,298 ⁽⁴⁾	6.2%
John J. Ferry <i>Director and Chairman of the Board</i>	61	1986	2013	102,219 ⁽⁴⁾	6.0%
Joan K. Geary <i>Director and Secretary</i>	83	1990	2014	37,381	2.2%
Robert R. Semptimphelter, Sr. <i>Director</i>	59	1990	2014	45,357	2.7%
EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS					
Janice A. Summers <i>Acting President, Chief Operating Officer and Chief Financial Officer</i>	50	--	--	28,626 ⁽⁵⁾	1.7%
All directors and executive officers as a group (7 persons)				376,069 ⁽⁴⁾⁽⁶⁾	21.5%

⁽¹⁾ At September 30, 2011.

⁽²⁾ Refers to the year the individual first became a director of the Bank.

⁽³⁾ Includes 9,107 shares for each director which may be acquired pursuant to the exercise of stock options within 60 days of the Record Date. Excludes 19,257 and 19,405 shares held by the Director Deferred Compensation Plan for the benefit of Directors Ferry and Dimon, respectively.

⁽⁴⁾ Excludes 118,134 shares held by the ESOP and 12,208 unvested shares held by the restricted stock plan for which Messrs. LaVecchia, Dimon and Ferry serve as members of the ESOP and RSP Trust Committees. Such individuals disclaim beneficial ownership with respect to such shares held in a fiduciary capacity.

⁽⁵⁾ Includes 10,811 shares allocated to the account of Ms. Summers in the ESOP, 10,000 shares that may be acquired through the exercise of stock options within 60 days of the Record Date and 352 shares of Common Stock eligible to be issued under the restricted stock plans within 60 days of the Record Date.

⁽⁶⁾ Includes 352 shares of Common Stock eligible to be issued under the restricted stock plans within 60 days of the Record Date and 64,642 shares that may be acquired through the exercise of stock options within 60 days of the Record Date.

Business Experience and Qualifications of Directors

The Board believes that the many years of service that our directors have had at the Company and the Bank or at other financial institutions is one of the directors' most important qualifications for service on the Board. This service has given them extensive knowledge of the banking business and the

Company. Furthermore, their service on Board committees, especially in areas of audit, compliance and compensation is critical to their ability to oversee the management of the Bank by our executive officers. Each outside director brings special skills, experience and expertise to the Board as a result of their other business activities and associations.

Nominees for Directors:

John A. LaVecchia has been a Senior Consultant at Springfield Hyundai since June 2011 after having been a Senior Automotive Consultant at Northeast Auto Complex since 2010. He was formerly a Senior Sales Consultant with Colonial Auto Complex, and had previously served as a Manager of Brandow Group, Chevrolet Division, since 1999. Prior to that, he served as President of Totten Chevrolet Inc., an automotive dealership. Mr. LaVecchia is a former member of the Board of Directors of Girl Scouts USA and has coached in both Medford Little League and Medford Youth Soccer Clubs. His participation in our local community for many years brings knowledge of the local economy and business opportunities for the Bank.

George N. Nyikita is Manager of Corporate Development for Pennoni Associates, an engineering consulting company. Until 2007, he was the Executive Director of the Burlington County Bridge Commission where he had served since 1991. He is a member and Vice Chairman of the Board of Trustees of Burlington County College. Mr. Nyikita is a former member of the Burlington County Board of Taxation and a former Director of the Family Y of Burlington County. His participation in our local community for many years brings knowledge of the local economy and business opportunities for the Bank.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE “FOR”
THE ELECTION OF THE ABOVE NOMINEES FOR DIRECTORS.**

Continuing Directors:

Mark V. Dimon is an entrepreneur. Until 2007, he was the sole proprietor of Dimon Oil, a commodity brokerage business he founded in 1988. He has been a member of the New York Mercantile Exchange for 30 years. Mr. Dimon was a member of the Florence Township Board of Education for nine years. He is also a member of the Board of the Roebling Museum and the Burlington County Military Affairs Committee. His participation in our local community for many years brings knowledge of the local economy and business opportunities for the Bank.

John J. Ferry is President and owner of John J. Ferry Enterprises, Inc., a general construction contractor with which he has been affiliated for 37 years. Mr. Ferry is President of the Burlington County Institute of Technology School Board, in Westampton, New Jersey and is also a member of the Burlington County Special Services School Board. His participation in our local community for many years brings knowledge of the local economy and business opportunities for the Bank.

