

Oconee Federal Financial Corp.  
Form 10-Q  
November 14, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

**<sup>x</sup> QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the Quarterly Period ended September 30, 2016**

**Or**

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

**For transition period from            to**

**Commission File Number 001-35033**

**Oconee Federal Financial Corp.**

**(Exact Name of Registrant as Specified in Charter)**

**Federal**

**32-0330122**

**(State of Other Jurisdiction**

**(I.R.S Employer**

**of Incorporation)**

**Identification  
Number)**

**201 East North Second Street, Seneca, South Carolina**

**29678**

**(Address of Principal Executive Officers)**

**(Zip Code)**

**(864) 882-2765**

**Registrant's telephone number, including area code**

**Not Applicable**

**(Former name or former address, 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer, or a smaller reporting company. See definitions 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

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.

There were 5,803,309 shares of Common Stock, par value \$0.01 per share, outstanding as of November 7, 2016.

**OCONEE FEDERAL FINANCIAL CORP.**

Form 10-Q Quarterly Report

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OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share and per share data)

(Unaudited)

**PART I**

## ITEM 1. FINANCIAL STATEMENTS

|                                       | September 30,<br>2016<br>(Unaudited) | June 30,<br>2016<br>(Audited) |
|---------------------------------------|--------------------------------------|-------------------------------|
| <b>ASSETS</b>                         |                                      |                               |
| Cash and due from banks               | \$ 5,873                             | \$4,874                       |
| Interest-earning deposits             | 16,979                               | 22,802                        |
| Total cash and cash equivalents       | 22,852                               | 27,676                        |
| Securities available-for-sale         | 132,874                              | 132,084                       |
| Loans                                 | 295,480                              | 292,063                       |
| Allowance for loan losses             | (972)                                | (922)                         |
| Net loans                             | 294,508                              | 291,141                       |
| Loans held for sale, at fair value    | 332                                  | 129                           |
| Premises and equipment, net           | 6,769                                | 6,811                         |
| Real estate owned, net                | 654                                  | 1,354                         |
| Accrued interest receivable           |                                      |                               |
| Loans                                 | 963                                  | 1,016                         |
| Investments                           | 555                                  | 492                           |
| Restricted equity securities, at cost | 1,021                                | 1,021                         |
| Bank owned life insurance             | 17,684                               | 17,558                        |
| Goodwill                              | 2,593                                | 2,593                         |
| Core deposit intangible               | 714                                  | 744                           |
| Loan servicing rights                 | 1,023                                | 1,046                         |
| Deferred tax assets                   | 1,227                                | 1,128                         |
| Other assets                          | 443                                  | 847                           |
| Total assets                          | \$ 484,212                           | \$485,640                     |
| <b>LIABILITIES</b>                    |                                      |                               |
| Deposits                              |                                      |                               |
| Noninterest bearing                   | \$ 25,346                            | \$23,356                      |
| Interest bearing                      | 373,081                              | 376,278                       |
| Total deposits                        | 398,427                              | 399,634                       |

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|   |            |            |
|---|------------|------------|
| Accrued interest payable and other liabilities  | 603        | 605        |
| Total liabilities   | 399,030    | 400,239    |
| <b>SHAREHOLDERS' EQUITY</b>   |            |            |
| Common stock, \$0.01 par value, 100,000,000 shares authorized; 5,794,309 and 5,828,908 shares outstanding, respectively | 65         | 65         |
| Treasury stock, at par, 668,730 and 634,131 shares, respectively  | (7         | ) (6 )     |
| Additional paid-in capital  | 12,297     | 12,882     |
| Retained earnings   | 72,599     | 71,909     |
| Accumulated other comprehensive income  | 1,432      | 1,808      |
| Unearned ESOP shares  | (1,204     | ) (1,257 ) |
| Total shareholders' equity  | 85,182     | 85,401     |
| Total liabilities and shareholders' equity  | \$ 484,212 | \$ 485,640 |

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(Amounts in thousands, except share and per share data)

(Unaudited)

|   | Three Months Ended       |                       |
|---|--------------------------|-----------------------|
|   | September<br>30,<br>2016 | September 30,<br>2015 |
| Interest and dividend income:                         |                          |                       |
| Loans, including fees                                 | \$ 3,737                 | \$ 3,883              |
| Securities, taxable                                   | 443                      | 390                   |
| Securities, tax-exempt                                | 178                      | 88                    |
| Interest-bearing deposits and other                   | 41                       | 16                    |
| Total interest income                                 | 4,399                    | 4,377                 |
| Interest expense:                                     |                          |                       |
| Deposits  | 320                      | 288                   |
| Total interest expense                                | 320                      | 288                   |
| Net interest income                                   | 4,079                    | 4,089                 |
| Provision for loan losses                             | 65                       | 145                   |
| Net interest income after provision for loan losses   | 4,014                    | 3,944                 |
| Noninterest income:                                   |                          |                       |
| Service charges on deposit accounts                   | 104                      | 119                   |
| Income on bank owned life insurance                   | 126                      | 112                   |
| Mortgage banking income                               | 93                       | 96                    |
| Gain on sales of securities                           | 68                       | 9                     |
| Gain on disposition of purchase credit impaired loans | 43                       | 719                   |
| Other   | 1                        | 2                     |
| Total noninterest income                              | 435                      | 1,057                 |
| Noninterest expense:                                  |                          |                       |
| Salaries and employee benefits                        | 1,512                    | 1,489                 |
| Occupancy and equipment                               | 368                      | 360                   |
| Data processing                                       | 130                      | 149                   |
| Professional and supervisory fees                     | 207                      | 251                   |
| Office expense  | 52                       | 41                    |
| Advertising   | 31                       | 37                    |

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|  |           |          |
|--|-----------|----------|
| FDIC deposit insurance                                       | 56        | 55       |
| Foreclosed assets, net                                       | 2         | 175      |
| Change in loan servicing asset                               | 23        | 64       |
| Other  | 180       | 153      |
| Total noninterest expense                                    | 2,561     | 2,774    |
| Income before income taxes                                   | 1,888     | 2,227    |
| Income tax expense   | 615       | 785      |
| Net income   | \$ 1,273  | \$ 1,442 |
| Other comprehensive income                                   |           |          |
| Unrealized gains (losses) on securities available-for-sale   | \$ (519 ) | \$ 783 ) |
| Tax effect   | 187       | (283 )   |
| Reclassification adjustment for gains realized in net income | (68 )     | (9 )     |
| Tax effect   | 24        | 3 )      |
| Total other comprehensive income (loss)                      | (376 )    | 494 )    |
| Comprehensive income   | \$ 897    | \$ 1,936 |
| Basic net income per share: (Note 3)                         | \$ 0.22   | \$ 0.25  |
| Diluted net income per share: (Note 3)                       | \$ 0.22   | \$ 0.25  |
| Dividends declared per share:                                | \$ 0.10   | \$ 0.10  |

See accompanying notes to the consolidated financial statements



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OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited)

(Amounts in thousands, except share and per share data)

|   | Common<br>Stock | Treasury<br>Stock | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(loss) | Unearned<br>ESOP<br>Shares | Total     |
|---|-----------------|-------------------|----------------------------------|----------------------|---|----------------------------|-----------|
| Balance at July 1, 2015                         | \$ 65           | \$ (6 )           | \$ 13,354                        | \$ 68,950            | \$ (26 )  | \$ (1,547 )                | \$ 80,790 |
| Net income                                      | -               | -                 | -                                | 1,442                | -   | -                          | 1,442     |
| Other comprehensive income                      | -               | -                 | -                                | -                    | 494   | -                          | 494       |
| Stock-based compensation expense                | -               | -                 | 76                               | -                    | -   | -                          | 76        |
| Dividends                                       | -               | -                 | -                                | (588 )               | -   | -                          | (588 )    |
| ESOP shares earned                              | -               | -                 | 40                               | -                    | -   | 50                         | 90        |
| Balance at September 30, 2015                   | \$ 65           | \$ (6 )           | \$ 13,470                        | \$ 69,804            | \$ 468  | \$ (1,497 )                | \$ 82,304 |
| Balance at July 1, 2016                         | \$ 65           | \$ (6 )           | \$ 12,882                        | \$ 71,909            | \$ 1,808  | \$ (1,257 )                | \$ 85,401 |
| Net income                                      | -               | -                 | -                                | 1,273                | -   | -                          | 1,273     |
| Other comprehensive loss                        | -               | -                 | -                                | -                    | (376 )  | -                          | (376 )    |
| Purchase of 34,599 shares of treasury stock (1) | -               | (1 )              | (700 )                           | -                    | -   | -                          | (701 )    |
| Stock-based compensation expense                | -               | -                 | 76                               | -                    | -   | -                          | 76        |
| Dividends                                       | -               | -                 | -                                | (583 )               | -   | -                          | (583 )    |
| ESOP shares earned                              | -               | -                 | 39                               | -                    | -   | 53                         | 92        |
| Balance at September 30, 2016                   | \$ 65           | \$ (7 )           | \$ 12,297                        | \$ 72,599            | \$ 1,432  | \$ (1,204 )                | \$ 85,182 |

(1) The weighted average cost of treasury shares purchased during the three months ended was \$20.23 per share. Treasury stock repurchases were accounted for using the par value method.

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Amounts in thousands, except share and per share data)

|   | Three Months Ended       |                       |
|---|--------------------------|-----------------------|
|   | September<br>30,<br>2016 | September 30,<br>2015 |
| Cash Flows From Operating Activities  |                          |                       |
| Net income  | \$ 1,273                 | \$ 1,442              |
| Adjustments to reconcile net income to net cash provided by operating activities: |                          |                       |
| Provision for loan losses   | 65                       | 145                   |
| Provision for real estate owned   | 103                      | 95                    |
| Depreciation and amortization, net  | 355                      | 325                   |
| Net (accretion) amortization of purchase accounting adjustments                   | (17 )                    | 31                    |
| Deferred income tax expense   | 112                      | 765                   |
| Net (gain) loss on sale of real estate owned                                      | (79 )                    | 69                    |
| Change in loan servicing asset  | 23                       | 64                    |
| Gain on sales of securities   | (68 )                    | (9 )                  |
| Mortgage loans originated for sale  | (1,314 )                 | (1,749 )              |
| Mortgage loans sold   | 1,144                    | 1,907                 |
| Gain on sales of mortgage loans   | (33 )                    | (40 )                 |
| Increase in cash surrender value of bank owned life insurance                     | (126 )                   | (112 )                |
| Gain on disposition of purchased credit impaired loans                            | (43 )                    | (719 )                |
| ESOP compensation expense   | 92                       | 90                    |
| Stock based compensation expense  | 76                       | 76                    |
| Net change in operating assets and liabilities:                                   |                          |                       |
| Accrued interest receivable and other assets                                      | 394                      | (96 )                 |
| Accrued interest payable and other liabilities                                    | (2 )                     | 214                   |
| Net cash provided by operating activities   | 1,955                    | 2,498                 |
| Cash Flows From Investing Activities  |                          |                       |
| Purchases of premises and equipment   | (66 )                    | (72 )                 |
| Purchases of securities available-for-sale  | (11,344 )                | (5,738 )              |
| Proceeds from maturities, paydowns and calls of securities available-for-sale     | 6,665                    | 4,022                 |
| Proceeds from sales of securities available-for-sale                              | 3,153                    | 1,164                 |
| Purchases of bank owned life insurance  | -                        | (8,000 )              |
| Proceeds from sale of real estate owned   | 676                      | 1,299                 |
| Dispositions of purchased credit impaired loans                                   | 37                       | 882                   |
| Loan originations and repayments, net   | (3,409 )                 | 3,274                 |
| Net cash used in investing activities   | (4,288 )                 | (3,169 )              |

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|  |          |           |   |
|--|----------|-----------|---|
| Cash Flows from Financing Activities           |          |           |   |
| Net change in deposits                         | (1,207 ) | (8,781 )  | ) |
| Dividends paid                                 | (583 )   | (588 )    | ) |
| Purchase of treasury stock                     | (701 )   | -         | ) |
| Net cash used in financing activities          | (2,491 ) | (9,369 )  | ) |
| Change in cash and cash equivalents            | (4,824 ) | (10,040 ) | ) |
| Cash and cash equivalents, beginning of period | 27,676   | 26,192    |   |
| Cash and cash equivalents, end of period       | \$22,852 | \$ 16,152 |   |

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

**(1) BASIS OF PRESENTATION**

The accompanying unaudited consolidated financial statements of Oconee Federal Financial Corp., which include the accounts of its wholly owned subsidiary Oconee Federal Savings and Loan Association (the “Association”) (referred to herein as “the Company,” “we,” “us,” or “our”) have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Intercompany accounts and transactions are eliminated during consolidation. The Company is majority owned (71.76%) by Oconee Federal, MHC. These financial statements do not include the transactions and balances of Oconee Federal, MHC.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the Company’s financial position as of September 30, 2016 and June 30, 2016 and the results of operations and cash flows for the interim periods ended September 30, 2016 and 2015. All interim amounts have not been audited, and the results of operations for the interim periods herein are not necessarily indicative of the results of operations to be expected for the year. These consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended June 30, 2016.

