

HomeTrust Bancshares, Inc.  
Form 10-K  
September 13, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K  
(Mark One)

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

For the Fiscal Year Ended June 30, 2018

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

For the Transition Period From \_\_\_\_\_ To \_\_\_\_\_

Commission File Number 1-35593

HOMETRUST BANCSHARES, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland

45-5055422

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

10 Woodfin Street, Asheville, North Carolina

28801

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (828) 259-3939

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
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Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC
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Securities Registered Pursuant to Section 12(g) of the Act:

Preferred Share Purchase Rights

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

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 (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," "emerging growth company" in Rule 12b-2 of the Exchange Act.

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Large Accelerated Filer [  ]

Accelerated Filer [X]

Non-Accelerated Filer [  ] (Do not check if a smaller reporting company) Smaller reporting company [  ]

Emerging growth company [  ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [  ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [  ] No [X].

As of September 10, 2018, there were issued and outstanding 19,015,568 shares of the Registrant's Common Stock. The aggregate market value of the voting stock held by non-affiliates of the Registrant computed by reference to the closing price of such stock as of December 31, 2017, was \$472.7 million. (The exclusion from such amount of the market value of the shares owned by any person shall not be deemed an admission by the Registrant that such person is an affiliate of the Registrant).

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HOMETRUST BANCSHARES, INC.  
 FORM 10-K  
 FOR THE FISCAL YEAR ENDED JUNE 30, 2018  
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### Forward-Looking Statements

Certain matters in this Form 10-K constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. Forward-looking statements are not statements of historical fact, are based on certain assumptions and are generally identified by use of the words “believes,” “expects,” “anticipates,” “estimates,” “forecasts,” “intends,” “plans,” “targets,” “potentially,” “probably,” “projects,” “outlook” or similar expressions or future or conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions, and statements about future economic performance and projections of financial items. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated or implied by our forward-looking statements, including, but not limited to: the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write offs and changes in our allowance for loan losses and provision for loan losses that may be impacted by deterioration in the housing and commercial real estate markets; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates, and the relative differences between short and long term interest rates, deposit interest rates, our net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, land and other properties and fluctuations in real estate values in our market areas; decreases in the secondary market for the sale of loans that we originate; results of examinations of us by the Board of Governors of the Federal Reserve System (“Federal Reserve”), the North Carolina Office of the Commissioner of Banks (“NCCOB”), or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require us to increase our allowance for loan losses, write-down assets, change our regulatory capital position or affect our ability to borrow funds or maintain or increase deposits, which could adversely affect our liquidity and earnings; legislative or regulatory changes that adversely affect our business including the effect of Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), changes in laws or regulations, changes in regulatory policies and principles or the application or interpretation of laws and regulations by regulatory agencies and tax authorities, including changes in deferred tax asset and liability activity, or the interpretation of regulatory capital or other rules, including as a result of Basel III; our ability to attract and retain deposits; management's assumptions in determining the adequacy of the allowance for loan losses; our ability to control operating costs and expenses, especially costs associated with our operation as a public company; the use of estimates in determining fair value of certain assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in reducing risks associated with the loans on our balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our workforce and potential associated charges; disruptions, security breaches, or other adverse events, failures or interruptions in, or attacks on, our information technology systems or on the third-party vendors who perform several of our critical processing functions; our ability to retain key members of our senior management team; costs and effects of litigation, including settlements and judgments; our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we may in the future acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting principles, policies or guidelines and practices, as may be adopted by the financial institution regulatory agencies, the Public Company Accounting Oversight Board or the Financial Accounting Standards Board; and other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and services; and the other risks detailed from time to time in our filings with the Securities and Exchange Commission (“SEC”), including this report on Form 10-K.

Any of the forward-looking statements are based upon management’s beliefs and assumptions at the time they are made. We undertake no obligation to publicly update or revise any forward-looking statements included in this report

or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur and you should not put undue reliance on any forward-looking statements.

As used throughout this report, the terms “we”, “our”, “us”, “HomeTrust Bancshares” or the “Company” refer to HomeTrust Bancshares, Inc. and its consolidated subsidiaries, including HomeTrust Bank (“HomeTrust” or “Bank”) unless the context indicates otherwise.