Joan K. Geary is the President and Treasurer of Keating Realty Company trading as M.E. Keating, Inc., a third generation family-owned business, which is engaged in road/earth work and with which she has been affiliated for over 61 years. Ms. Geary is a member of the Florence Township Economic Development Council, having previously served as Chairperson for over 30 years. She also holds a New Jersey Real Estate License. Ms. Geary formerly received a State of New Jersey Supreme Court appointment to serve as a public member of the Burlington County District III.B, serving four years on the Fee Arbitration Panel and four years on the Attorney Ethics Panel. Her participation in our local community for many years brings knowledge of the local economy and business opportunities for the Bank.

Robert R. Semptimphelter, Sr. is a principal of Farnsworth & Semptimphelter, LLC, a healthcare physician billing service located in Burlington County which he formed in 2002. Prior to forming Farnsworth & Semptimphelter, LLC, he had served as Director of Patient Financial Services at Carrier Clinic in Belle Meade, New Jersey since 1992. He has also held the position of Controller for several large healthcare institutions as well as the position of bank examiner at a public accounting firm. Mr. Semptimphelter has been on the Planning Board of Mansfield Township since 2006 and was appointed Vice Chairman in 2010. He holds a degree in accounting from St. Edwards University and a masters degree in finance from Rider University. His participation in our local community for many years brings knowledge of the local economy and business opportunities for the Bank.

Business Background of Our Executive Officers Who Are Not Directors

The business experience for the past five years of each of the Company's executive officers is set forth below. Unless otherwise indicated, the executive officer has held his or her position for the past five years.

Janice A. Summers commenced employment with the Bank in May 2000 as Senior Vice President and Chief Operating Officer. In September 2002, Ms. Summers was appointed Senior Vice President, Chief Operating Officer and Chief Financial Officer of the Bank and Company. In July 2011, Ms. Summers was named Acting President of the Bank and Company due to Mr. Travea's leave of absence. Ms. Summers has 29 years of experience in the banking industry and is also a Certified Public Accountant.

CORPORATE GOVERNANCE

Director Independence

The Board of Directors has determined that all Directors would be considered independent under the independence standards of The Nasdaq Stock Market if the Common Stock were listed thereon. In determining which directors are independent, the Board of Directors considered the deposit and other relationships which directors have with the Bank as well as the relationships described under "Related Party Transactions" but determined that these relationships did not affect their independence. There are no members of the Audit Committee who would not meet the independence standards of The Nasdaq Stock Market for Audit Committee members and no members of the Audit Committee who could only serve under exceptions to these standards.

Board Leadership Structure and Role in Risk Oversight

Under the Board of Directors' current leadership structure, the offices of Chairman of the Board and Chief Executive Officer have been held by separate individuals. John J. Ferry serves as Chairman of the Board of Directors. Mr. Ferry is an independent director and does not serve in any executive capacity with the Company. The office of Chief Executive Officer is currently vacant. Until he went on leave, the Company's Chief Executive Officer was Frank J. Travea, III. Although the offices of Chairman of the Board and Chief Executive Officer have been held by separate individuals, the Board of Directors has not made a determination that this is the only appropriate leadership structure for the Board of Directors in all circumstances and reserves the right to combine these offices in the future if deemed appropriate under the circumstances.

The Board of Directors has general authority over the Company's risk oversight function with authority delegated to various board committees to review risk management policies and practices in specific areas of the Company's business. The Audit Committee is primarily responsible for overseeing the Company's risk management and works closely with officers involved in the risk management function.

Director Attendance

Our Board of Directors conducts its business through meetings of the Board of Directors and through activities of its committees. All committees act for the Company and the Bank. During the fiscal year ended September 30, 2011, the Board of Directors of the Company held four regular meetings while the Board of Directors of the Bank held 24 regular and two special meetings. During the fiscal year ended September 30, 2011, no director attended fewer than 75% of the total meetings of the Board of Directors and of the committees on which such director served during the period of their service. We encourage directors to attend annual meetings of shareholders. All six directors attended the 2011 Annual Meeting of Shareholders of Roebling Financial Corp, Inc.

Committees of the Board of Directors

In addition to other committees, as of September 30, 2011, the Company has a Nominating Committee, a Compensation Committee, and an Audit Committee.