Certain amounts have been reclassified to conform to the current period presentation. The reclassifications had no effect on net income or shareholders’ equity as previously reported.

*Cash Flows:* Cash and cash equivalents include cash on hand, federal funds sold, overnight interest-bearing deposits and amounts due from other depository institutions.

*Use of Estimates:* To prepare financial statements in conformity with GAAP, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the consolidated financial statements and the disclosures provided, and actual results could differ.

## **(2) NEW ACCOUNTING STANDARDS**

In August 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-15 Statement of Cash Flows (Topic 230) - Classification of Certain Cash Receipts and Cash Payments. ASU 2016-15 provides cash flow statement classification guidance for certain transactions including how the predominance principle should be applied when cash receipts and cash payments have aspects of more than one class of cash flows. The guidance is effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years and should be applied retrospectively. Early adoption is permitted, including adoption in an interim period. The Company is assessing ASU 2016-15 but does not expect a significant impact on its accounting and disclosures.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments-Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments. The provisions of ASU 2016-13 were issued to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments that are not accounted for at fair value through net income, including loans held for investment, held-to-maturity debt securities, trade and other receivables, net investment in leases and other commitments to extend credit held by a reporting entity at each reporting date. ASU 2016-13 requires that financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The amendments in ASU 2016-13 eliminate the probable incurred loss recognition in current GAAP and reflect an entity’s current estimate of all expected credit losses. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the financial assets.

For purchased financial assets with a more-than-insignificant amount of credit deterioration since origination (“PCD assets”) that are measured at amortized cost, the initial allowance for credit losses is added to the purchase price rather than being reported as a credit loss expense. Subsequent changes in the allowance for credit losses on PCD assets are recognized through the statement of income as a credit loss expense.

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(Unaudited)

(Amounts in thousands, except share and per share data)

Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security.

ASU 2016-13 is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is currently evaluating the impact of ASU 2016-13 on its accounting and disclosures.

In March 2016, the FASB issued ASU 2016-09, Compensation - Stock Compensation, which requires all income tax effects of awards to be recognized in the income statement when the awards vest or are settled. It also allows an employer to repurchase more of an employee's shares than it can today for tax withholding purposes without triggering liability accounting and to make a policy election for forfeitures as they occur. The guidance is effective for public business entities for fiscal years beginning after December 15, 2016, and interim periods within those years. Early adoption is permitted. The Company does not believe that this new guidance will have a material effect on the consolidated financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

**(3) EARNINGS PER SHARE ("EPS")**

Basic EPS is based on the weighted average number of common shares outstanding and is adjusted for ESOP shares not yet committed to be released. Unvested restricted stock awards, which contain rights to non-forfeitable dividends, are considered participating securities and the two-class method of computing basic and diluted EPS is applied. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as outstanding stock options, were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. Diluted EPS is calculated by adjusting the weighted average number of shares of common stock outstanding to include the effect of contracts or securities exercisable (such as

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stock options) or which could be converted into common stock, if dilutive, using the treasury stock method. The factors used in the earnings per common share computation follow:

|  | Three Months Ended       |                       |
|--|--------------------------|-----------------------|
|  | September<br>30,<br>2016 | September 30,<br>2015 |
| Earnings per share   |                          |                       |
| Net income   | \$1,273                  | \$ 1,442              |
| Less: distributed earnings allocated to participating securities                                   | (4 )                     | (6 )                  |
| Less: (undistributed income) dividends in excess of earnings allocated to participating securities | (5 )                     | (9 )                  |
| Net earnings available to common shareholders  | \$1,264                  | \$ 1,427              |
| Weighted average common shares outstanding including participating securities                      | 5,820,952                | 5,882,140             |
| Less: participating securities   | (40,905 )                | (62,502 )             |
| Less: average unearned ESOP shares   | (122,312 )               | (151,172 )            |
| Weighted average common shares outstanding   | 5,657,735                | 5,668,466             |
| Basic earnings per share   | \$0.22                   | \$ 0.25               |
| Weighted average common shares outstanding   | 5,657,735                | 5,668,466             |
| Add: dilutive effects of assumed exercises of stock options  | 83,409                   | 70,820                |
| Average shares and dilutive potential common shares  | 5,741,144                | 5,739,286             |
| Diluted earnings per share   | \$0.22                   | \$ 0.25               |

During the three months ended September 30, 2016 and 2015, 28,700 and 15,400 shares, respectively, were considered anti-dilutive as the exercise price was below the average market price for the respective periods.

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OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

**(4) SECURITIES AVAILABLE-FOR-SALE**

Debt, mortgage-backed and equity securities have been classified in the consolidated balance sheets according to management's intent. U.S. Government agency mortgage-backed securities consist of securities issued by U.S. Government agencies and U.S. Government sponsored enterprises. Investment securities at September 30, 2016 and June 30, 2016 are as follows:

|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| September 30, 2016                                |                   |                              |                               |               |
| Available-for-sale:                               |                   |                              |                               |               |
| FHLMC common stock                                | \$ 20             | \$ 108                       | \$ -                          | \$ 128        |
| Certificates of deposit                           | 7,972             | 66                           | -                             | 8,038         |
| Corporate debt securities                         | 10,383            | 181                          | (19 )                         | 10,545        |
| Municipal securities                              | 34,048            | 734                          | (64 )                         | 34,718        |
| SBA loan pools                                    | 1,103             | 8                            | (4 )                          | 1,107         |
| U.S. Government agency mortgage-backed securities | 67,116            | 1,215                        | (57 )                         | 68,274        |
| U.S. Government agency bonds                      | 9,993             | 82                           | (11 )                         | 10,064        |
| Total available-for-sale                          | \$ 130,635        | \$ 2,394                     | \$ (155 )                     | \$ 132,874    |

|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value |
|---|-------------------|------------------------------|-------------------------------|---------------|
| June 30, 2016                                     |                   |                              |                               |               |
| Available-for-sale:                               |                   |                              |                               |               |
| FHLMC common stock                                | \$ 20             | \$ 131                       | \$ -                          | \$ 151        |
| Certificates of deposit                           | 7,470             | 64                           | -                             | 7,534         |
| Corporate debt securities                         | 8,932             | 186                          | (2 )                          | 9,116         |
| Municipal securities                              | 33,508            | 989                          | (16 )                         | 34,481        |
| SBA loan pools                                    | 1,268             | 8                            | (3 )                          | 1,273         |
| U.S. Government agency mortgage-backed securities | 68,103            | 1,331                        | (31 )                         | 69,403        |
| U.S. Government agency bonds                      | 9,957             | 169                          | -                             | 10,126        |
| Total available-for-sale                          | \$ 129,258        | \$ 2,878                     | \$ (52 )                      | \$ 132,084    |



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Securities pledged at September 30, 2016 and June 30, 2016 had carrying amounts of \$6,075 and \$6,114, respectively. These securities were pledged to secure public deposits.

At September 30, 2016 and June 30, 2016, there were no holdings of securities of any one issuer, other than U.S. Government agencies and U.S. Government sponsored enterprises, in an amount greater than 10% of shareholders' equity.

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## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

The following tables show the fair value and unrealized loss of securities that have been in unrealized loss positions for less than twelve months and for more than twelve months at September 30, 2016 and June 30, 2016. The tables also show the number of securities in an unrealized loss position for each category of investment security as of the respective dates.

|   | Less than 12 Months |                 |                               | 12 Months or More |                 |                               | Total      |                 |                               |
|---|---------------------|-----------------|-------------------------------|-------------------|-----------------|-------------------------------|------------|-----------------|-------------------------------|
|   | Fair Value          | Unrealized Loss | Number in Unrealized Loss (1) | Fair Value        | Unrealized Loss | Number in Unrealized Loss (1) | Fair Value | Unrealized Loss | Number in Unrealized Loss (1) |
| September 30, 2016                                |                     |                 |                               |                   |                 |                               |            |                 |                               |
| Available-for-sale:                               |                     |                 |                               |                   |                 |                               |            |                 |                               |
| Municipal securities                              | \$6,645             | \$ (54 )        | 14                            | \$710             | \$ (10 )        | 2                             | \$7,355    | \$ (64 )        | 16                            |
| Corporate debt securities                         | 2,458               | (19 )           | 5                             | -                 | -               | -                             | 2,458      | (19 )           | 5                             |
| SBA loan pools                                    | 451                 | (4 )            | 1                             | -                 | -               | -                             | 451        | (4 )            | 1                             |
| U.S. Government agency mortgage-backed securities | 3,870               | (24 )           | 4                             | 2,796             | (33 )           | 4                             | 6,666      | (57 )           | 8                             |
| U.S. Government agency bonds                      | 3,000               | (11 )           | 2                             | -                 | -               | -                             | 3,000      | (11 )           | 2                             |
|   | \$16,424            | \$ (112 )       | 26                            | \$3,506           | \$ (43 )        | 6                             | \$19,930   | \$ (155 )       | 32                            |

|   | Less than 12 Months |                 |                               | 12 Months or More |                 |                               | Total      |                 |                               |
|---|---------------------|-----------------|-------------------------------|-------------------|-----------------|-------------------------------|------------|-----------------|-------------------------------|
|   | Fair Value          | Unrealized Loss | Number in Unrealized Loss (1) | Fair Value        | Unrealized Loss | Number in Unrealized Loss (1) | Fair Value | Unrealized Loss | Number in Unrealized Loss (1) |
| June 30, 2016                                     |                     |                 |                               |                   |                 |                               |            |                 |                               |
| Available-for-sale:                               |                     |                 |                               |                   |                 |                               |            |                 |                               |
| Municipal securities                              | \$2,574             | \$ (11 )        | 5                             | \$716             | \$ (5 )         | 2                             | \$3,290    | \$ (16 )        | 7                             |
| Corporate debt securities                         | 1,018               | (2 )            | 2                             | -                 | -               | -                             | 1,018      | (2 )            | 2                             |
| SBA loan pools                                    | -                   | -               | -                             | 508               | (3 )            | 1                             | 508        | (3 )            | 1                             |
| U.S. Government agency mortgage-backed securities | 1,057               | (1 )            | 1                             | 2,982             | (30 )           | -                             | 4,039      | (31 )           | 1                             |

\$4,649 \$ (14 ) 8 \$4,206 \$ (38 ) 3 \$8,855 \$ (52 ) 11

(1)

Actual amounts.

The Company evaluates securities for other-than-temporary impairments (“OTTI”) at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. The Company considers the length of time and the extent to which the fair value has been less than cost and the financial condition and near-term prospects of the issuer. Additionally, the Company considers its intent to sell or whether it will be more likely than not it will be required to sell the security prior to the security's anticipated recovery in fair value. In analyzing an issuer's financial condition, the Company may consider whether the securities are issued by federal Government agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition.

None of the unrealized losses at September 30, 2016 were recognized into net income for the three months ended September 30, 2016 because the issuers’ bonds are of high credit quality, management does not intend to sell and it is likely that management will not be required to sell the securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in interest rates. The fair value of these securities is expected to recover as they approach their maturity date or reset date. None of the unrealized losses at June 30, 2016 were recognized as having OTTI during the three months ended September 30, 2016.

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(Amounts in thousands, except share and per share data)

The following table presents the amortized cost and fair value of debt securities classified as available-for-sale at September 30, 2016 and June 30, 2016 by contractual maturity. FHLMC common stock is not presented in this table.

|                                | September 30, 2016 |           | June 30, 2016  |           |
|--------------------------------|--------------------|-----------|----------------|-----------|
|                                | Amortized Fair     |           | Amortized Fair |           |
|                                | Cost               | Value     | Cost           | Value     |
| Less than one year             | \$3,989            | \$4,002   | \$3,740        | \$3,751   |
| Due from one to five years     | 16,979             | 17,153    | 16,819         | 17,086    |
| Due from five to ten years     | 32,623             | 33,267    | 30,778         | 31,622    |
| Due after ten years            | 8,805              | 8,943     | 8,530          | 8,798     |
| Mortgage-backed securities (1) | 68,219             | 69,381    | 69,371         | 70,676    |
| Total                          | \$130,615          | \$132,746 | \$129,238      | \$131,933 |

(1) Actual cash flows may differ from contractual maturities as borrowers may prepay obligations without prepayment penalty.

The following table presents the gross proceeds from sales of securities available-for-sale and gains or losses recognized for the three months ended September 30, 2016 and 2015:

|                     | Years Ended        |                    |
|---------------------|--------------------|--------------------|
|                     | September 30, 2016 | September 30, 2015 |
| Available-for-sale: | 30,                |                    |
| Proceeds            | \$3,153            | \$ 1,164           |
| Gross gains         | 68                 | 9                  |
| Gross losses        | -                  | -                  |

The tax provision related to these net realized gains for the three months ended September 30, 2016 and 2015 was \$24 and \$3, respectively.