## PART I

### Item 1. Business

#### General

HomeTrust Bancshares, Inc., a Maryland corporation, was formed for the purpose of becoming the holding company for HomeTrust Bank in connection with HomeTrust Bank's conversion from mutual to stock form, which was completed on July 10, 2012 (the "Conversion"). As a bank holding company and financial holding company, HomeTrust Bancshares, Inc. is regulated by the Federal Reserve. At June 30, 2018, the Company had consolidated total assets of \$3.3 billion, total deposits of \$2.2 billion and stockholders' equity of \$409.2 million. The Company has not engaged in any significant activity other than holding the stock of the Bank. Accordingly, the information set forth in this Annual Report on Form 10-K ("Form 10-K"), including the audited consolidated financial statements and related data, relates primarily to the Bank and its subsidiary. As a North Carolina state-chartered bank, and member of the Federal Reserve System, the Bank's primary regulators are the NCCOB and the Federal Reserve. The Bank's deposits are federally insured up to applicable limits by the Federal Deposit Insurance Corporation ("FDIC"). The Bank is a member of the Federal Home Loan Bank of Atlanta ("FHLB" or "FHLB of Atlanta"), which is one of the 12 regional banks in the Federal Home Loan Bank System ("FHLB System"). Our headquarters is located in Asheville, North Carolina.

The Bank was originally formed in 1926. Between fiscal years 1996 and 2011, HomeTrust Bank's board of directors and executive management expanded the Bank beyond its historical Asheville market and created a unique partnership through mergers between six established banks and one de novo bank located in Tryon, Shelby, Eden, Lexington, Cherryville and Forest City, North Carolina, through which hometown community banks could combine their financial resources to achieve a shared vision.

Starting in 2013, we entered seven attractive markets through various acquisitions and new office openings, as well as expanded our product lines. New locations and markets included:

• BankGreenville Financial Corporation ("BankGreenville") - one office in Greenville, South Carolina (acquired in July 2013)

• Jefferson Bancshares, Inc. ("Jefferson") - nine offices across East Tennessee (acquired in May 2014)

• Commercial loan production office ("LPO") in Roanoke, Virginia (opened in July 2014)

• Bank of Commerce - one office in Charlotte, North Carolina (acquired in July 2014)

• Ten Bank of America Branch Offices - nine in southwest Virginia, one in Eden, North Carolina (acquired in November 2014)

• Commercial LPO in Raleigh, North Carolina (opened in November 2014) and later converted into full service branch (converted in April 2017)

• United Financial of North Carolina, Inc. ("United Financial") - municipal lease company headquartered in Fletcher, North Carolina (acquired in December 2016)

• TriSummit Bancorp, Inc. ("TriSummit") - six offices in East Tennessee (acquired in January 2017)

• Commercial LPO Greensboro, North Carolina (opened in August 2017)

• De novo branch in Cary, North Carolina (Opened in March 2018)

By expanding our geographic footprint and hiring local experienced talent, we have built a foundation that allows us to focus on organic growth, while maintaining "Our Commitment to the Customer Experience" that has differentiated our brand and characterized our success to date.

Our mission is to create stockholder value by building relationships with our employees, customers, and communities. By building a platform that supports growth and profitability, we are continuing our transition toward becoming a high-performing community bank and helping our customers every day to be "Ready For What's Next."

Our principal business consists of attracting deposits from the general public and investing those funds, along with borrowed funds, in loans secured by first and second mortgages on one-to-four family residences including home equity loans, construction and land/lot loans, commercial real estate loans, construction and development loans, commercial and industrial loans, U.S. Small Business Administration ("SBA") loans, equipment finance leases, indirect automobile loans, and municipal leases. We also purchase investment securities consisting primarily of securities issued by United States Government agencies and government-sponsored enterprises, as well as,

commercial paper and certificates of deposit insured by the FDIC.

We offer a variety of deposit accounts for individuals, businesses, and nonprofit organizations. Deposits are our primary source of funds for our lending and investing activities.

## Market Areas

HomeTrust Bank operates in nine metropolitan statistical areas ("MSAs"): Asheville, NC, with a population of 456,000 as of June 2017; Charlotte-Concord-Gastonia, NC-SC, with a population of 2.5 million as of June 2017; Greensboro, NC, with a population of 761,000 as of June 2017; Greenville-Anderson-Mauldin, SC, with a population of 896,000 as of June 2017; Johnson City, TN, with a population of 202,000 as of June 2017; Kingsport-Bristol-Bristol, TN-VA, with a population of 307,000 as of June 2017; Knoxville, TN, with a population of 877,000 as of June 2017; Morristown, TN, with a population of 118,000 as of June 2017; Roanoke, VA, with a population of 314,000 as of June 2017; and Raleigh, NC, with a population of 1.3 million as of June 2017 according to the United State Census Bureau.