Audit Committee. The Audit Committee is a standing committee and consists of Directors Semptimphelter, Dimon and Ferry. The Board of Directors has determined that all the members of the Audit Committee would be independent as defined by the rules of The Nasdaq Stock Market including the independence standards for audit committee members. The Board of Directors has determined that Mr. Semptimphelter is an Audit Committee Financial Expert within the meaning of the regulations of the Securities and Exchange Commission and that he is independent within the meaning of the listing requirements of The Nasdaq Stock Market. The Audit Committee reviews the adequacy of internal controls and management reports and meets with the outside accountants to discuss the scope of the audit and to review the results of the annual audit. This Committee met three times in fiscal 2011. The Board of Directors adopted a formal written charter for the Audit Committee, a copy of which is included as Appendix A to this year's proxy statement.

Compensation Committee. The Personnel Committee acts a compensation committee and meets as needed to review the performance of employees and to determine compensation to be recommended to the Board. The Committee has authority over significant personnel issues and provides direction to the Chief Executive Officer. The Chief Executive Officer is responsible for salary administration with the exception of executive officers. Outside consultants have not been used for personnel matters with the exception of legal counsel when deemed necessary. The Personnel Committee is a standing Committee and is comprised of Directors Nyikita, Geary and Ferry. The Board of Directors has not adopted a formal written charter for the Compensation Committee. The Committee met five times during fiscal 2011.

Nominating Committee and Director Nomination Process. The Company does not have a standing nominating committee or committee performing similar functions. Instead, the Board of Directors appoints a nominating committee for the selection of management's nominees for director. All nominees are approved by a majority of the independent directors. The Board of Directors believes that its procedures provide adequate assurance that nominations are approved by independent directors. The Board of Directors will consider director candidates recommended by shareholders. Any such recommendations must be submitted to the Secretary at least 120 days prior to the date of the Annual Meeting and should include the nominee's name and qualifications for board membership. The Board

believes that all nominees for director, including shareholder nominees, should have the highest personal and professional ethics and integrity; substantial business or other professional experience in the primary market area served by the Company and the Bank; commitment to enhancing the business and prospects of the Company and the Bank; ability to work with existing board members and management; ability to make an appropriate level of commitment of time and resources to their duties as director; an understanding of banking and financial matters and the role of directors in the management of the Company; and substantial personal investment in the Company common stock. The Board of Directors may consider diversity in market knowledge, background, experience, qualifications, and other factors as part of its evaluation of each candidate. All Board nominees for election at this year's annual meeting are incumbent directors standing for re-election. The Board of Directors appointed a nominating committee that met one time during fiscal year 2011 in order to make nominations for directors at the 2011 Annual Meeting. Such committee consisted of independent Directors Dimon and Ferry.

Communications with Directors

Shareholders may send written communications to directors by addressing them to the Secretary at the main office of Roebing Bank, Route 130 South and Delaware Avenue, Roebing, New Jersey 08554.

EXECUTIVE COMPENSATION

Summary Compensation Table. The following table sets forth the cash and non-cash compensation awarded to or earned during the last two fiscal years by our principal executive officer and by the most highly compensated executive officer other than the principal executive officer whose compensation (excluding compensation attributable to non-qualified deferred compensation earnings) during the fiscal year ended September 30, 2011 exceeded \$100,000 for services rendered in all capacities to Roebing Financial Corp, Inc. and Roebing Bank (the "Named Executive Officers").

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	All Other Compensation	Total
Frank J. Travea, III* <i>President and Chief Executive Officer</i>	2011	\$ 123,646	\$ —	\$ —	\$ —	\$ 31,658 ⁽¹⁾	\$ 155,304
	2010	130,000	—	—	—	29,219	159,219
Janice A. Summers <i>Acting President, Chief Operating Officer and Chief Financial Officer</i>	2011	\$ 115,913	\$ —	\$ —	\$ —	\$ 14,675 ⁽²⁾	\$ 130,588
	2010	\$ 114,500	—	—	—	14,064	128,564

* Mr. Travea took a leave of absence effective July 29, 2011 and retired effective October 31, 2011.

(1) Includes \$20,152 in family health insurance premiums paid by the Bank, 923 shares allocated to Mr. Travea's account pursuant to the ESOP at a cost of \$8.48 per share (with an aggregate market value of \$3,323 at September 30, 2011), \$2,019 in taxable automobile benefits and \$1,663 representing the taxable amount of employer-provided group term life insurance.