**(5)LOANS**

The components of loans at September 30, 2016 and June 30, 2016 were as follows:

|                                       | September 30,<br>2016 | June 30,<br>2016 |
|---------------------------------------|-----------------------|------------------|
| Real estate loans:                    |                       |                  |
| One-to-four family                    | \$ 250,670            | \$242,067        |
| Multi-family                          | 1,965                 | 1,996            |
| Home equity                           | 5,726                 | 6,433            |
| Nonresidential                        | 19,718                | 20,310           |
| Agricultural                          | 2,528                 | 2,958            |
| Construction and land                 | 10,890                | 14,332           |
| Total real estate loans               | 291,497               | 288,096          |
| Commercial and industrial             | 194                   | 176              |
| Consumer and other loans              | 4,894                 | 4,915            |
| Total loans                           | 296,585               | 293,187          |
| Deferred net loan fees                | (1,105 )              | (1,124 )         |
| Total loans net of deferred loan fees | \$ 295,480            | \$292,063        |

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(Amounts in thousands, except share and per share data)

The following tables present the activity in the allowance for loan losses for the three months ended September 30, 2016 by portfolio segment:

| Three Months Ended September 30, 2016 | Beginning Balance | Provision | Charge-offs | Recoveries | Ending Balance |
|---------------------------------------|-------------------|-----------|-------------|------------|----------------|
| Real estate loans:                    |                   |           |             |            |                |
| One-to-four family                    | \$ 733            | \$ 52     | \$ -        | \$ -       | \$ 785         |
| Multi-family                          | 4                 | -         | -           | -          | 4              |
| Home equity                           | 2                 | -         | -           | -          | 2              |
| Nonresidential                        | 130               | 17        | (15 )       | -          | 132            |
| Agricultural                          | 5                 | -         | -           | -          | 5              |
| Construction and land                 | 39                | (4 )      | -           | -          | 35             |
| Total real estate loans               | 913               | 65        | (15 )       | -          | 963            |
| Commercial and industrial             | 6                 | -         | -           | -          | 6              |
| Consumer and other loans              | 3                 | -         | -           | -          | 3              |
| Total loans                           | \$ 922            | \$ 65     | \$ (15 )    | \$ -       | \$ 972         |

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at September 30, 2016:

| At September 30, 2016 | Ending Allowance on Loans:            |                                       |                 | Loans:                                |                                       |                 |
|-----------------------|---------------------------------------|---------------------------------------|-----------------|---------------------------------------|---------------------------------------|-----------------|
|                       | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Non-PCI PCI (1) | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Non-PCI PCI (1) |
| Real estate loans:    |                                       |                                       |                 |                                       |                                       |                 |
| One-to-four family    | \$ 47                                 | \$ 66                                 | \$ 672          | \$1,005                               | \$1,916                               | \$ 247,749      |
| Multi-family          | -                                     | -                                     | 4               | -                                     | -                                     | 1,965           |
| Home equity           | -                                     | -                                     | 2               | -                                     | -                                     | 5,726           |
| Nonresidential        | -                                     | 79                                    | 53              | 453                                   | 1,440                                 | 17,825          |
| Agricultural          | -                                     | -                                     | 5               | 448                                   | -                                     | 2,080           |
| Construction and land | -                                     | 15                                    | 20              | -                                     | 498                                   | 10,392          |

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|                           |       |        |        |         |         |            |
|---------------------------|-------|--------|--------|---------|---------|------------|
| Total real estate loans   | 47    | 160    | 756    | 1,906   | 3,854   | 285,737    |
| Commercial and industrial | -     | -      | 6      | -       | -       | 194        |
| Consumer and other loans  | -     | -      | 3      | -       | -       | 4,894      |
| Total loans               | \$ 47 | \$ 160 | \$ 765 | \$1,906 | \$3,854 | \$ 290,825 |

“Purchase Credit Impaired” (or “PCI”) loans include all loans, for which there was, at acquisition, evidence of (1) deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

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(Amounts in thousands, except share and per share data)

The following tables present the activity in the allowance for loan losses for the three months ended September 30, 2015 by portfolio segment:

| Three Months Ended September 30, 2015 | Beginning Balance | Provision | Charge-offs | Recoveries | Ending Balance |
|---------------------------------------|-------------------|-----------|-------------|------------|----------------|
| Real estate loans:                    |                   |           |             |            |                |
| One-to-four family                    | \$ 910            | \$ 111    | \$ (140 )   | \$ -       | \$ 881         |
| Multi-family                          | 4                 | -         | -           | -          | 4              |
| Home equity                           | 1                 | 19        | -           | -          | 20             |
| Nonresidential                        | 55                | 13        | -           | -          | 68             |
| Agricultural                          | 4                 | -         | -           | -          | 4              |
| Construction and land                 | 25                | (6 )      | -           | -          | 19             |
| Total real estate loans               | 999               | 137       | (140 )      | -          | 996            |
| Commercial and industrial             | -                 | 8         | -           | -          | 8              |
| Consumer and other loans              | 9                 | -         | (2 )        | -          | 7              |
| Total loans                           | \$ 1,008          | \$ 145    | \$ (142 )   | \$ -       | \$ 1,011       |

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at June 30, 2016:

| At June 30, 2016      | Ending Allowance on Loans:            |                                       |                 | Loans:                                |                                       |                 |
|-----------------------|---------------------------------------|---------------------------------------|-----------------|---------------------------------------|---------------------------------------|-----------------|
|                       | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Non-PCI PCI (1) | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Non-PCI PCI (1) |
| Real estate loans:    |                                       |                                       |                 |                                       |                                       |                 |
| One-to-four family    | \$ 55                                 | \$ 46                                 | \$ 632          | \$1,014                               | \$1,904                               | \$ 239,149      |
| Multi-family          | -                                     | -                                     | 4               | -                                     | -                                     | 1,996           |
| Home equity           | -                                     | -                                     | 2               | -                                     | -                                     | 6,433           |
| Nonresidential        | -                                     | 72                                    | 58              | -                                     | 1,492                                 | 18,818          |
| Agricultural          | -                                     | -                                     | 5               | 448                                   | -                                     | 2,510           |
| Construction and land | -                                     | 11                                    | 28              | -                                     | 525                                   | 13,807          |



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|                           |       |        |        |         |         |            |
|---------------------------|-------|--------|--------|---------|---------|------------|
| Total real estate loans   | 55    | 129    | 729    | 1,462   | 3,921   | 282,713    |
| Commercial and industrial | -     | -      | 6      | -       | -       | 176        |
| Consumer and other loans  | -     | -      | 3      | -       | -       | 4,915      |
| Total loans               | \$ 55 | \$ 129 | \$ 738 | \$1,462 | \$3,921 | \$ 287,804 |

(1) PCI loans include all loans, for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected.

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The tables below present loans that were individually evaluated for impairment by portfolio segment at September 30, 2016 and June 30, 2016, including the average recorded investment balance and interest earned for the three months ended September 30, 2016 and year ended June 30, 2016:

|                             | September 30, 2016             |                        |                      | Average                | Interest             |
|-----------------------------|--------------------------------|------------------------|----------------------|------------------------|----------------------|
|                             | Unpaid<br>Principal<br>Balance | Recorded<br>Investment | Related<br>Allowance | Recorded<br>Investment | Income<br>Recognized |
| With no recorded allowance: |                                |                        |                      |                        |                      |
| Real estate loans:          |                                |                        |                      |                        |                      |
| One-to-four family          | \$ 691                         | \$ 487                 | \$ -                 | \$ 740                 | \$ 15                |
| Multi-family                | -                              | -                      | -                    | -                      | -                    |
| Home equity                 | 50                             | -                      | -                    | -                      | -                    |
| Nonresidential              | 1,489                          | 939                    | -                    | 1,025                  | 17                   |
| Agricultural                | 997                            | 448                    | -                    | 448                    | -                    |
| Construction and land       | 356                            | 183                    | -                    | 184                    | 9                    |
| Total real estate loans     | 3,583                          | 2,057                  | -                    | 2,397                  | 41                   |
| Commercial and industrial   | -                              | -                      | -                    | -                      | -                    |
| Consumer and other loans    | -                              | -                      | -                    | -                      | -                    |
| Total                       | \$ 3,583                       | \$ 2,057               | \$ -                 | \$ 2,397               | \$ 41                |
| With recorded allowance:    |                                |                        |                      |                        |                      |
| Real estate loans:          |                                |                        |                      |                        |                      |
| One-to-four family          | \$ 3,087                       | \$ 2,434               | \$ 113               | \$ 2,176               | \$ 54                |
| Multi-family                | -                              | -                      | -                    | -                      | -                    |
| Home equity                 | -                              | -                      | -                    | -                      | -                    |
| Nonresidential              | 1,333                          | 954                    | 79                   | 668                    | 10                   |
| Agricultural                | -                              | -                      | -                    | -                      | -                    |
| Construction and land       | 657                            | 315                    | 15                   | 331                    | 6                    |
| Total real estate loans     | 5,077                          | 3,703                  | 207                  | 3,175                  | 70                   |
| Commercial and industrial   | -                              | -                      | -                    | -                      | -                    |
| Consumer and other loans    | -                              | -                      | -                    | -                      | -                    |
| Total                       | \$ 5,077                       | \$ 3,703               | \$ 207               | \$ 3,175               | \$ 70                |

Totals:

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|                          |         |          |        |          |        |
|--------------------------|---------|----------|--------|----------|--------|
| Real estate loans        | \$8,660 | \$ 5,760 | \$ 207 | \$ 5,572 | \$ 111 |
| Consumer and other loans | -       | -        | -      | -        | -      |
| Total                    | \$8,660 | \$ 5,760 | \$ 207 | \$ 5,572 | \$ 111 |

The unpaid principal balance and recorded investment includes PCI loans of \$5,420 and \$3,694, respectively, at September 30, 2016.

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(Amounts in thousands, except share and per share data)

|                             | June 30, 2016                  |                        |                      |                                   |                                  |
|-----------------------------|--------------------------------|------------------------|----------------------|-----------------------------------|----------------------------------|
|                             | Unpaid<br>Principal<br>Balance | Recorded<br>Investment | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
| With no recorded allowance: |                                |                        |                      |                                   |                                  |
| Real estate loans:          |                                |                        |                      |                                   |                                  |
| One-to-four family          | \$1,787                        | \$ 992                 | \$ -                 | \$ 2,198                          | \$ 113                           |
| Multi-family                | -                              | -                      | -                    | -                                 | -                                |
| Home equity                 | 185                            | -                      | -                    | -                                 | -                                |
| Nonresidential              | 2,192                          | 1,111                  | -                    | 1,209                             | 72                               |
| Agricultural                | 997                            | 448                    | -                    | 945                               | -                                |
| Construction and land       | 359                            | 185                    | -                    | 392                               | 35                               |
| Total real estate loans     | 5,520                          | 2,736                  | -                    | 4,744                             | 220                              |
| Commercial and industrial   | -                              | -                      | -                    | -                                 | -                                |
| Consumer and other loans    | -                              | -                      | -                    | -                                 | -                                |
| Total                       | \$5,520                        | \$ 2,736               | \$ -                 | \$ 4,744                          | \$ 220                           |
| With recorded allowance:    |                                |                        |                      |                                   |                                  |
| Real estate loans:          |                                |                        |                      |                                   |                                  |
| One-to-four family          | \$2,021                        | \$ 1,918               | \$ 101               | \$ 1,980                          | \$ 89                            |
| Multi-family                | -                              | -                      | -                    | -                                 | -                                |
| Home equity                 | -                              | -                      | -                    | -                                 | -                                |
| Nonresidential              | 404                            | 382                    | 72                   | 851                               | 25                               |
| Agricultural                | -                              | -                      | -                    | -                                 | -                                |
| Construction and land       | 767                            | 347                    | 11                   | 174                               | 61                               |
| Total real estate loans     | 3,192                          | 2,647                  | 184                  | 3,005                             | 175                              |
| Commercial and industrial   | -                              | -                      | -                    | -                                 | -                                |
| Consumer and other loans    | -                              | -                      | -                    | -                                 | -                                |
| Total                       | \$3,192                        | \$ 2,647               | \$ 184               | \$ 3,005                          | \$ 175                           |
| Totals:                     |                                |                        |                      |                                   |                                  |
| Real estate loans           | \$8,712                        | \$ 5,383               | \$ 184               | \$ 7,749                          | \$ 395                           |
| Consumer and other loans    | -                              | -                      | -                    | -                                 | -                                |
| Total                       | \$8,712                        | \$ 5,383               | \$ 184               | \$ 7,749                          | \$ 395                           |

The unpaid principal balance and recorded investment in PCI loans was \$6,546 and \$3,792, respectively, at June 30, 2016.