Asheville is known for its natural beauty, scenic surroundings, and its vibrant cultural and arts community that parallels that of many larger cities in the United States. It is home to a number of historical attractions, the most prominent of which is the Biltmore Estate, a historic mansion with gardens and a winery that draws approximately one million tourists each year. Due to its scenic location and diverse cultural and historical offerings, the Asheville metropolitan area is a popular destination for tourists, which continues to positively impact our local economy. In addition, affordable housing prices, compared to many bigger cities, combined with the region's favorable climate have also made the Asheville metropolitan area an increasingly attractive destination for retirees seeking to relocate from other parts of the United States. The area has several major employers which include: Buncombe County Public Schools, City of Asheville, Mission Health System and Hospital, The Biltmore Company, Ingles Markets, Inc., and the VA Medical Center. Also supporting the economy is the Asheville Regional Airport that transports over one million passengers a year as well as numerous colleges and universities, medical centers, and arts and entertainment facilities. HomeTrust Bank is the only community bank headquartered in this vibrant and growing market.

The Charlotte-Concord-Gastonia, NC-SC metropolitan area is located in both North and South Carolina, within and surrounding the city of Charlotte. Located in the Piedmont region of the Southeastern United States, the Charlotte metropolitan area is well known for its lower cost of living, diversified economy, national sports teams, and thriving arts community that has led it to be one of the highest in-migration cities in the country according to the Charlotte Chamber. The region is headquarters to several Fortune 500 and Fortune 1000 companies, including Bank of America, Duke Energy, Sealed Air, Nucor Steel, Sonic Automotive, and Lowe's Home Improvement Stores. The Charlotte MSA is the largest in the Carolinas.

The Raleigh, NC metropolitan area is located in the northeast central region of North Carolina and routinely ranks among the nation's highest in places to do business and obtain an education. Raleigh is the capital of North Carolina, home to North Carolina State University and central to one of the fastest growing areas in the country - the Research Triangle Park. With its proximity to the Research Triangle Park and several major universities, including the University of North Carolina at Chapel Hill and Duke University, Raleigh has become known for its strengths in technology and innovation.

The Greensboro, NC metropolitan area is centrally located in North Carolina. Major employment sectors for the MSA include services, manufacturing, government, financial activities, and retail trade. Major employers for the MSA include Guilford County Schools, Guilford County, Cone Health, and the City of Greensboro.

The Greenville-Anderson-Mauldin, SC metropolitan area is located in upstate South Carolina, in the foothills of the Blue Ridge Mountains. Major employment sectors for the MSA include services, manufacturing, and retail trade including major facilities for BMW, Michelin, Walgreens, and Lockheed Martin. Additional employers include Greenville Health System, Greenville County School District, and Bon Secours St. Francis Health System.

The Johnson City, TN metropolitan area is an economic hub largely fueled by East Tennessee State University and the medical "Med-Tech" corridor, anchored by the Johnson City Medical Center, Franklin Woods Community Hospital and affiliated facilities. The city's museums and historical sites include the Hands On! Museum and the Tipton-Haynes State Historic Site, which hosts the annual Bluegrass and Sorghum Making Festival, as well as other seasonal events.

The Kingsport-Bristol-Bristol, TN-VA MSA is home to the headquarters of Eastman Chemical Company as well as a diverse mix of manufacturing firms, technology companies, and small businesses. The major economic components in Kingsport are healthcare, manufacturing and educational services.



The Knoxville, TN metropolitan area is located where the French Broad and Holston Rivers converge to form the Tennessee River. It is the largest city in East Tennessee and ranks third largest in the state. It is located in a broad valley between the Cumberland Mountains to the northwest and the Great Smoky Mountains to the southeast. The Knoxville area is frequently cited in national surveys, including Livability.com's Top 10 Best Affordable Places to Live. The University of Tennessee calls Knoxville home, with over 28,000 students, making an array of educational and cultural opportunities available to area residents. Affordable housing, health care costs below the national average, a low crime rate, and a pleasant climate and location with nearby lakes and mountains are factors which make Knoxville an attractive place to settle. Major employment sectors in the Knoxville area include government, education, and healthcare.

The Morristown, TN metropolitan area includes facilities for numerous Fortune 500 companies including General Electric, International Paper, Alcoa (Howmet), Coca-Cola, Lear Corporation, Pepsi Bottling, NCR Corporation and Colgate-Palmolive. Morristown also includes the facilities of a number of international companies from countries such as Germany, Japan, Sweden, United Kingdom, Italy, Canada and France. Local industries include furniture manufacturing, poultry processing, aircraft parts, healthcare products, and automotive parts. Agriculture including soybeans, corn, livestock and dairy are also significant economic components. Morristown's major job providing segments are healthcare, manufacturing, educational services, furniture and related products, transportation equipment, educational services, and accommodation and food services.