(2) Includes \$7,122 in health insurance premiums paid by the Bank, 853 shares allocated to Ms. Summers' account pursuant to the ESOP at a cost of \$8.48 per share (with an aggregate market value of \$3,071 at September 30, 2011) and \$322 representing the taxable amount of employer-provided group term life insurance.

Outstanding Equity Awards at Fiscal Year End. The following table sets forth information on an award-by-award basis with respect to outstanding equity awards to Mr. Travea and Ms. Summers at fiscal year end, as well as the value of such awards held by such persons at the end of the fiscal year.

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested	Market Value of Shares or Units of Stock That Have Not Vested ⁽³⁾
Frank J. Travea, III	10,000	—	\$ 12.725	09/06/16	1,181 ⁽¹⁾	\$ 4,252
Janice A. Summers	10,000	—	\$ 12.725	09/06/16	878 ⁽²⁾	\$ 3,161

⁽¹⁾ Represents remaining unvested shares awarded to Mr. Travea under the Restricted Stock Plan as follows: 346 shares awarded on December 3, 2007; and 835 shares awarded on December 4, 2008. The shares vest as follows: 763 shares in December 2011; and 418 shares in December 2012.

⁽²⁾ Represents remaining unvested shares awarded to Ms. Summers under the Restricted Stock Plan as follows: 182 shares awarded on December 3, 2007; and 696 shares awarded on December 4, 2008. The shares vest as follows: 530 shares in December 2011; and 348 shares in December 2012.

⁽³⁾ Based on the most recent closing price of the Common Stock as of September 30, 2011 (\$3.60 per share).

Retirement, Severance and Change-in-Control Arrangements. The Company has various arrangements with the Named Executive Officers pursuant to which they may become eligible for retirement benefits or payments in connection with a termination of their employment or a change in control of the Company.

Employment Agreement. The Bank has entered into an employment agreement (the “Agreement”) with Ms. Janice A. Summers for a one-year term subject to annual extension for an additional year each year unless the Board of Directors gives 60 days prior notice. As of September 30, 2011, Ms. Summers’ base salary under her Agreement is \$125,000 per annum. Under the Agreement, Ms. Summers’ employment may be terminated by the Bank with or without “just cause” as defined in the Agreement. If the Bank terminates Ms. Summers’ employment without just cause, she will be entitled to a continuation of her salary from the date of termination through the remaining term of the Agreement, but in no event for a period of less than six months thereafter. In the event of the termination of employment in connection with any change in control of the Bank during the term of the Agreement, Ms. Summers will be paid an amount equal to 2.0 times her total taxable compensation for the calendar year ending on December 31 preceding such termination, plus the costs associated with maintaining her benefits participation for a period of two years. In the event of a change in control at September 30, 2011, Ms. Summers would have been entitled to a payment of approximately \$263,000.

401(k) Plan. Roebing Bank sponsors a defined contribution 401(k) Plan pursuant to which eligible employees may contribute up to the maximum amount allowed by law annually. The 401(k) Plan is open to all employees over the age of 21. In fiscal 2009, the Bank matched employee contributions 100% up to the first 3% of salary and 50% of contributions on the next 2% of compensation to a maximum of 4%. As of October 1, 2009, matching contributions were made discretionary. Employees are eligible for matching contributions after one year of service. Employees may invest their 401(k) Plan account balances in various mutual funds. Employees are immediately vested in their plan contributions and in matching contributions made by the Bank. Participating employees may begin receiving distributions from their 401(k) Plan account on their retirement at age 59½ and must begin receiving distributions at age 70.

Stock Option and Restricted Stock Plans. Under the 1999 and 2006 Stock Option and Restricted Stock Plans, all plan share awards become vested and non-forfeitable upon a termination of employment in connection with death or disability or upon a change in control of the Company. At September 30,

2011, all outstanding options for Mr. Travea and Ms. Summers were exercisable. At September 30, 2011, Mr. Travea and Ms. Summers had 1,181 and 878 shares of unvested restricted stock awards which had an aggregate value of \$4,252 and \$3,161, respectively, based on the last closing price of the Common Stock on that date and which would vest immediately upon their termination of employment in connection with their death or disability or a change in control.