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**Purchased Credit Impaired Loans:**

The Company has purchased loans, for which there was, at acquisition, evidence of deterioration of credit quality since origination and it was probable, at acquisition, that all contractually required payments would not be collected. The following table presents the carrying amount of those loans at September 30, 2016 and June 30, 2016:

|                           | September 30,<br>2016 | June 30,<br>2016 |
|---------------------------|-----------------------|------------------|
| Real estate loans:        |                       |                  |
| One-to-four family        | \$ 1,850              | \$ 1,858         |
| Multi-family              | -                     | -                |
| Home equity               | -                     | -                |
| Nonresidential            | 1,361                 | 1,420            |
| Agricultural              | -                     | -                |
| Construction and land     | 483                   | 514              |
| Total real estate loans   | 3,694                 | 3,792            |
| Commercial and industrial | -                     | -                |
| Consumer and other loans  | -                     | -                |
| Total loans               | \$ 3,694              | \$ 3,792         |

Carrying amounts listed above are net of an allowance for loan losses of \$160 and \$129 at September 30, 2016 and June 30, 2016, respectively.

The following table presents the changes in the carrying value and the accretable yield on purchased credit impaired loans for the three months ended September 30, 2016 and 2015.

| Three Months Ended<br>September 30, 2016 | Three Months Ended<br>September 30, 2015 |
|--|--|
|--|--|

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|   | Accretable<br>Yield | Carrying<br>Value | Accretable<br>Yield | Carrying<br>Value |
|---|---------------------|-------------------|---------------------|-------------------|
| Balance at beginning of year                      | \$ (1,340 )         | \$ 3,792          | \$ (694 )           | \$ 7,429          |
| Payments and other exit events                    | -                   | 62                | 118                 | (1,532 )          |
| Accretion   | 101                 | (129 )            | 124                 | (124 )            |
| Reclassification from nonaccretable to accretable | (73 )               | -                 | (48 )               | -                 |
| Change in the allowance                           | -                   | (31 )             | -                   | (1 )              |
| Balance at end of period                          | \$ (1,312 )         | \$ 3,694          | \$ (500 )           | \$ 5,772          |

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Income is not recognized on PCI loans if the Company cannot reasonably estimate cash flows expected to be collected. The carrying amount of such loans at September 30, 2016 and 2015 is as follows:

|   | September 30,<br>2016 | September 30,<br>2015 |
|---|-----------------------|-----------------------|
| Balance at beginning of year              | \$ 1,139              | \$ 2,311              |
| Additions                                 | 275                   | 74                    |
| Reductions from payments and liquidations | (81 )                 | (579 )                |
| Balance at end of period                  | \$ 1,333              | \$ 1,806              |

The following tables present the aging of past due loans as well as nonaccrual loans. Nonaccrual loans and accruing loans past due 90 days or more include both smaller balance homogenous loans and larger balance loans that are evaluated either collectively or individually for impairment. Separate tables are presented to show the aging of total past due loans and the aging of past due PCI loans only.

Total past due loans and nonaccrual loans at September 30, 2016:

|                         | 30-59<br>Days<br>Past Due | 60-89<br>Days<br>Past Due | 90 Days<br>or More<br>Past Due | Total<br>Past Due | Total<br>Current | Total<br>Loans | Nonaccrual<br>Loans | Accruing<br>Loans<br>Past Due 90<br>Days or<br>More |
|-------------------------|---------------------------|---------------------------|--------------------------------|-------------------|------------------|----------------|---------------------|---|
| Real estate loans:      |                           |                           |                                |                   |                  |                |                     |   |
| One-to-four family      | \$ 7,014                  | \$ 969                    | \$ 1,346                       | \$ 9,329          | \$ 241,341       | \$ 250,670     | \$ 2,654            | \$ -  |
| Multi-family            | -                         | -                         | -                              | -                 | 1,965            | 1,965          | -                   | -   |
| Home equity             | 15                        | 66                        | 39                             | 120               | 5,606            | 5,726          | 131                 | -   |
| Nonresidential          | 248                       | -                         | 1,345                          | 1,593             | 18,125           | 19,718         | 1,345               | -   |
| Agricultural            | -                         | 448                       | -                              | 448               | 2,080            | 2,528          | 531                 | -   |
| Construction and land   | 59                        | 29                        | -                              | 88                | 10,802           | 10,890         | 275                 | -   |
| Total real estate loans | 7,336                     | 1,512                     | 2,730                          | 11,578            | 279,919          | 291,497        | 4,936               | -   |



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|                           |          |          |          |           |           |           |          |      |
|---------------------------|----------|----------|----------|-----------|-----------|-----------|----------|------|
| Commercial and industrial | -        | -        | -        | -         | 194       | 194       | -        | -    |
| Consumer and other loans  | -        | -        | -        | -         | 4,894     | 4,894     | -        | -    |
| Total                     | \$ 7,336 | \$ 1,512 | \$ 2,730 | \$ 11,578 | \$285,007 | \$296,585 | \$ 4,936 | \$ - |

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PCI past due and nonaccrual loans at September 30, 2016:

|                       | 30-59<br>Days<br>Past Due | 60-89<br>Days<br>Past Due | 90 Days<br>or More<br>Past Due | Total<br>Past Due | Current | Total<br>Loans | Nonaccrual<br>Loans | Accruing<br>Loans<br>Past Due 90<br>Days or More |
|-----------------------|---------------------------|---------------------------|--------------------------------|-------------------|---------|----------------|---------------------|--|
| Real estate loans:    |                           |                           |                                |                   |         |                |                     |  |
| One-to-four family    | \$ 148                    | \$ 245                    | \$ 20                          | \$ 413            | \$1,501 | \$1,916        | \$ 166              | \$ -   |
| Nonresidential        | 45                        | -                         | 893                            | 938               | 503     | 1,440          | 892                 | -  |
| Construction and land | -                         | 14                        | -                              | 14                | 485     | 498            | 275                 | -  |
| Total loans           | \$ 193                    | \$ 259                    | \$ 913                         | \$ 1,365          | \$2,489 | \$3,854        | \$ 1,333            | \$ -   |

PCI loans for which the Company cannot reasonably estimate the amount and timing of future cash flows are classified as nonaccrual.

Total past due and nonaccrual loans by portfolio segment at June 30, 2016:

|                         | 30-59<br>Days<br>Past Due | 60-89<br>Days<br>Past Due | 90 Days<br>or More<br>Past Due | Total<br>Past Due | Current   | Total<br>Loans | Nonaccrual<br>Loans | Accruing<br>Loans<br>Past Due 90<br>Days or<br>More |
|-------------------------|---------------------------|---------------------------|--------------------------------|-------------------|-----------|----------------|---------------------|---|
| Real estate loans:      |                           |                           |                                |                   |           |                |                     |   |
| One-to-four family      | \$ 7,086                  | \$ 1,001                  | \$ 863                         | \$ 8,950          | \$233,117 | \$242,067      | \$ 2,133            | \$ -  |
| Multi-family            | -                         | -                         | -                              | -                 | 1,996     | 1,996          | -                   | -   |
| Home equity             | 94                        | 22                        | 84                             | 200               | 6,233     | 6,433          | 126                 | -   |
| Nonresidential          | -                         | 48                        | 942                            | 990               | 19,320    | 20,310         | 942                 | -   |
| Agricultural            | -                         | -                         | -                              | -                 | 2,958     | 2,958          | 531                 | -   |
| Construction and land   | 93                        | -                         | 25                             | 118               | 14,214    | 14,332         | 25                  | -   |
| Total real estate loans | 7,273                     | 1,071                     | 1,914                          | 10,258            | 277,838   | 288,096        | 3,757               | -   |

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|                           |          |          |          |           |           |           |          |      |
|---------------------------|----------|----------|----------|-----------|-----------|-----------|----------|------|
| Commercial and industrial | -        | -        | -        | -         | 176       | 176       | -        | -    |
| Consumer and other loans  | -        | -        | -        | -         | 4,915     | 4,915     | -        | -    |
| Total                     | \$ 7,273 | \$ 1,071 | \$ 1,914 | \$ 10,258 | \$282,929 | \$293,187 | \$ 3,757 | \$ - |

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PCI past due and nonaccrual loans at June 30, 2016:

|                       | 30-59<br>Days<br>Past Due | 60-89<br>Days<br>Past Due | 90 Days<br>or More<br>Past Due | Total<br>Past Due | Current  | Total<br>Loans | Nonaccrual<br>Loans | Accruing<br>Loans<br>Past Due 90<br>Days or More |
|-----------------------|---------------------------|---------------------------|--------------------------------|-------------------|----------|----------------|---------------------|--|
| Real estate loans:    |                           |                           |                                |                   |          |                |                     |  |
| One-to-four family    | \$ -                      | \$ 389                    | \$ 21                          | \$ 410            | \$ 1,486 | \$ 1,896       | \$ 172              | \$ -   |
| Nonresidential        | -                         | 48                        | 942                            | 990               | 502      | 1,492          | 942                 | -  |
| Construction and land | -                         | -                         | 25                             | 25                | 508      | 533            | 25                  | -  |
| Total loans           | \$ -                      | \$ 437                    | \$ 988                         | \$ 1,425          | \$ 2,496 | \$ 3,921       | \$ 1,139            | \$ -   |

PCI loans for which the Company cannot reasonably estimate the amount and timing of future cash flows are classified as nonaccrual.

**Troubled Debt Restructurings:**

At September 30, 2016 and June 30, 2016, total loans that have been modified as troubled debt restructurings were \$1,590 and \$1,588, respectively, which consisted of two agricultural loans, two home equity lines of credit, and one one-four family first liens at June 30, 2016 and an additional one-to-four family loan at September 30, 2016. All loans were acquired and initially recorded at fair value. An additional allowance of \$47 and \$55 at September 30, 2016 and June 30, 2016, respectively, has been specifically reserved for these loans. Additionally, there were no commitments to lend any additional amounts under either loan or any payment default on any loan after the modification. The one troubled debt restructuring during the three months ended September 30, 2016 involved renewal of a loan at a higher loan-to-value ratio than is offered on similar loans. No reductions of principal or interest rates were granted. No loans restructured during the past twelve months defaulted.

**Loan Grades:**

The Company utilizes a grading system whereby all loans are assigned a grade based on the risk profile of each loan. Loan grades are determined based on an evaluation of relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. All loans, regardless of size, are analyzed and are given a grade based upon the management's assessment of the ability of borrowers to service their debts.

**Pass:** Loan assets of this grade conform to a preponderance of our underwriting criteria and are acceptable as a credit risk, based upon the current net worth and paying capacity of the obligor. Loans in this category also include loans secured by liquid assets and secured loans to borrowers with unblemished credit histories.

**Pass-Watch:** Loan assets of this grade represent our minimum level of acceptable credit risk. This grade may also represent obligations previously rated "Pass", but with significantly deteriorating trends or previously rated.

**Special Mention:** Loan assets of this grade have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of repayment prospects for the loan or of the institution's credit position at some future date.

**Substandard:** Loan assets of this grade are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

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Doubtful: Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

**Portfolio Segments:**

**One-to-four family:** One-to-four family residential loans consist primarily of loans secured by first or second deeds of trust on primary residences, and are originated as adjustable-rate or fixed-rate loans for the construction, purchase or refinancing of a mortgage. These loans are collateralized by owner-occupied properties located in the Company's market area. The Company currently originates residential mortgage loans for our portfolio with loan-to-value ratios of up to 80% for traditional owner-occupied homes.

For traditional homes, the Company may originate loans with loan-to-value ratios in excess of 80% if the borrower obtains mortgage insurance or provides readily marketable collateral. The Company may make exceptions for special loan programs that we offer. For example, the Company currently offers mortgages of up to \$95 with loan-to-value ratios of up to 95% to low- to moderate-income borrowers solely for the purchase of their primary residence. The Company also originates residential mortgage loans for non-owner-occupied homes with loan-to-value ratios of up to 80%.

The Company has historically originated residential mortgage loans with loan-to-value ratios of up to 75% for manufactured or modular homes. The Company no longer offers residential mortgage loans for manufactured or modular homes as of December 1, 2014. However, renewals of existing performing credits that meet the Company's underwriting requirements will be considered. The Company requires lower loan-to-value ratios for manufactured and modular homes because such homes tend to depreciate over time. Manufactured or modular homes must be permanently affixed to a lot to make them more difficult to move without the Company's permission. Such homes must be "de-titled" by the State of South Carolina or Georgia so that they are taxed and must be transferred as residential homes rather than vehicles. The Company also obtains a mortgage on the real estate to which such homes are affixed.

**Multi-family:** Multi-family real estate loans generally have a maximum term of five years with a 30 year amortization period and a final balloon payment and are secured by properties containing five or more units in the Company's market area. These loans are generally made in amounts of up to 75% of the lesser of the appraised value or the purchase price of the property with an appropriate projected debt service coverage ratio. The Company's underwriting analysis includes considering the borrower's expertise and requires verification of the borrower's credit history, income and financial statements, banking relationships, independent appraisals, references and income projections for the property. The Company generally obtains personal guarantees on these loans.

