

# CFS Bancorp Inc.

CFS Bancorp Inc., 707 Ridge Road., Munster, 46321 ([www.cfsbancorp.com](http://www.cfsbancorp.com)) is the bank holding company for Citizens Financial Bank, which conducts business from full service branches located in Lake, Porter and LaPorte counties in Indiana and Cook, DuPage and Will counties in Illinois. For the quarter ended June 30, the company reported net income of \$670,000, or 6 cents per diluted share. That compares with a net loss of \$2.3 million, or 22 cents per diluted share for the same period a year earlier. The company's shares trade on the NASDAQ under the ticker symbol CITZ. Information for Proxy Corner was taken from Bloomberg News and from the company's proxy statement dated March 16, 2009.

VALUE	9/15/09	9/15/08
Shares of common stock outstanding	10.8 million	10.7 million
Market value of one common share	\$4.23	\$8.67
Market value of common stock	\$45.5 million	\$92.5 million

## NOTEWORTHY CONTROL

### Dimensional Fund Advisors LP

Number of common shares: 975,214  
 Percentage of common shares: 8.8

### PL Capital Group

Number of common shares: 873,005  
 Percentage of common shares: 7.9

### CFS Bancorp Inc. ESOP Trust

Number of common shares: 920,480  
 Percentage of common shares: 8.3

### Thomas F. Prisby

Number of common shares: 618,731  
 Percentage of common shares: 5.6

## EXECUTIVE COMPENSATION

	Total '08 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
<b>Thomas F. Prisby</b> chairman and CEO	\$554,185	<u>\$385,015</u> \$0	\$110,136	\$59,034	11.0%
<b>Daryl D. Pomranke</b> president and COO	\$303,609	<u>\$211,923</u> \$0	\$55,781	\$35,905	NA
<b>Charles V. Cole</b> chief financial officer	\$267,162	<u>\$184,573</u> \$0	\$43,952	\$38,637	13.7%
<b>Dale S. Clapp</b> executive vice president	\$187,322	<u>\$107,884</u> \$45,000	\$27,341	\$7,097	NA
<b>Daniel J. Zimmer</b> senior credit officer	\$171,105	<u>\$124,615</u> \$10,000	\$17,124	\$19,366	NA

- (1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.
- (2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.
- (3) Percentage increase or decrease in executive's total compensation vs. previous year.

## DIRECTORS

### Thomas F. Prisby, 67

**Occupation:** chairman and CEO of the company.  
**Number of common shares:** 618,731  
**Previous year:** 595,374

### Gene Diamond, 56

**Occupation:** regional CEO, Sisters of St. Francis Health Services Inc.  
**Number of common shares:** 96,237  
**Previous year:** 94,237

### Frank D. Lester, 68

**Occupation:** retired president, Union Tank Car  
**Number of common shares:** 39,343  
**Previous year:** 36,016

### Gregory W. Blaine, 60

**Occupation:** consultant to and former chairman and CEO, TN Technologies Inc.  
**Number of common shares:** 57,525  
**Previous year:** 55,575

### Robert R. Ross, 63

**Occupation:** president, Ross Consulting  
**Number of common shares:** 21,391  
**Previous year:** 19,221

### Joyce M. Simon, 61

**Occupation:** chief financial officer, John G. Shedd Aquarium.  
**Number of common shares:** 24,294  
**Previous year:** 20,220

All officers and directors as a group (10 people) control 1,004,304 shares, or 9.1 percent of all common stock. That compares with 1,064,196 shares, or 10.0 percent, owned by 11 officers and directors the previous year.