Employee Stock Ownership Plan. The Company maintains an employee stock ownership plan for the exclusive benefit of participating employees. Participating employees are employees who have completed one year of service and have attained the age of 21. The ESOP is funded by contributions made by the Company in cash or Common Stock. Benefits may be paid either in shares of the Common Stock or in cash. The ESOP has previously borrowed funds from the Company to finance the acquisition of shares of the Common Stock. Shares purchased with loan proceeds are held in a suspense account for allocation among participants as the loan is repaid. Contributions to the ESOP and shares released from the suspense account are allocated among participants on the basis of total compensation. All participants must be employed at least 1,000 hours in a plan year, or have terminated employment following death, disability or retirement, in order to receive an allocation. Participant benefits become fully vested in plan allocations following five years of service. Employment before the adoption of the employee stock ownership plan is credited for the purposes of vesting. At September 30, 2011, Mr. Travea and Ms. Summers had 12,124 and 10,811 shares and cash with an aggregate value of \$46,590 and \$41,560, respectively, credited to their respective accounts in the ESOP and are each fully vested.

DIRECTOR COMPENSATION

Set forth below is a table providing information concerning the compensation of the directors of Roebbling Financial Corp, Inc. who are not Named Executive Officers during the last fiscal year.

<u>Name</u>	<u>Fees Earned or Paid in Cash</u>	<u>Stock Awards</u>	<u>Option Awards ⁽¹⁾</u>	<u>All Other Compensation</u>	<u>Total</u>
Mark V. Dimon	\$ 24,000	\$ —	\$ —	\$ —	\$ 24,000
John J. Ferry	24,000	—	—	—	24,000
Joan K. Geary	24,000	—	—	—	24,000
John A. LaVecchia	24,000	—	—	—	24,000
George N. Nyikita	24,000	—	—	6,300 ⁽²⁾	30,300
Robert R. Semptimphelter, Sr.	24,000	—	—	—	24,000

⁽¹⁾ At September 30, 2011, directors had the following option awards:

<u>Name</u>	<u>Option Awards</u>			
	<u>Number of Securities Underlying Unexercised Options Exercisable</u>	<u>Number of Securities Underlying Unexercised Options Unexercisable</u>	<u>Option Exercise Price</u>	<u>Option Expiration Date</u>
Mark V. Dimon	9,107	—	\$ 10.00	01/30/16
John J. Ferry	9,107	—	10.00	01/30/16
Joan K. Geary	9,107	—	10.00	01/30/16
John A. LaVecchia	9,107	—	10.00	01/30/16
George N. Nyikita	9,107	—	10.00	01/30/16
Robert R. Semptimphelter, Sr.	9,107	—	10.00	01/30/16

⁽²⁾ Consists of consulting fees as described below.

Board Fees. Each non-employee Director receives \$2,000 a month. Through August 2009, directors also received \$150 for each board and committee meeting attended. Total fees of approximately \$144,000 were paid to directors for their service on the Board of Directors and its committees during the fiscal year ended September 30, 2011. As Chairman, Mr. Ferry is an ex-officio member of all committees. Mr. Nyikita is providing consulting services to the Bank on an interim basis to assist during the period of management transition. He is being paid at the rate of \$35.00 per hour for work performed.

Directors Consultation and Retirement Plan. The Bank sponsors a Directors Consultation and Retirement Plan (“DRP”) to provide retirement benefits to non-employee directors of the Bank. Payments under the DRP commence upon retirement as a director of the Bank. The DRP provides a retirement benefit based on the number of years of service to the Bank. Benefits shall be paid for a maximum of 120 months to the retired directors or their beneficiary. For the fiscal year ended September 30, 2011, no payments were made under the DRP.

Directors Change in Control Severance Plan. The Company has adopted a Directors Change in Control Severance Plan. In the event of a future Change in Control of the Company and the termination of the service of a director, he or she will receive a severance benefit payable in a lump-sum as follows: for those with less than 10 years of Board service, 100% of the most recent calendar year’s aggregate Board compensation; more than 10 but less than 15 years, 150% of such prior year’s compensation; more than 15 but less than 20 years, 200% of such prior year’s compensation; and more than 20 years, 300% of prior year’s compensation. No such payments will be made that would exceed the tax-deductible limits under Section 280G of the Internal Revenue Code of 1986.