Multi-family real estate loans generally present a higher level of risk than loans secured by one-to-four family residences. This greater risk is due to several factors, including the concentration of principal in a limited number of loans and borrowers, the effects of general economic conditions on income-producing properties and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by multi-family residential real estate is typically dependent upon the successful operation of the related real estate project.

**Home Equity:** The Company offers home equity loans and lines of credit secured by first or second deeds of trust on primary residences in our market area. The Company's home equity loans and lines of credit are limited to an 80% loan-to-value ratio (including all prior liens). Standard residential mortgage underwriting requirements are used to evaluate these loans. The Company offers adjustable-rate and fixed-rate options for these loans with a maximum term of 10 years. The repayment terms on lines of credit are interest only monthly with principle due at maturity. Home equity loans have a more traditional repayment structure with principal and interest due monthly. The maximum term on home equity loans is 10 years with an amortization schedule not exceed 20 years.

**Nonresidential Real Estate:** Nonresidential loans include those secured by real estate mortgages on churches, owner-occupied and non-owner-occupied commercial buildings of various types, retail and office buildings, hotels, and other business and industrial properties. The nonresidential real estate loans that the Company originates generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of our nonresidential real estate loans is generally 75%.

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Loans secured by nonresidential real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Nonresidential real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions. In addition, because a church's financial stability often depends on donations from congregation members rather than income from business operations, repayment may be affected by economic conditions that affect individuals located both in our market area and in other market areas with which we are not as familiar. In addition, due to the unique nature of church buildings and properties, the real estate securing church loans may be less marketable than other nonresidential real estate.

The Company considers a number of factors in originating nonresidential real estate loans. The Company evaluates the qualifications and financial condition of the borrower, including credit history, cash flows, the applicable business plan, the financial resources of the borrower, the borrower's experience in owning or managing similar property and the borrower's payment history with the Company and other financial institutions. In evaluating the property securing the loan, the factors the Company considers include the net operating income of the mortgaged property before debt service and depreciation, the ratio of the loan amount to the appraised value of the mortgaged property and the debt service coverage ratio (the ratio of net operating income to debt service). For church loans, the Company also considers the length of time the church has been in existence, the size and financial strength of the denomination with which it is affiliated, attendance figures and growth projections and current operating budgets. The collateral underlying all nonresidential real estate loans is appraised by outside independent appraisers approved by our board of directors. Personal guarantees may be obtained from the principals of nonresidential real estate borrowers, and in the case of church loans, guarantees from the applicable denomination may be obtained.

**Agricultural:** These loans are secured by farmland and related improvements in the Company's market area. These loans generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of these loans is generally 75%. The Company is managing a small number of these loans in our portfolio. We continue to closely monitor our existing relationships.

Loans secured by agricultural real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Agricultural real estate loans often involve large loan balances to single borrowers or groups of



related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions.

**Construction and Land:** The Company makes construction loans to individuals for the construction of their primary residences and to commercial businesses for their real estate needs. These loans generally have maximum terms of twelve months, and upon completion of construction convert to conventional amortizing mortgage loans. Residential construction loans have rates and terms comparable to one-to-four family residential mortgage loans that the Company originates. Commercial construction loans have rate and terms comparable to commercial loans that we originate. During the construction phase, the borrower generally pays interest only. Generally, the maximum loan-to-value ratio of our owner-occupied construction loans is 80%. Residential construction loans are generally underwritten pursuant to the same guidelines used for originating permanent residential mortgage loans. Commercial construction loans are generally underwritten pursuant to the same guidelines used for originating commercial loans.

The Company also makes interim construction loans for nonresidential properties. In addition, the Company occasionally makes loans for the construction of homes "on speculation," but the Company generally permits a borrower to have only two such loans at a time. These loans generally have a maximum term of eight months, and upon completion of construction convert to conventional amortizing nonresidential real estate loans. These construction loans have rates and terms comparable to permanent loans secured by property of the type being constructed that we originate. Generally, the maximum loan-to-value ratio of these construction loans is 85%.

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**Commercial and Industrial Loans:** Commercial and industrial loans are offered to businesses and professionals in the Company's market area. These loans generally have short and medium terms on both a collateralized and uncollateralized basis. The structure of these loans are largely determined by the loan purpose and collateral. Sources of collateral can include a lien on furniture, fixtures, equipment, inventory, receivables and other assets of the company. A UCC-1 is typically filed to perfect our lien on these assets.

Commercial and industrial loans and leases typically are underwritten on the basis of the borrower's or lessee's ability to make repayment from the cash flow of its business and generally are collateralized by business assets. As a result, such loans and leases involve additional complexities, variables and risks and require more thorough underwriting and servicing than other types of loans and leases.

**Consumer and Other Loans:** The Company offers installment loans for various consumer purposes, including the purchase of automobiles, boats, and for other legitimate personal purposes. The maximum terms of consumer loans is 18 months for unsecured loans and 18 to 60 months for loans secured by a vehicle, depending on the age of the vehicle. The Company generally only extends consumer loans to existing customers or their immediate family members, and these loans generally have relatively low balances.

Consumer loans may entail greater credit risk than residential mortgage loans, particularly in the case of consumer loans that are unsecured or are secured by rapidly depreciable assets, such as automobiles. In addition, consumer loan collections are dependent on the borrower's continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

Based on the most recent analysis performed, the risk grade of loans by portfolio segment are presented in the following tables. Separate tables are presented to show the risk grade of loans that have been acquired.

Total loans by risk grade and portfolio segment at September 30, 2016:

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|                           | Pass      | Pass- Watch | Special<br>Mention | Substandard | Doubtful | Total     |
|---------------------------|-----------|-------------|--------------------|-------------|----------|-----------|
| Real estate loans:        |           |             |                    |             |          |           |
| One-to-four family        | \$236,351 | \$ 6,300    | \$ 2,038           | \$ 5,981    | \$ -     | \$250,670 |
| Multi-family              | 1,965     | -           | -                  | -           | -        | 1,965     |
| Home equity               | 5,123     | 262         | 260                | 81          | -        | 5,726     |
| Nonresidential            | 12,747    | 4,049       | 1,029              | 1,893       | -        | 19,718    |
| Agricultural              | 1,324     | 393         | 280                | 531         | -        | 2,528     |
| Construction and land     | 9,245     | 874         | 236                | 535         | -        | 10,890    |
| Total real estate loans   | 266,755   | 11,878      | 3,843              | 9,021       | -        | 291,497   |
| Commercial and industrial | 176       | 18          | -                  | -           | -        | 194       |
| Consumer and other loans  | 4,888     | -           | 2                  | 4           | -        | 4,894     |
| Total                     | \$271,819 | \$ 11,896   | \$ 3,845           | \$ 9,025    | \$ -     | \$296,585 |

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Total loans by risk grade and portfolio segment at June 30, 2016:

|                           | Pass      | Pass-Watch | Special<br>Mention | Substandard | Doubtful | Total     |
|---------------------------|-----------|------------|--------------------|-------------|----------|-----------|
| Real estate loans:        |           |            |                    |             |          |           |
| One-to-four family        | \$227,887 | \$ 6,805   | \$ 1,890           | \$ 5,485    | \$ -     | \$242,067 |
| Multi-family              | 1,996     | -          | -                  | -           | -        | 1,996     |
| Home equity               | 5,941     | 106        | 260                | 126         | -        | 6,433     |
| Nonresidential            | 13,229    | 4,095      | 1,494              | 1,492       | -        | 20,310    |
| Agricultural              | 1,353     | 398        | 676                | 531         | -        | 2,958     |
| Construction and land     | 12,646    | 878        | 239                | 569         | -        | 14,332    |
| Total real estate loans   | 263,052   | 12,282     | 4,559              | 8,203       | -        | 288,096   |
| Commercial and industrial | 157       | 19         | -                  | -           | -        | 176       |
| Consumer and other loans  | 4,907     | -          | 3                  | 5           | -        | 4,915     |
| Total                     | \$268,116 | \$ 12,301  | \$ 4,562           | \$ 8,208    | \$ -     | \$293,187 |

At September 30, 2016, consumer mortgage loans secured by residential real estate properties totaling \$683 were in formal foreclosure proceedings and are included in one-to-four family loans.

**(6) FAIR VALUE OF FINANCIAL INSTRUMENTS**

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other 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.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

### **Investment Securities:**

The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

### **Impaired Loans:**

The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

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**Real Estate Owned:**

Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals, which are updated no less frequently than annually. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Real estate owned properties are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Appraisals for both collateral-dependent impaired loans and real estate owned are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, management reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. On an annual basis, the Company compares the actual selling price of collateral that has been sold to the most recent appraised value to determine what additional adjustment should be made to the appraisal value to arrive at fair value.

**Loan Servicing Rights:**

Fair value is determined based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model utilizes assumptions that market participants would use in estimating future net servicing income and that can be validated against available market data and results in a Level 3 classification.

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Assets and liabilities measured at fair value on a recurring basis at September 30, 2016 and June 30, 2016 are summarized below:

|   | Fair Value Measurements |               |                    |               |
|---|-------------------------|---------------|--------------------|---------------|
|   | (Level 2)               | (Level 3)     | (Level 2)          | (Level 3)     |
|   | September 30, 2016      | June 30, 2016 | September 30, 2016 | June 30, 2016 |
| Financial assets:                                 |                         |               |                    |               |
| Securities available-for-sale:                    |                         |               |                    |               |
| FHLMC common stock                                | \$ 128                  | \$ -          | \$ 151             | \$ -          |
| Certificates of deposit                           | 8,038                   | -             | 7,534              | -             |
| Corporate debt securities                         | 10,545                  | -             | 9,116              | -             |
| Municipal securities                              | 34,718                  | -             | 34,481             | -             |
| SBA loan pools                                    | 1,107                   | -             | 1,273              | -             |
| U.S. Government agency mortgage-backed securities | 68,274                  | -             | 69,403             | -             |
| U.S. Government agency bonds                      | 10,064                  | -             | 10,126             | -             |
| Total securities available-for-sale               | 132,874                 | -             | 132,084            | -             |
| Loan servicing rights                             | -                       | 1,023         | -                  | 1,046         |
| Total financial assets                            | \$ 132,874              | \$ 1,023      | \$ 132,084         | \$ 1,046      |

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Presented in the table below are assets measured at fair value on a nonrecurring basis using level 3 inputs at September 30, 2016 and June 30, 2016:

|  | Fair Value Measurements |           |
|--|-------------------------|-----------|
|  | (Level 3)               | (Level 3) |
|  | September               | June 30,  |
|  | 30,                     | 2016      |
|  | 2016                    |           |
| Financial assets:  |                         |           |
| Impaired loans, with specific allocations:                   |                         |           |
| One-to-four family   | \$ 2,321                | \$ 1,817  |
| Nonresidential   | 875                     | 310       |
| Construction and land  | 300                     | 336       |
| Total financial assets                                       | 3,496                   | 2,463     |
| Non-financial assets:  |                         |           |
| Real estate owned, net:                                      |                         |           |
| One-to-four family   | 640                     | 899       |
| Nonresidential   | 14                      | 267       |
| Construction and land  | -                       | 188       |
| Total non-financial assets                                   | 654                     | 1,354     |
| Total assets measured at fair value on a non-recurring basis | \$ 4,150                | \$ 3,817  |

The Company's impaired loans at September 30, 2016 and June 30, 2016 were measured at fair value based primarily upon the estimated value of real estate collateral less costs to sell. The carrying amounts of these loans were \$3,496 and \$2,463, respectively, which consisted of valuation allowances of \$207 and \$184, respectively. The impact to the provision for loan losses from the change in the valuation allowance for the three months ended September 30, 2016 and 2015 was an increase of \$23 and a decrease of \$85, respectively.

Real estate owned is carried at the lower of carrying value or fair value less costs to sell. The carrying value of real estate owned and their respective valuation allowances at September 30, 2016 and June 30, 2016 were \$654 and \$1,354 and \$141 and \$102, respectively. The resulting write-downs for measuring real estate owned at the lower of carrying or fair value less costs to sell for the three months ended September 30, 2016 and 2015, were \$103 and \$95,



respectively.