The Roanoke, VA metropolitan area is located in the Roanoke Valley of western Virginia in the midst of the Blue Ridge and Alleghany Mountains. This 1,874-square mile region is bordered on the west by West Virginia and along the east by the Blue Ridge Mountains. The area is strategically accessible to both the East Coast and Mid-West markets with Interstate 81 passing through the region, Interstate 64 directly north, and Interstate 77 nearby to the south. The Roanoke MSA is the transportation hub of the area with an integrated interstate highway, rail, and air transportation network. Roanoke has the most diverse economy in Virginia according to Virginia Business and is the cultural and business hub for western Virginia. The Roanoke MSA is home to several large regional banking offices, headquarters of the Fortune 500 retailer Advance Auto, and to several large advanced manufacturing operations, such as those owned by ITT Exelis, Dynax America, and Optical Cable Corporation, among others. The Roanoke, VA MSA's major employment sectors include government, health care and social assistance, retail trade, and manufacturing.

Unemployment data remains one of our most informative indicators of our local economy. Based on information from the U.S. Bureau of Labor Statistics we have set forth below information regarding the unemployment rates nationally and in our market areas.

Location	As of June	
	2018	2017
U.S. National	4.2%	4.5%
North Carolina	4.2%	4.2%
Asheville MSA	3.4%	3.4%
Charlotte/Concord/Gastonia	3.9%	4.0%
Greensboro	4.5%	4.9%
Raleigh	3.7%	3.7%
South Carolina	3.8%	4.0%
Greenville	3.3%	3.9%
Tennessee	3.5%	3.6%
Morristown	4.4%	4.4%
Johnson City	4.5%	4.7%
Kingsport-Bristol	4.2%	4.6%
Knoxville	3.9%	4.1%
Virginia	4.2%	3.7%
Roanoke	3.4%	4.0%

The Bank has built a strong foundation in the communities we serve and takes pride in the role we play. The directors and market presidents of each region work with their management team and employees to support local nonprofit and community organizations. Each location helps provide critical services to meet the financial needs of its customers and improve the quality of life for individuals and businesses in its community. Initiatives supporting our communities include affordable housing, education and financial education, and the arts. We support these initiatives through both financial and people resources in all of our communities. Collectively, bank employees volunteer thousands of hours annually in their local communities; from helping to build homes to teaching grade school youth how to start healthy savings habits, bank employees are making a positive difference in the lives of others every day.

#### Competition

We face strong competition in originating real estate and other loans and in attracting deposits. Competition in originating real estate loans comes primarily from other commercial banks, savings institutions, credit unions, life insurance companies, and mortgage bankers. Other commercial banks, credit unions, and finance companies provide vigorous competition in consumer lending. In addition, in indirect auto financings, we also compete with specialty consumer finance companies, including automobile manufacturers' captive finance companies. Commercial and industrial loan competition is primarily from local and regional commercial banks. We believe that we compete effectively because we consistently deliver high-quality, personal service to our customers that results in a high level

of customer satisfaction. Adding to our competitive advantage is commitment to technological resources, which has expanded our customer service capabilities and increased efficiencies in our lending process.

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We attract our deposits through our branch office system. Competition for deposits is principally from other commercial banks, savings institutions, and credit unions located in the same communities, as well as mutual funds and other alternative investments. We believe that we compete for deposits by offering superior service and a variety of deposit accounts at competitive rates. We also have a highly competitive suite of cash management services, online/mobile banking, and internal support expertise specific to the needs of small to mid-sized commercial business customers. Based on the most recent branch deposit data, HomeTrust Bank's deposit market share was:

Location	Rank <sup>(1)</sup>	Deposit Market Share <sup>(1)</sup>
North Carolina	16th	0.34%
Asheville MSA	6th	7.34%
Charlotte/Gastonia	20th	0.05%
Raleigh	24th	0.06%
South Carolina	77th	0.04%
Greenville	23rd	0.28%
Tennessee	48th	0.32%
Morristown	2nd	21.73%
Johnson City	4th	7.50%
Kingsport-Bristol	7th	3.57%
Knoxville	25th	0.22%
Virginia	64th	0.11%
Roanoke	5th	6.48%
Bristol	5th	4.86%

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(1) Source: FDIC data as of June 30, 2017

Overall, we distinguish ourselves from larger, national banks operating in our market areas by providing local decision-making and competitive customer-driven products with excellent service, responsiveness, and execution. In addition, our larger capital base and product mix enable us to compete effectively against smaller banks. Our bankers believe that strong relationships lead to great things and strive everyday to ensure our customers are "ready for what's next" in their financial future.