Stock Option and Restricted Stock Plans. Effective with the adoption of the Roebing Financial Corp, Inc. 2006 Stock Option Plan on January 30, 2006, each non-employee director was granted options to acquire 9,107 shares of common stock at an exercise price of \$10.00 per share. All such options were immediately vested and exercisable. Effective with the adoption of the Roebing Bank 2006 Restricted Stock Plan on January 30, 2006, each non-employee director was awarded 2,185 shares of restricted stock which vested one-third on the date of grant and one-third annually thereafter. At September 30, 2011, all such restricted stock awards had vested.

RELATED PARTY TRANSACTIONS

The Bank, like many financial institutions, has followed a policy of granting various types of loans to officers, directors, and employees. The loans have been made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender, and did not involve more than the normal risk of collectibility, or present other unfavorable features. During the years ended September 30, 2011 and 2010, no directors, officers or their immediate family members were engaged in business transactions with the Company involving more than \$120,000 (other than through loans as part of the Bank’s regular lending operations).

PROPOSAL II - RATIFICATION OF APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

Fontanella and Babitts was the Company’s independent public accountants for the fiscal year ended September 30, 2011. The Board of Directors has appointed Fontanella and Babitts to be its accountants for the fiscal year ending September 30, 2012, subject to ratification by the Company’s shareholders. The engagement of Fontanella and Babitts was approved in advance by the Audit

Committee. A representative of Fontanella and Babitts is not expected to attend the Annual Meeting and will, therefore, not be able to respond to shareholder’s questions or make a statement.

Fees paid to the Company’s principal accountant for each of the last two fiscal years are set forth below:

<u>Fiscal Year</u>	<u>Audit Fees</u>	<u>Audit-Related Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>
2011	\$ 55,400	\$ —	\$ 9,650	\$ —
2010	\$ 47,435	\$ —	\$ 9,000	\$ —

Audit Fees include fees billed by the Company’s independent auditors for professional services rendered for the audit of the Company’s annual financial statements and reviews of the financial statements included in the Company’s Quarterly Reports on Form 10-Q.

Audit-Related Fees - none incurred in fiscal 2011 or 2010.

Tax Fees primarily include fees associated with tax audits, tax compliance, tax consulting and tax planning. This category also includes services related to tax disclosure and filing requirements.

All Other Fees are fees billed for professional services other than those listed under Audit Fees, Audit-Related Fees and Tax Fees. No such fees were billed during the last two fiscal years.

The Audit Committee has pre-approved all audit and non-audit services provided by the independent auditor and has not adopted pre-approval procedures for this purpose. No portion of non-audit fees during the past two years were approved pursuant to paragraph (c)(7)(i)(c) of Rule 2-01 of Regulation S-X.

Ratification of the appointment of the accountants requires the affirmative vote of a majority of the votes cast by the shareholders of the Company at the Annual Meeting. **The Board of Directors recommends that shareholders vote “FOR” the ratification of the appointment of Fontanella and Babitts as the Company’s independent public accountants for the fiscal year ending September 30, 2012.**

AUDIT COMMITTEE REPORT

Review of Audited Financial Statements with Management. The Audit Committee reviewed and discussed the audited financial statements for the year ended September 30, 2011 with the management of the Company.

Review of Financial Statements and Other Matters with Independent Public Accountants. The Audit Committee discussed with Fontanella and Babitts, the Company’s independent public accountants, the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Accounting Oversight Board in Rule 3200T. The Audit Committee has received the written disclosures and the letter from Fontanella and Babitts required by applicable requirements of the Public Company Accounting Oversight Board regarding Fontanella and Babitts communications with the Audit Committee concerning independence, and has discussed with Fontanella and Babitts its independence.

Recommendation that Financial Statements be Included in Annual Report. Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended September 30, 2011, for filing with the Securities and Exchange Commission.

Audit Committee:

Robert R. Semptimphelter, Sr.
John J. Ferry
Mark V. Dimon

SHAREHOLDER PROPOSALS

In order to be considered for inclusion in the Company's proxy statement for the annual meeting of shareholders to be held in 2013 all shareholder proposals must be submitted to the Secretary at the Company's office, Route 130 South and Delaware Avenue, Roebling, New Jersey 08554, on or before August 26, 2012. Under the Company's Bylaws, in order to be considered for possible action by shareholders at the 2013 annual meeting of shareholders, shareholder proposals not included in the Company's proxy statement must be submitted to the Secretary of the Company, at the address set forth above, no later than November 25, 2012.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, requires the Company's directors, executive officers and 10% shareholders to file reports of ownership and changes in ownership of the equity securities of the Company with the Securities and Exchange Commission and to furnish the Company with copies of such reports. To the best of the Company's knowledge, all of the filings by the Company's directors and executive officers were made on a timely basis during the 2011 fiscal year. The Company is not aware of any 10% shareholders.