The tables below present a reconciliation of all Level 3 assets measured at fair value on a recurring basis using significant unobservable inputs for the three months ended September 30, 2016 and 2015:

|                               | Fair Value Measurements<br>(Level 3)              |  |
|-------------------------------|---|--|
|                               | Three<br>Months<br>Ended<br>September<br>30, 2016 | Three Months Ended<br>September 30, 2015 |
|                               | Loan<br>Servicing<br>Rights                       | Loan Servicing<br>Rights                 |
| Balance at beginning of year: | \$ 1,046  | \$ 1,396                                 |
| Purchases                     | -   | -  |
| Change in fair value          | (23 )   | (64 )                                    |
| Balance at end of period:     | \$ 1,023  | \$ 1,332                                 |

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The table below presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a non-recurring basis at September 30, 2016 and June 30, 2016.

|  | Level 3 Quantitative Information          |                                | Valuation<br>Technique    | Unobservable<br>Inputs                                  | Range     |
|--|---|--------------------------------|---------------------------|---|-----------|
|  | September<br>30,<br>2016<br>Fair<br>Value | June 30,<br>2016<br>Fair Value |                           |   |           |
| Loan servicing rights                                      | \$1,023                                   | \$ 1,046                       | Discounted cash flows     | Discount rate, estimated timing of cash flows           | 9% to 10% |
| Impaired real estate loans net, with specific allocations: |   |                                |                           |   |           |
| One-to-four family   | \$2,321                                   | \$ 1,817                       | Sales comparison approach | Adjustment for differences between the comparable sales | 0% to 30% |
| Nonresidential   | 875                                       | 310                            | Discounted cash flows     | Discount rate, estimated timing of cash flows           | 2% to 28% |
| Construction and land                                      | 300                                       | 336                            | Sales comparison approach | Adjustment for differences between the comparable sales | 0% to 30% |
| Real estate owned net:                                     |   |                                |                           |   |           |
| One-to-four family   | \$640                                     | \$ 899                         | Sales comparison approach | Adjustment for differences between the comparable sales | 0% to 20% |
| Nonresidential   | 14  | 267                            | Sales comparison approach | Adjustment for differences between the comparable sales | 0% to 20% |
| Construction and land                                      | -   | 188                            | Sales comparison approach | Adjustment for differences between the comparable sales | 0% to 20% |

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Many of the Company's assets and liabilities are short-term financial instruments whose carrying amounts reported in the consolidated balance sheet approximate fair value. These items include cash and cash equivalents, accrued interest receivable and payable balances, variable rate loan and deposits that re-price frequently and fully. The estimated fair values of the Company's remaining on-balance sheet financial instruments at September 30, 2016 and June 30, 2016 are summarized below:

|                               | September 30, 2016 |                         |            |           |            |
|-------------------------------|--------------------|-------------------------|------------|-----------|------------|
|                               | Carrying<br>Amount | Fair Value<br>(Level 1) | (Level 2)  | (Level 3) | Total      |
| Financial assets              |                    |                         |            |           |            |
| Securities available-for-sale | \$ 132,874         | \$-                     | \$ 132,874 | \$-       | \$ 132,874 |
| Loans, net                    | 294,508            | -                       | -          | 298,445   | 298,445    |
| Loans held for sale (1)       | 332                | -                       | -          | 332       | 332        |
| Loan servicing rights         | 1,023              | -                       | -          | 1,023     | 1,023      |
| Restricted equity securities  | 1,021              | N/A                     | N/A        | N/A       | N/A        |
| Financial liabilities         |                    |                         |            |           |            |
| Deposits                      | \$ 398,427         | \$ 180,803              | \$ 217,720 | \$-       | \$ 398,523 |

|                               | June 30, 2016      |                         |            |           |            |
|-------------------------------|--------------------|-------------------------|------------|-----------|------------|
|                               | Carrying<br>Amount | Fair Value<br>(Level 1) | (Level 2)  | (Level 3) | Total      |
| Financial assets              |                    |                         |            |           |            |
| Securities available-for-sale | \$ 132,084         | \$-                     | \$ 132,084 | \$-       | \$ 132,084 |
| Loans, net                    | 308,259            | -                       | -          | 310,116   | 310,116    |
| Loans held for sale (1)       | 129                | -                       | -          | 129       | 129        |
| Loan servicing rights         | 1,046              | -                       | -          | 1,046     | 1,046      |
| Restricted equity securities  | 1,021              | N/A                     | N/A        | N/A       | N/A        |
| Financial liabilities         |                    |                         |            |           |            |
| Deposits                      | \$ 399,634         | \$ 175,652              | \$ 224,037 | \$-       | \$ 399,689 |

(1) Loans held for sale are carried at the lower of cost or fair value, which is evaluated on a pool-level basis. The fair value of loans held for sale is determined using quoted prices for similar assets, adjusted for specific attributes of that loan or other observable market data, such as outstanding commitments from third party investors and result in a Level 2 classification.

#### **(7)EMPLOYEE STOCK OWNERSHIP PLAN**

Employees participate in an Employee Stock Ownership Plan (“ESOP”). The ESOP borrowed from the Company to purchase 248,842 shares of the Company’s common stock at \$10 per share during 2011. The Company makes discretionary contributions to the ESOP and pays dividends on unallocated shares to the ESOP, and the ESOP uses funds it receives to repay the loan. When loan payments are made, ESOP shares are allocated to participants based on relative compensation and expense is recorded. Dividends on allocated shares increase participant accounts. Participants receive the shares at the end of employment.

No contributions to the ESOP were made during the three months ended September 30, 2016. The expense recognized for the three months ended September 30, 2016 and 2015 was \$92 and \$90, respectively.

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OCONEE FEDERAL FINANCIAL CORP.

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(Unaudited)

(Amounts in thousands, except share and per share data)

Shares held by the ESOP at September 30, 2016 and June 30, 2016 were as follows:

|  | September 30,<br>2016 | June 30,<br>2016 |
|--|-----------------------|------------------|
| Committed to be released to participants | 15,903                | 10,602           |
| Allocated to participants                | 112,043               | 112,043          |
| Unearned                                 | 118,426               | 126,197          |
| Total ESOP shares                        | 246,372               | 248,842          |
| Fair value of unearned shares            | \$ 2,841              | \$2,470          |

**(8) STOCK BASED COMPENSATION**

On April 5, 2012, the shareholders of Oconee Federal Financial Corp. approved the Oconee Federal Financial Corp. 2012 Equity Incentive Plan (the "Plan") for employees and directors of the Company. The Plan authorizes the issuance of up to 435,472 shares of the Company's common stock, with no more than 124,420 of shares as restricted stock awards and 311,052 as stock options, either incentive stock options or non-qualified stock options. The exercise price of options granted under the Plan may not be less than the fair market value on the date the stock option is granted. The compensation committee of the board of directors has sole discretion to determine the amount and to whom equity incentive awards are granted.

On February 5, 2016, the compensation committee of the board of directors approved the issuance of 21,000 stock options to purchase Company stock and 7,000 shares of restricted stock were granted to officers. Stock options and restricted stock have vesting periods of five years or seven years, a percentage of which vests annually on each anniversary of the grant date. The weighted average vesting period of stock options and restricted stock granted was 5.7 years and 6.0 years, respectively. Stock options expire ten years after issuance. Apart from the vesting schedule for both stock options and restricted stock, there are no performance-based conditions or any other material conditions applicable to the awards issued.

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The following table summarizes stock option activity for the three months ended September 30, 2016:

|  | Options | Weighted-Average Exercise Price/Share | Weighted-Average Remaining Contractual Life (in years) | Aggregate Intrinsic Value (1) |
|--|---------|---------------------------------------|--|-------------------------------|
| Outstanding - July 1, 2016                             | 261,986 | \$ 12.46                              |  |                               |
| Granted  | -       | -                                     |  |                               |
| Exercised  | -       | -                                     |  |                               |
| Forfeited  | -       | -                                     |  |                               |
| Outstanding - September 30, 2016                       | 261,986 | \$ 12.46                              | 3.01   | \$3,020,699                   |
| Fully vested and exercisable at September 30, 2016     | 169,954 | \$ 11.65                              | 3.01   | \$2,097,232                   |
| Expected to vest in future periods                     | 92,032  |                                       |  |                               |
| Fully vested and expected to vest - September 30, 2016 | 261,986 | \$ 12.46                              | 3.01   | \$3,020,699                   |

The intrinsic value for stock options is defined as the difference between the current market value and the exercise (1)price. The current market price was based on the closing price of common stock of \$23.99 per share on September 30, 2016.

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(Amounts in thousands, except share and per share data)

The fair value for each option grant is estimated on the date of grant using the Black-Scholes-Merton option pricing model that uses the following assumptions. The Company uses the U.S. Treasury yield curve in effect at the time of the grant to determine the risk-free interest rate. The expected dividend yield is estimated using the projected annual dividend level and recent stock price of the Company's common stock at the date of grant. Expected stock volatility is based on historical volatilities of the SNL Financial Index of Thrifts. The expected life of the options is calculated based on the "simplified" method as provided for under generally accepted accounting principles.

The weighted-average fair value of options granted and assumptions used in the Black-Scholes-Merton option pricing model in the fiscal years granted are listed below:

|                           | Fiscal Years<br>Granted |        |
|---------------------------|-------------------------|--------|
|                           | 2016                    | 2015   |
| Risk-free interest rate   | 1.67%                   | 1.68%  |
| Expected dividend yield   | 2.06%                   | 2.00%  |
| Expected stock volatility | 16.1                    | 15.9   |
| Expected life (years)     | 8                       | 8      |
| Fair value                | \$2.75                  | \$2.86 |

Stock options are assumed to be earned ratably over their respective vesting periods and charged to compensation expense based upon their grant date fair value and the number of options assumed to be earned. There were 11,875 and 10,829 options that were earned during the three months ended September 30, 2016 and 2015, respectively. Stock-based compensation expense for stock options for the three months ended September 30, 2016 and 2015 was \$14 and \$12, respectively. Total unrecognized compensation cost related to stock options was \$111 at September 30, 2016 and is expected to be recognized over a weighted-average period of 3.0 years.

The following table summarizes non-vested restricted stock activity for the three months ended September 30, 2016:

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|  | September 30,<br>2016 |
|--|-----------------------|
| Balance - beginning of year            | 40,905                |
| Granted                                | -                     |
| Forfeited                              | -                     |
| Vested                                 | -                     |
| Balance - end of period                | 40,905                |
| Weighted average grant date fair value | \$ 13.09              |

The fair value of the restricted stock awards is amortized to compensation expense over their respective vesting periods and is based on the market price of the Company's common stock at the date of grant multiplied by the number of shares granted that are expected to vest. The weighted-average grant date fair value of restricted stock granted on January 23, 2015 was \$20.01 per share or \$252. The weighted-average grant date fair value of restricted stock granted on February 5, 2016 was \$19.40 per share or \$136. Stock-based compensation expense for restricted stock included in noninterest expense for the three months ended September 30, 2016 and 2015 was \$62 and \$63, respectively. Unrecognized compensation expense for nonvested restricted stock awards was \$486 at September 30, 2016 and is expected to be recognized over a weighted-average period of 2.9 years.



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(Unaudited)

(Amounts in thousands, except share and per share data)

**(9) LOAN SERVICING RIGHTS**

Mortgage loans serviced for others are not reported as assets; however, the underlying mortgage servicing rights associated with servicing these mortgage loans serviced for others is recorded as an asset in the consolidated balance sheet.

The principal balances of those loans at September 30, 2016 and June 30, 2016 are as follows:

|                                       | September 30,<br>2016 | June 30,<br>2016 |
|---------------------------------------|-----------------------|------------------|
| Mortgage loan portfolio serviced for: |                       |                  |
| FHLMC                                 | \$ 122,216            | \$ 125,812       |

Custodial escrow balances maintained in connection with serviced loans were \$1,242 and \$1,007 at September 30, 2016 and June 30, 2016.

Activity for loan servicing rights for the three months ended September 30, 2016 and 2015 is as follows:

|                        | Three Months Ended       |                       |
|------------------------|--------------------------|-----------------------|
|                        | September<br>30,<br>2016 | September 30,<br>2015 |
| Loan servicing rights: |                          |                       |
| Beginning of period:   | \$ 1,046                 | \$ 1,396              |
| Additions              | -                        | -                     |
| Change in fair value   | (23 )                    | (64 )                 |
| End of period:         | \$ 1,023                 | \$ 1,332              |

Fair value at September 30, 2016 was determined using a discount rate of 9.00%, prepayment speed assumptions ranging from 9.2% to 18.9% Conditional Prepayment Rate (“CPR”) depending on the loans coupon, term and seasoning, and a weighted average default rate of 0.61%. Fair value at September 30, 2015 was determined using a discount rate of 9.50%, prepayment speed assumptions ranging from 7.0% to 19.8% CPR depending on the loans’ coupon, term and seasoning, and a weighted average default rate of 0.61%.

**(10) SUPPLEMENTAL CASH FLOW INFORMATION**

Supplemental cash flow information for the three months ended September 30, 2016 and 2015 is as follows:

|   | September 30,<br>2016 | September 30,<br>2015 |
|---|-----------------------|-----------------------|
| Cash paid during the period for:          |                       |                       |
| Interest paid                             | \$ 319                | \$ 291                |
| Income taxes paid                         | \$ 20                 | \$ 1,520              |
| Supplemental noncash disclosures:         |                       |                       |
| Transfers from loans to real estate owned | \$ -                  | \$ 1,053              |

**(11) SUBSEQUENT EVENTS**

On October 27, 2016, the Board of Directors of Oconee Federal Financial Corp. (the “Company”) declared a quarterly cash dividend of \$0.10 per share of the Company’s common stock. The dividend is payable to stockholders of record as of November 10, 2016, and will be paid on or about November 25, 2016.