In addition, the way we create differentiation from our competition to fuel organic growth is by focusing on "HOW" we deliver our products and services. Many of our employees have been a part of HomeTrust Bank for decades, while a significant number of employees have more recently brought their industry knowledge and expertise to us through internal growth and acquisitions, reflecting their desire to be a part of a high performing team that works well together to make a difference for customers. We strive to create organizational clarity by adhering to our core values of caring and teamwork while continuing to reach for our aspirational values of customer satisfaction, accountability, continuous improvement, and humility. This "culture model" includes four key principles:

- making a difference for customers every day is both fun and personally rewarding;
- success is built on relationships;
- we must continually add value to relationships with our customers and with each other; and
- we need to grow ourselves and our ability to make a difference and add value to relationships.

In implementing these principles, the directors, management team, and employees work together as a team to meet the financial needs of our customers while supporting local nonprofit and community organizations to improve the quality of life for individuals and businesses in our communities. We support affordable housing and education initiatives to help build healthy communities through both financial assistance and employees volunteering thousands of hours annually in their local markets. We believe the opportunity to stay close to our customers gives us a unique position in the banking industry as compared to our larger competitors and we are committed to continuing to build strong relationships with our employees, customers, and communities for generations to come.



## Lending Activities

The following table presents information concerning the composition of our loan portfolio in dollar amounts and in percentages (before deductions for deferred fees and allowances for losses) at the dates indicated.

	At June 30, 2018		2017		2016		2015		2014		Perce
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Perce	
	(Dollars in thousands)										
Retail consumer loans:											
One-to-four family	\$664,289	26.29 %	\$684,089	29.08 %	\$623,701	34.04 %	\$650,750	38.61 %	\$660,630	44.0	
Home equity - originated	137,564	5.44	157,068	6.68	163,293	8.91	161,204	9.56	148,379	9.90	
Home equity - purchased	166,276	6.58	162,407	6.90	144,377	7.88	72,010	4.27	—	—	
Construction and land/lots	65,601	2.60	50,136	2.13	38,102	2.08	45,931	2.73	59,249	3.95	
Indirect auto finance	173,095	6.85	140,879	5.99	108,478	5.92	52,494	3.11	8,833	0.59	
Consumer	12,379	0.49	7,900	0.34	4,635	0.25	3,708	0.22	6,331	0.42	
Total retail consumer loans	1,219,204	48.25 %	1,202,479	51.12 %	1,082,586	59.08 %	986,097	58.50 %	883,422	58.9	
Commercial loans:											
Commercial real estate	857,315	33.94 %	730,408	31.04 %	486,561	26.55 %	441,620	26.20 %	377,769	25.2	
Construction and development	192,102	7.60	197,966	8.42	86,840	4.74	64,573	3.83	56,457	3.78	
Commercial and industrial	148,823	5.89	120,387	5.12	73,289	4.00	84,820	5.03	74,435	4.97	
Municipal leases	109,172	4.32	101,175	4.30	103,183	5.63	108,574	6.44	106,215	7.09	
Total commercial loans	1,307,412	51.75 %	1,149,936	48.88 %	749,873	40.92 %	699,587	41.50 %	614,876	41.0	
Total loans	2,526,616	100.00 %	2,352,415	100.00 %	1,832,459	100.00 %	1,685,684	100.00 %	1,498,298	100.0	
Less:											
Deferred costs (fees), net	(764 )		(945 )		372		23		(1,340 )		
Allowance for losses	(21,060 )		(21,151 )		(21,292 )		(22,374 )		(23,429 )		
Total loans receivable, net	\$2,504,792		\$2,330,319		\$1,811,539		\$1,663,333		\$1,473,529		



The following table shows the composition of our loan portfolio in dollar amounts and in percentages (before deductions for deferred fees and allowances for loan losses) at the dates indicated.