OTHER MATTERS

The Board of Directors does not know of any other matters that are likely to be brought before the Annual Meeting. If any other matters, not now known, properly come before the Annual Meeting or any adjournments, the persons named in the enclosed proxy card, or their substitutes, will vote the proxy in accordance with their judgment on such matters.

The cost of soliciting proxies will be borne by the Company. The Company will reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of Common Stock. In addition to solicitations by mail, directors, officers, and regular employees of the Company may solicit proxies personally or by telegraph or telephone without additional compensation.

ANNUAL REPORT

The Company's 2011 Annual Report to Shareholders, including financial statements, is being mailed to all shareholders of record as of the Record Date. Any shareholder who has not received a copy of the Annual Report may obtain a copy by writing to the Secretary of the Company. The Annual Report is not to be treated as a part of the proxy solicitation materials or as having been incorporated herein by reference. **A copy of the Company's Annual Report on Form 10-K for the fiscal year ending September 30, 2011 as filed with the Securities and Exchange Commission will be furnished without charge to shareholders as of the Record Date, upon written request to the Secretary, Roebing Financial Corp, Inc., Route 130 South and Delaware Avenue, Roebing, New Jersey 08554.**

BY ORDER OF THE BOARD OF DIRECTORS



JOAN K. GEARY

Secretary

Roebing, New Jersey
December 23, 2011

Roebing Bank

Audit Committee Charter

Purpose

To assist the board of directors in fulfilling its oversight responsibilities for:

The integrity of the company's financial statements that will be provided to the shareholders and others.

The company's compliance with legal and regulatory requirements.

The independent auditor's qualifications and independence.

The performance of the company's internal audit function and external audit function.

Authority

The audit committee has authority to conduct or authorize investigations into any matter within its scope of responsibility. It is empowered to:

Approve the engagement of the public accounting firm.

Monitor the activity of the outside auditors.

Monitor all auditing and permitted non-audit services performed by the accounting firm.

Retain independent counsel, accountants, or others to advise the committee, when required.

Seek any information it requires from employees.

Meet with company officers, external auditors or outside counsel, when required.

The committee may delegate authority to subcommittees.

The audit committee will be responsible for reporting their actions to the full board.

Composition

The audit committee will consist of at least three members of the board of directors. The Chairman will appoint the committee members and committee chair.

Each committee member will be both independent and financially literate. At least one member shall be designated as the "financial expert", as defined by SEC regulations.

Under SEC regulations, the persons must meet the following criteria:

Has the person completed a program of learning in accounting or auditing?

Does the person have experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor?

Does the person have experience in one or more positions that involve the performance of similar functions?

Does the person have experience actively supervising a person(s) performing one or more of these functions?

Does the person have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

Meetings

The committee will generally meet four times per year to in order to review and discuss the quarterly audit reports, or, as circumstances require. All committee members are expected to attend each meeting. The committee will invite members of management, auditors or others to attend meetings and provide pertinent information, as necessary. Meeting agendas will be prepared and minutes will be prepared.

Responsibilities

Review accounting issues and understand their impact on the financial statements.
Understand the effect of regulatory issues and their impact on earnings & operations.
Review the financial statements prepared by management and the judgments made.
Review with management the external auditors report.
Discuss the annual financial statement and quarterly SEC reporting.
Consider the effectiveness of the company's internal control systems and audit functions.
Review the external auditor's proposed audit scope and approach.
Present audit reports to the full board along with committee actions.
Review the findings of any examination by the regulatory agencies.
Obtain updates from management regarding compliance matters.
Provide an open avenue of communication between the audit function and the board.
Discuss with management the risk assessment policy.
Perform other activities as requested by the board of directors.
Confirm annually all responsibilities in this charter have been carried out.
Reviews the committee charter annually, reassessing the adequacy of this charter, and recommend any proposed change(s) to the Board of Directors.
The committee will monitor the Information Technology Systems Controls and the overall Security Policy of the bank.
Periodically review the organization code of ethics to ensure that it is complete and current.
The Audit Committee Chairman has the responsibility to call a meeting whenever he feels there is an issue which needs committee attention. Committee members should not vote on any matter in which they are not independent.