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

This Quarterly Report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include:

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic, and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Quarterly Report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- our ability to manage our operations under the current adverse economic conditions (including real estate values, loan demand, inflation, commodity prices and employment levels) nationally and in our market areas;
- adverse changes in the financial industry, securities, credit and national and local real estate markets (including real estate values);
- significant increases in our delinquencies and loan losses, including as a result of our inability to resolve classified assets, changes in the underlying cash flows of our borrowers, and management's assumptions in determining the adequacy of the allowance for loan losses;

credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and in our allowance and provision for loan losses;

use of estimates for determining the fair value of certain of our assets, which may prove to be incorrect and result in significant declines in valuations;

· increased competition among depository and other financial institutions;

· our ability to attract and maintain deposits, including introducing new deposit products;

changes in interest rates generally, including changes in the relative differences between short term and long term interest rates and in deposit interest rates, that may affect our net interest margin and funding sources;

fluctuations in the demand for loans, which may be affected by the number of unsold homes, land and other properties in our market areas and by declines in the value of real estate in our market area;

· declines in the yield on our assets resulting from the current low interest rate environment;

our ability to successfully implement our business strategies, including attracting and maintaining deposits and introducing new financial products;

· risks related to high concentration of loans secured by real estate located in our market areas;

· changes in the level of government support of housing finance;

the results of examinations by our regulators, including the possibility that our regulators may, among other things, require us to increase our reserve for loan losses, write down assets, change our regulatory capital position, limit our ability to borrow funds or maintain or increase deposits, or prohibit us from paying dividends, which could adversely affect our dividends and earnings;

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· our ability to enter new markets successfully and capitalize on growth opportunities;

changes in laws or government regulations or policies affecting financial institutions, which could result in, among other things, increased deposit insurance premiums and assessments, capital requirements (particularly the new capital regulations), regulatory fees and compliance costs and the resources we have available to address such changes;

· technological changes that may be more difficult or expensive than expected;

· our reliance on a small executive staff;

changes in our compensation and benefit plans, and our ability to retain key members of our senior management team and to address staffing needs to implement our strategic plan;

· changes in consumer spending, borrowing and savings habits;

changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;

· our ability to control costs and expenses, particularly those related to operating as a publicly traded company;

· other changes in our financial condition or results of operations that reduce capital available to pay dividends;

other changes in the financial condition or future prospects of issuers of securities that we own, including our stock in the FHLB of Atlanta; and

other economic, competitive, governmental, regulatory and operational factors affecting our operations, pricing, products and services.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

**Critical Accounting Policies**

There are no material changes to the critical accounting policies disclosed in the Annual Report on Form 10-K for Oconee Federal Financial Corp. for the year ended June 30, 2016, as filed with the Securities and Exchange Commission.

### **Comparison of Financial Condition at September 30, 2016 and June 30, 2016**

Our total assets decreased by \$1.4 million, or 0.3%, to \$484.2 million at September 30, 2016 from \$485.6 million at June 30, 2016. Total cash and cash equivalents decreased \$4.8 million, or 17.4%, to \$22.9 million at September 30, 2016 from \$27.7 million at June 30, 2016. Excess cash was used to fund loan growth. Gross loans increased \$3.4 million, or 1.2%, to \$295.5 million at September 30, 2016 from \$292.1 million at June 30, 2016. This increase is a result of increased loan demand experienced during the three months ended September 30, 2016.

Deposits decreased \$1.2 million, or 0.3%, to \$398.4 million at September 30, 2016 from \$399.6 million at June 30, 2016. The decrease in our deposits reflected a decrease of \$6.4 million in certificates of deposit and \$759 thousand in savings deposits, offset by an increase in money market and NOW and demand deposits of \$5.9 million. The increase in money market deposits is reflective of an increase in rate on certain money market accounts during the three months ended September 30, 2016. We believe the decline in our certificates of deposit is reflective of depositors moving their deposits into higher yielding investments in the market.

Oconee Federal, MHC's cash is held on deposit with the Company. We generally do not accept brokered deposits and no brokered deposits were accepted during the three months ended September 30, 2016.

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We had no advances from the Federal Home Loan Bank of Atlanta as of September 30, 2016 or June 30, 2016. We have credit available under a loan agreement with the Federal Home Loan Bank of Atlanta in the amount of 25% of our qualified one-four family loans as of September 30, 2016, or approximately \$121.6 million.

Total shareholders' equity decreased \$219 thousand, or 0.3%, to \$85.2 million at September 30, 2016 compared to \$85.4 million at June 30, 2016. Net income of \$1.3 million and stock compensation and ESOP expenses of \$76 thousand and \$92 thousand, respectively, were offset by dividends paid, increases in other comprehensive loss, and share repurchases of \$583 thousand, \$376 thousand, and \$701 thousand, respectively, for the three months ended September 30, 2016. The Company and the Bank exceeded all minimum regulatory capital requirements for the period.

Table of Contents**Nonperforming Assets**

The table below sets forth the amounts and categories of our nonperforming assets at the dates indicated.

|   | September<br>30,<br>2016 | June 30,<br>2016 |      |   |
|---|--------------------------|------------------|------|---|
|   | (Dollars in thousands)   |                  |      |   |
| Nonaccrual loans:   |                          |                  |      |   |
| Real estate loans:  |                          |                  |      |   |
| One-to-four family  | \$ 2,654                 | \$ 2,133         |      |   |
| Multi-family  | -                        | -                |      |   |
| Home equity   | 131                      | 126              |      |   |
| Nonresidential  | 1,345                    | 942              |      |   |
| Agricultural  | 531                      | 531              |      |   |
| Construction and land   | 275                      | 25               |      |   |
| Total real estate loans   | 4,936                    | 3,757            |      |   |
| Commercial and industrial   | -                        | -                |      |   |
| Consumer and other loans  | -                        | -                |      |   |
| Total nonaccrual loans <sup>(2)</sup>                                 | \$ 4,936                 | \$ 3,757         |      |   |
| Accruing loans past due 90 days or more:                              |                          |                  |      |   |
| Total accruing loans past due 90 days or more                         | -                        | -                |      |   |
| Total of nonaccrual and 90 days or more past due loans <sup>(1)</sup> | \$ 4,936                 | \$ 3,757         |      |   |
| Real estate owned, net:   |                          |                  |      |   |
| One-to-four family  | \$ 640                   | \$ 899           |      |   |
| Nonresidential  | 14                       | 267              |      |   |
| Construction and land   | -                        | 188              |      |   |
| Other nonperforming assets  | -                        | -                |      |   |
| Total nonperforming assets  | \$ 5,590                 | \$ 5,111         |      |   |
| Accruing troubled debt restructurings                                 | -                        | -                |      |   |
| Troubled debt restructurings and total nonperforming assets           | \$ 5,590                 | \$ 5,111         |      |   |
| Total nonperforming loans to total loans                              | 1.66                     | %                | 1.28 | % |
| Total nonperforming assets to total assets                            | 1.15                     | %                | 1.05 | % |
| Total nonperforming assets to loans and real estate owned             | 1.88                     | %                | 1.73 | % |

(1) There were no loans past due 90 days or more and still accruing at September 30, 2016 and June 30, 2016.

(2) Nonaccrual troubled debt restructurings included in the totals above were \$1,590 and \$1,588, at September 30 and June 30, 2016, respectively.



Interest income that would have been recorded had our non-accruing loans been current in accordance with their original terms was \$67 thousand and \$37 thousand for the three months ended September 30, 2016 and 2015, respectively. Interest of \$10 thousand and \$5 thousand, respectively, was recognized on these loans and is included in net income for the three months ended September 30, 2016 and 2015, respectively.

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Interest income that would have been recorded had our trouble debt restructured loans been current in accordance with their original terms was \$33 thousand for the three months ended September 30, 2016. No interest was recognized on trouble debt restructured loans for the three months ended September 30, 2015.

Nonperforming assets increased \$479 thousand from June 30, 2016 to September 30, 2016. Nonaccrual loans increased \$1.2 million while real estate owned decreased \$700 thousand. There were no loans past due 90 days or more for either period. The increase in nonaccrual loans primarily related to an increase in our TDRs as we continue to work with borrowers to avoid foreclosure. Nonperforming assets to total assets and nonperforming assets to loans and real estate owned were 1.15% and 1.88%, respectively, at September 30, 2016 compared to 1.05% and 1.73%, respectively at June 30, 2016.

Table of Contents**Analysis of Net Interest Margin**

The following table sets forth average balance sheets, average annualized yields and rates, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the tables as loans carrying a zero yield. The yields set forth below include the effect of net deferred costs, discounts and premiums that are amortized or accreted to income.

|                                       | For the Three Months Ended |                              |                | September 30, 2015 |                              |                |
|---------------------------------------|----------------------------|------------------------------|----------------|--------------------|------------------------------|----------------|
|                                       | September 30, 2016         |                              |                | September 30, 2015 |                              |                |
|                                       | Average<br>Balance         | Interest<br>and<br>Dividends | Yield/<br>Cost | Average<br>Balance | Interest<br>and<br>Dividends | Yield/<br>Cost |
| (Dollars in Thousands)                |                            |                              |                |                    |                              |                |
| Assets:                               |                            |                              |                |                    |                              |                |
| Interest-earning assets:              |                            |                              |                |                    |                              |                |
| Loans                                 | \$291,018                  | \$ 3,737                     | 5.14 %         | \$306,428          | \$ 3,883                     | 5.07 %         |
| Investment securities                 | 98,672                     | 443                          | 1.80           | 95,913             | 390                          | 1.63           |
| Investment securities, tax-free       | 30,776                     | 178                          | 2.31           | 15,958             | 88                           | 2.21           |
| Interest-bearing deposits             | 23,594                     | 41                           | 0.70           | 15,251             | 16                           | 0.42           |
| Total interest-earning assets         | 444,060                    | 4,399                        | 3.96           | 433,550            | 4,377                        | 4.04           |
| Noninterest-earning assets            | 40,312                     |                              |                | 38,554             |                              |                |
| Total assets                          | \$484,372                  |                              |                | \$472,104          |                              |                |
| Liabilities and equity:               |                            |                              |                |                    |                              |                |
| Interest-bearing liabilities:         |                            |                              |                |                    |                              |                |
| NOW and demand deposits               | \$49,207                   | \$ 12                        | 0.10 %         | \$49,339           | \$ 17                        | 0.14 %         |
| Money market deposits                 | 73,309                     | 70                           | 0.38           | 17,641             | 6                            | 0.14           |
| Regular savings and other deposits    | 28,499                     | 9                            | 0.13           | 48,718             | 11                           | 0.09           |
| Certificates of deposit               | 225,661                    | 229                          | 0.41           | 250,734            | 254                          | 0.41           |
| Total interest-bearing deposits       | 376,676                    | 320                          | 0.34           | 366,432            | 288                          | 0.32           |
| Total interest-bearing liabilities    | 376,676                    | 320                          | 0.34           | 366,432            | 288                          | 0.32           |
| Noninterest bearing deposits          | 23,931                     |                              |                | 22,978             |                              |                |
| Other noninterest-bearing liabilities | 883                        |                              |                | 709                |                              |                |
| Total liabilities                     | 401,490                    |                              |                | 390,119            |                              |                |
| Equity                                | 82,882                     |                              |                | 81,985             |                              |                |
| Total liabilities and equity          | \$484,372                  |                              |                | \$472,104          |                              |                |
| Net interest income                   |                            | \$ 4,079                     |                |                    | \$ 4,089                     |                |
| Interest rate spread                  |                            |                              | 3.62 %         |                    |                              | 3.72 %         |
| Net interest margin                   |                            |                              | 3.67 %         |                    |                              | 3.77 %         |
|                                       | 1.18                       | x                            |                | 1.18               | x                            |                |

Average interest-earning assets to average  
interest-bearing liabilities

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**Comparison of Operating Results for the Three Months Ended September 30, 2016 and September 30, 2015**

**General.** We reported net income of \$1.3 million for the three months ended September 30, 2016 compared to \$1.4 million for the three months ended September 30, 2015. Interest income increased \$22 thousand for the three months ended September 30, 2016 while interest expense increased \$32 thousand resulting in a net decrease to net interest income of \$10 thousand. Noninterest income decreased \$622 thousand for the three months ended September 30, 2016 compared to September 30, 2015 due to a reduction in gains recognized on the disposition of PCI loans. Total noninterest expense decreased \$213 thousand as a result of decreased foreclosed asset expenses.