	At June 30,		2017		2016	
	Amount	Percent	Amount	Percent	Amount	Percent
(Dollars in thousands)						
Fixed-rate loans:						
Retail consumer loans:						
One-to-four family	\$333,986	13.2 %	\$365,566	15.5 %	\$326,347	17.8 %
Home equity - originated	163	—	1,664	0.1	416	—
Construction and land/lots	59,283	2.3	42,149	1.8	27,907	1.5
Indirect auto finance	173,095	6.9	140,879	6.0	108,478	5.9
Consumer	6,457	0.3	7,887	0.3	4,620	0.3
Commercial loans:						
Commercial real estate	441,796	17.5	444,055	18.9	303,854	16.6
Construction and development	55,682	2.2	50,231	2.1	29,204	1.6
Commercial and industrial	87,568	3.5	73,600	3.1	42,874	2.3
Municipal leases	109,172	4.3	101,175	4.4	103,183	5.7
Total fixed-rate loans	1,267,202	50.2 %	1,227,206	52.2 %	946,883	51.7 %
Adjustable-rate loans:						
Retail consumer loans:						
One-to-four family	330,303	13.1 %	318,523	13.5 %	297,354	16.2 %
Home equity - originated	137,401	5.4	155,404	6.6	162,877	8.9
Home equity - purchased	166,276	6.6	162,407	6.9	144,377	7.9
Construction and land/lots	6,318	0.3	7,987	0.3	10,195	0.6
Consumer	5,922	0.2	13	—	15	—
Commercial loans:						
Commercial real estate	415,519	16.4	286,353	12.2	182,707	10.0
Construction and development	136,420	5.4	147,735	6.3	57,636	3.1
Commercial and industrial	61,255	2.4	46,787	2.0	30,415	1.7
Total adjustable-rate loans	1,259,414	49.8 %	1,125,209	47.8 %	885,576	48.3 %
Total loans	2,526,616	100.0 %	2,352,415	100.0 %	1,832,459	100.0 %
Less:						
Deferred costs (fees), net	(764 )		(945 )		372	
Allowance for losses	(21,060 )		(21,151 )		(21,292 )	
Total loans receivable, net	\$2,504,792		\$2,330,319		\$1,811,539	

The increase in loans since 2016 was primarily due to the \$258.1 million in loans acquired from TriSummit and organic loan growth, especially the origination of indirect auto finance loans, commercial real estate, and construction and development loans. For further discussion, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this report.



Loan Maturity. The following table sets forth certain information at June 30, 2018 regarding the dollar amount of loans maturing in our portfolio based on their contractual terms to maturity, but does not include scheduled payments or potential prepayments. Loan balances do not include undisbursed loan proceeds, unearned discounts, unearned income and allowance for loan losses.

Retail Consumer								
Due During Years Ending June 30,								
	2019	2020	2021	2022 to 2023	2024 to 2027	2028 to 2032	2033 and following	Total
(Dollars in thousands)								
<b>One-to-four family</b>								
Amount	\$11,824	10,993	19,579	44,326	44,644	165,816	367,107	\$664,289
Weighted Average Rate	5.21	% 4.79	% 4.42	% 4.27	% 4.41	% 3.53	% 4.12	% 4.04
<b>Home equity - originated</b>								
Amount	\$5,703	5,389	4,892	21,828	21,913	11,650	66,189	\$137,564
Weighted Average Rate	5.14	% 5.13	% 5.44	% 5.17	% 4.96	% 5.32	% 5.51	% 5.33
<b>Home equity - purchased</b>								
Amount	\$—	—	—	—	—	—	166,276	\$166,276
Weighted Average Rate	—	% —	% —	% —	% —	% —	% 4.71	% 4.71
<b>Construction and land/lots</b>								
Amount	\$514	128	267	1,182	4,748	4,669	54,093	\$65,601
Weighted Average Rate	6.25	% 6.13	% 5.44	% 5.43	% 5.79	% 5.35	% 4.02	% 4.29
<b>Indirect auto finance</b>								
Amount	\$243	2,266	10,479	77,399	82,708	—	—	\$173,095
Weighted Average Rate	3.75	% 3.66	% 3.22	% 3.27	% 3.94	% —	% —	% 3.59
<b>Consumer</b>								
Amount	\$301	298	977	2,404	835	2,988	4,576	\$12,379
Weighted Average Rate	5.63	% 4.33	% 5.21	% 4.85	% 5.37	% 5.01	% 6.82	% 5.69
<b>Commercial Loans</b>								
Due During Years Ending June 30,								
	2019	2020	2021	2022 to 2023	2024 to 2027	2028 to 2032	2033 and following	Total
(Dollars in thousands)								
<b>Commercial real estate</b>								
Amount	51,553	64,940	133,575	294,958	185,963	96,380	29,946	\$857,315
Weighted Average Rate	4.54	% 4.17	% 4.12	% 4.15	% 4.17	% 4.31	% 5.29	% 4.23
<b>Construction and development</b>								
Amount	67,156	33,669	25,010	48,301	10,564	4,953	2,449	\$192,102
Weighted Average Rate	5.24	% 5.01	% 4.77	% 3.98	% 3.62	% 4.03	% 3.79	% 4.86
<b>Commercial and industrial</b>								
Amount	24,396	12,086	26,655	44,284	36,142	2,642	2,618	\$148,823
Weighted Average Rate	5.09	% 5.12	% 4.86	% 4.36	% 4.29	% 6.03	% 4.84	% 4.59
<b>Municipal leases<sup>(1)</sup></b>								
Amount	832	956	3,148	12,077	18,415	44,150	29,594	\$109,172
Weighted Average Rate	4.09	% 3.37	% 3.55	% 3.32	% 4.95	% 4.48	% 4.78	% 4.54

	Total Amount	Weighted Average Rate	
	(Dollars in thousands)		
Due During Years Ending June 30,			
2019	\$ 162,522	4.99	%
2020	130,725	4.58	
2021	224,582	4.34	
2022 to 2023	546,759	4.25	
2024 to 2027	405,932	4.47	
2028 to 2032	333,248	4.01	
2033 and following	722,848	4.47	
Total	\$2,526,616	4.39	%

(1) The weighted average rate of municipal loans is adjusted for a 30% combined federal and state tax rate since the interest income from these leases is tax exempt.

The total amount of loans due after June 30, 2019, which have predetermined interest rates is \$1.21 billion, while the total amount of loans which have adjustable interest rates is \$1.15 billion.

Lending Authority. Loan credit authority is granted to various officers of the Bank and approved at least annually by the Credit Risk Committee, which is made up of the Chief Banking Officer, Chief Credit Officer, and Chief Risk Officer. Generally, total credit exposure that exceeds the loan credit authority of each officer must be approved by the Senior Credit Officer or Chief Credit Officer. In the absence of the Chief Credit Officer, another Senior Credit Officer not directly involved with the borrower may approve the credit instead of the Chief Credit Officer.

Loan relationships in excess of \$7.5 million in total credit exposure must be approved by our Senior Loan Committee, which is comprised of the Chief Banking Officer, Chief Credit Officer, and/or the Commercial Banking Group Executive. Any loan submitted for Senior Loan Committee approval must have the prior approval of the Relationship Manager, the Market President and their assigned Senior Credit Officer. Loans in excess of \$15.0 million in total credit exposure must be approved by the Executive Loan Committee comprised of the Chief Executive Officer, Chief Banking Officer, Commercial Banking Group Executive, Chief Credit Officer and another Senior Credit Officer not involved with the credit at a meeting of at least three members, one of whom must be either the Chief Credit Officer or the Senior Credit Officer. A 70% vote is required for approval. Total credit exposure exceeding 60% of the Bank's legal lending limit must be approved by the Bank's board of directors.

At June 30, 2018, the maximum amount under federal regulation that we could lend to any one borrower and the borrower's related entities was approximately \$53.5 million. Our five largest lending relationships are with commercial borrowers and totaled \$106.6 million in the aggregate, or 4.2% of our \$2.5 billion loan portfolio at June 30, 2018. As of June 30, 2018, all loans to these borrowers were performing in accordance with their original repayment terms. The largest lending relationship at June 30, 2018 consisted of three loans totaling approximately \$24.4 million to three borrowers in Charlotte, NC. The largest loan in this relationship had an outstanding balance of \$11.6 million as of June 30, 2018 and was secured by a non-owner-occupied medical office property located in southeast Louisiana. The remaining relationship exposure consisted of two loans secured by non-owner-occupied medical office properties located in Gaston County, North Carolina and northwest Georgia.

The second largest lending relationship at June 30, 2018 was approximately \$21.9 million consisting of six loans. The largest loan in this relationship at June 30, 2018 had an outstanding balance of \$7.0 million and was secured by a hotel property located in Greensboro, NC. The remaining relationship exposure consisted of loans secured by hotel properties located in Wake Forest, NC, Clinton, SC, and Fayetteville, NC.

The third largest lending relationship at June 30, 2018 was \$20.6 million consisting of seven loans, the largest of which had an outstanding balance of \$5.8 million and was secured by a non-owner-occupied flex-space property

located in Greensboro, NC. The remaining exposure consisted of loans secured by non-owner-occupied industrial properties and non-owner-occupied stand-alone retail properties. These properties were located in eastern Tennessee, central Tennessee, southwest Virginia, and northwest Georgia.