**Interest Income.** Interest income increased by \$22 thousand, or 0.5%, to \$4.4 million for the three months ended September 30, 2016. The yield on interest earning-assets decreased eight basis points from 4.04% for the three months ended September 30, 2015 to 3.96% for the three months ended September 30, 2016. The decrease was slightly offset by an increase in total average interest-earning assets of \$10.5 million to \$444.1 million for the three months ended September 30, 2016 from \$433.6 million for the three months ended September 30, 2015.

Interest income on loans was \$3.7 million for the three months ended September 30, 2016 compared to \$3.9 million for the three months ended September 30, 2015. Although the yield on loans increased seven basis points from 5.07% for the three months ended September 30, 2015 to 5.14% for the three months ended September 30, 2016, the average balance of loans decreased by \$15.4 million, or 5.0%, to \$291.0 million for the three months ended September 30, 2016 from \$306.4 million for the three months ended September 30, 2015. The decrease in the average balance of our loans is reflective of the run off in the months following the acquisition of Stephens Federal Bank in December 2014. As a result of the acquisition, we obtained loans with slightly higher coupon rates from ours, which had the positive effect of increasing our overall loan portfolio yield.

Interest income on investment securities increased by \$143 thousand, or 29.9%, to \$621 thousand for the three months ended September 30, 2016 from \$478 thousand for the three months ended September 30, 2015. The increase reflected an increase in the average balance of securities of \$17.6 million, or 15.7%, to \$129.4 million for the three months ended September 30, 2016 from \$111.9 million for the three months ended September 30, 2015 and an increase of 21 basis points in the yield on securities to 1.92% from 1.71%. The increase in the average balances of our investment securities is reflective of our efforts to continue to invest in high-quality investment securities during this period of low loan demand. The increase in the yield on our investment securities is reflective of our efforts to shift our portfolio concentration to investments in municipal securities, which give us slightly higher yields and in some cases provide tax-exempt income.

**Interest Expense.** Interest expense increased by \$32 thousand, or 11.1%, to \$320 thousand for the three months ended September 30, 2016 from \$288 thousand for the three months ended September 30, 2015. The increase reflected an increase of two basis points in the average rate paid on deposits for the three months ended September 30, 2016 to

0.34% from 0.32% for the three months ended September 30, 2015. The increase in the average rate paid on deposits is reflective of our efforts to keep our cost of funds as low as possible but still maintain our competitiveness in our market area among other banking institutions. Average interest-bearing deposits were \$376.7 million for the three months ended September 30, 2016 compared to \$366.4 million for the three months ended September 30, 2015.

The largest increase in interest expense related to expense on money market deposits, which increased \$64 thousand, or 106.7%, to \$70 thousand for the three months ended September 30, 2016 from \$6 thousand for the three months ended September 30, 2015. Average money market deposit balances increased \$55.7 million from \$17.6 million for the three months ended September 30, 2015 to \$73.3 million for the three months ended September 30, 2016. The increases resulted from a successful money market campaign during the year ended June 30, 2016.

The average rate paid on certificates of deposit remained flat at 0.41% for the periods while average balances decreased from \$250.7 million for the three-month period ended September 30, 2015 to \$225.7 million for the three-month period ended September 30, 2016. Lower volume resulted in a decrease in interest expense of \$25 thousand for certificates of deposit.

The average balance of NOW and demand deposits decreased slightly by \$132 thousand while the average rate decreased four basis points and the average balance of savings deposits decreased \$20.2 million while average rates increased four basis points.

**Net Interest Income.** Net interest income before the provision for loan losses decreased by \$10 thousand, or 0.2%, to \$4.1 million for the three months ended September 30, 2016. Our interest rate spread and net interest margin for the three months ended September 30, 2016 decreased to 3.62% and 3.67%, respectively, from 3.72% and 3.77%, respectively, for the three months ended September 30, 2015. While yields on each type of interest-earning asset increased, average loan volume, which has the highest yield, decreased by \$15.4 million, significantly contributing to the decrease in net interest margin for the three months ended September 30, 2016.

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**Provision for Loan Losses.** We recorded a provision for loan losses of \$65 thousand for the three months ended September 30, 2016 compared with \$145 thousand for the three months ended September 30, 2015. Net charge-offs for the three months ended September 30, 2016 were \$15 thousand compared to \$142 thousand for the three months ended September 30, 2015. The provision for specific valuation allowances on impaired loans was increased from \$184 thousand at June 30, 2016 to \$207 thousand at September 30, 2016. The recorded investment in impaired loans at September 30, 2016 was \$5.8 million compared to \$5.4 million at June 30, 2016. Total loans evaluated collectively for impairment increased \$3.0 million, or 1.0% to \$290.8 million at September 30, 2016 compared to \$287.8 million at June 30, 2016. Approximately \$160 thousand of the specific valuation allowance at September 30, 2016 was related to PCI loans compared to \$129 thousand at June 30, 2016. Primarily all of the charge-offs for the three months ended September 30, 2016 and 2015 were related to loans we acquired.

Our total allowance for loan losses was \$972 thousand, or 0.33%, of total gross loans, at September 30, 2016 and \$922 thousand, or 0.32% of total gross loans at June 30, 2016. The ending allowance for specifically identified impaired loans was \$207 thousand at September 30, 2016 compared to \$184 thousand at June 30, 2016. The general valuation allowance at September 30, 2016 and June 30, 2016 was \$765 thousand and \$738 thousand, respectively. The allowance for specifically identified impaired loans at September 30, 2016 and June 30, 2016 includes an allowance of \$160 thousand and \$129 thousand, respectively for PCI loans. No general valuation allowance has been recorded for the acquired portion of our loan portfolio that was not determined to be PCI.

To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the three months ended September 30, 2016 and 2015. There have been no changes to our allowance for loan loss methodology, and even though our policy with respect to identifying loans for individual impairment analysis does not require a review of every loan, we review all loans adversely classified as substandard or doubtful for impairment, regardless of size.

**Noninterest Income.** Noninterest income decreased \$622 thousand, or 58.9%, to \$435 thousand for the three months ended September 30, 2016 from \$1.1 million for the three months ended September 30, 2015. Gains on the disposition of PCI loans of \$719 thousand were recognized for the three months ended September 30, 2015 compared to \$43 thousand for the three months ended September 30, 2016 from the successful liquidation of \$37 thousand and \$882 thousand of PCI loans, respectively, during the periods. Gains on sales of investment securities available for sale increased from \$9 thousand for the three months ended September 30, 2015 to \$68 thousand for the three months ended September 30, 2016. Gains on sales of securities are largely market driven, as we have no need to sell securities unless a gain will be realized. Income on bank owned life insurance increased \$14 thousand, or 12.5%, to \$126 thousand for the three months ended September 30, 2016 from \$112 thousand for the three months ended September 30, 2015, which is reflective of the purchase of \$8.0 million in bank owned life insurance in September 2015.

**Noninterest Expense.** Noninterest expense for the three months ended September 30, 2016 decreased by \$213 thousand, or 7.7%, to \$2.6 million from \$2.8 million for the same period in 2015. Expenses related to foreclosed assets decreased from \$175 thousand for the three months ended September 30, 2015 to \$2 thousand for the three

months ended September 30, 2016. Total expenses related to foreclosed assets were offset by net gains of \$79 thousand recognized on sales of foreclosed assets for the three months ended September 30, 2016. A loss of \$69 thousand was recognized on sales of foreclosed assets for the three months ended September 30, 2015. Real estate owned is carried at the lower of its carrying value or fair value, less costs to sell. We typically do not experience large gains or losses on real estate properties sold.

When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value. These servicing rights are then measured at each reporting date and changes are recorded as “change in loan servicing asset” on the consolidated statements of income and comprehensive income. For the three months ended September 30, 2016, we recognized an expense for the decrease in the loan servicing asset of \$23 thousand compared to \$64 thousand for the three months ended September 30, 2015. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

Professional and supervisory expenses decreased \$44 thousand and data processing expenses decreased \$19 thousand for the three months ended September 30, 2016 compared to the same period in 2015. During the three months ended September 30, 2015 we incurred additional expenses related to the integration of Stephens Federal primarily related to financial services and data processing.

***Income Tax Expense.*** Income tax expense for the three months ended September 30, 2016 was \$615 thousand compared with \$785 thousand for the three months ended September 30, 2015. Our effective income tax rate was 32.6% and 35.2% for the same periods, respectively. The decrease in our effective tax rate is primarily due to a higher volume of tax-free investment securities.



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**Liquidity and Capital Resources**

Our primary sources of funds are deposits and the proceeds from principal and interest payments on loans and investment securities. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. We generally manage the pricing of our deposits to be competitive within our market and to increase core deposit relationships.

Liquidity management is both a daily and long-term responsibility of management. We adjust our 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 investment securities, and (iv) the objectives of our asset/liability management program. Excess liquid assets are invested generally in interest-earning overnight deposits, federal funds sold, and short and intermediate-term U.S. Government sponsored agencies and mortgage-backed securities of short duration. If we require funds beyond our ability to generate them internally, we have credit available under a loan agreement with the Federal Home Loan Bank of Atlanta in the amount of 25% of total assets (as of September 30, 2016), or approximately \$121.6 million.

**Common Stock Dividends.** On August 25, 2016, the Company paid a \$0.10 per share cash dividend on its common stock for a total of \$583 thousand.

**Equity Compensation Plans.** During the three months ended September 30, 2016, no shares of restricted stock or stock options were issued to management.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Disclosures of quantitative and qualitative market risk are not required by smaller reporting companies, such as the Company.

**ITEM 4. CONTROLS AND PROCEDURES**

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2016. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended September 30, 2016, there have been no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, amended) that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II

### ITEM 1. LEGAL PROCEEDINGS

There are various claims and lawsuits in which the Company is periodically involved incidental to the Company's business. In the opinion of management, no material loss is expected from any of such pending claims or lawsuits.

### ITEM 1A. RISK FACTORS

Disclosures of risk factors are not required of smaller reporting companies, such as the Company.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) None.

(b) Not applicable.

(c) **Issuer Repurchases.** On November 24, 2015, the Board of Directors authorized the repurchase of up to 175,000 of the Company's common stock, which represents approximately 10.2% of the Company's issued and outstanding

shares (excluding shares that Oconee Federal, MHC currently holds).

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In connection with the authorization of this stock repurchase program, the Board of Directors terminated the Company's existing stock repurchase program, which had authorized the Company to purchase up to 150,000 shares of its issued and outstanding common stock. The Company had previously purchased a total of 113,400 shares of its common stock at a weighted average price of \$16.04 per share under the existing stock repurchase program.

The following table sets forth information in connection with repurchases of the Company's common stock for the period July 1, 2016 through September 30, 2016.

|                                  | Total<br>Number of<br>Shares<br>Purchased | Average Price<br>Paid Per<br>Share | Total Number of<br>Shares Purchased<br>as Part of Publicly<br>Announced Plan | Approximate Maximum<br>Dollar Value or Number<br>of Shares That May Yet<br>be Purchased Under<br>Publicly Announced Plan |
|----------------------------------|---|------------------------------------|--|--|
| July 1 - July 31, 2016           | 618                                       | \$ 19.55                           | 618  | 123,150  |
| August 1 - August 31, 2016       | 29,600                                    | 20.12                              | 29,600   | 93,550   |
| September 1 - September 30, 2016 | 4,381                                     | 21.09                              | 4,381  | 89,169   |
| Total                            | 34,599                                    | \$ 20.23                           | 34,599   | (2)  |

(1) All shares were purchased pursuant to a publicly announced repurchase program that was approved by the Board of Directors on November 24, 2015.

(2) Represents the maximum number of shares available for repurchase under the November 24, 2015 plan at September 30, 2016.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

The exhibits required by Item 601 of Regulation S-K are included with this Form 10-Q and are listed in the “Index to Exhibits” immediately following the Signatures.

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**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.

Oconee Federal Financial Corp.

Date: November 14, 2016

/s/ T. Rhett Evatt  
T. Rhett Evatt  
Chairman and Chief Executive Officer

/s/ Curtis T. Evatt  
Curtis T. Evatt  
President and Chief Financial Officer

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INDEX TO EXHIBITS

| <b>Exhibit number</b> | <b>Description</b>  |
|-----------------------|---|
| 31.1                  | Certification of T. Rhett Evatt, Chairman and Chief Executive Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).   |
| 31.2                  | Certification of Curtis T. Evatt, President and Chief Financial Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).   |
| 32                    | Certification of T. Rhett Evatt, Chairman and Chief Executive Officer, and Curtis T. Evatt, President and Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101                   | The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (Extensible Business Reporting Language):<br>(i) Consolidated Balance Sheets<br>(ii) Consolidated Statements of Income and Comprehensive Income<br>(iii) Consolidated Statements of Changes In Shareholders' Equity<br>(iv) Consolidated Statements of Cash Flows, and<br>(v) Notes to The Consolidated Financial Statements |