The fourth largest lending relationship at June 30, 2018 was \$20.4 million consisting of nine loans, the largest of which had an outstanding balance of approximately \$5 million and was secured by a non-owner-occupied industrial property in Roanoke, VA. The remaining relationship exposure was secured by non-owner-occupied industrial and flex-space properties, as well as self-storage properties, all of which were located throughout southwest Virginia. The fifth largest lending relationship at June 30, 2018 was approximately \$19.3 million consisting of three loans, the largest of which had an outstanding balance of \$12.1 million and was primarily secured by accounts receivable, inventory, and other business assets. Additionally, the loan was secured by owner-occupied industrial property, which also secured the second largest loan in the relationship with an outstanding balance of approximately \$6.1 million. The borrower and collateral securing these loans are located in western North Carolina.

### Retail Consumer Loans

**One-to-Four Family Real Estate Lending.** We originate loans secured by first mortgages on one-to-four family residences typically for the purchase or refinance of owner-occupied primary or secondary residences located primarily in our market areas. We originate one-to-four family residential mortgage loans primarily through referrals from real estate agents, builders, and from existing customers. Walk-in customers are also important sources of loan originations. At June 30, 2018, \$664.3 million, or 26.3%, of our loan portfolio consisted of loans secured by one-to-four family residences.

We originate both fixed-rate loans and adjustable-rate loans. We generally originate mortgage loans in amounts up to 80% of the lesser of the appraised value or purchase price of a mortgaged property, but will also permit loan-to-value ratios of up to 95%. For loans exceeding an 80% loan-to-value ratio we generally require the borrower to obtain private mortgage insurance covering us for any loss on the amount of the loan in excess of 80% in the event of foreclosure.

The majority of our one-to-four family residential loans are originated with fixed rates and have terms of ten to 30 years. At June 30, 2018 our one-to-four family residential loan portfolio included \$334.0 million in fixed rate loans, of which \$24.9 million were ten year fixed rate loans. We generally originate fixed rate mortgage loans with terms greater than 15 years for sale to various secondary market investors on a servicing released basis. We also originate adjustable-rate mortgage, or ARM, loans which have interest rates that adjust annually to the yield on U.S. Treasury securities adjusted to a constant one-year maturity plus a margin. Most of our ARM loans are hybrid loans, which after an initial fixed rate period of one, five, seven, or ten years will convert to an annual adjustable interest rate for the remaining term of the loan. Our ARM loans have terms up to 30 years. Our pricing strategy for mortgage loans includes setting interest rates that are competitive with other local financial institutions and consistent with our asset/liability management objectives. Our ARM loans generally have a floor interest rate set at the initial interest rate, and a cap of two percentage points on rate adjustments during any one year and six percentage points over the life of the loan. As a consequence of using caps, the interest rates on these loans may not be as rate sensitive as is our cost of funds.

We generally retain ARM loans that we originate in our loan portfolio rather than selling them in the secondary market. The retention of ARM loans in our loan portfolio helps us reduce our exposure to changes in interest rates. There are, however, unquantifiable credit risks resulting from the potential of increased interest to be paid by the customer as a result of increases in interest rates. It is possible that during periods of rising interest rates the risk of default on ARM loans may increase as a result of repricing and the increased costs to the borrower. We attempt to reduce the potential for delinquencies and defaults on ARM loans by qualifying the borrower based on the borrower's ability to repay the ARM loan assuming that the maximum interest rate that could be charged at the first adjustment period remains constant during the loan term. Another consideration is that although ARM loans allow us to increase the sensitivity of our asset base due to changes in the interest rates, the extent of this interest sensitivity is limited by the periodic and lifetime interest rate adjustment limits. Because of these considerations, we have no assurance that yield increases on ARM loans will be sufficient to offset increases in our cost of funds.

Most of our loans are written using generally accepted underwriting guidelines, and are readily saleable to Freddie Mac, Fannie Mae, or other private investors. Our real estate loans generally contain a "due on sale" clause allowing us to declare the unpaid principal balance due and payable upon the sale of the security property. The average size of our one-to-four family residential loans was \$122,128 at June 30, 2018.

A majority of our loans are "non-conforming" because they are adjustable rate mortgages which contain interest rate floors or do not satisfy credit or other requirements due to personal and financial reasons (i.e. divorce, bankruptcy, length of time employed, etc.), conforming loan limits (i.e. jumbo mortgages), and other requirements, imposed by secondary market purchasers. Some of these borrowers have higher debt-to-income ratios, or the loans are secured by unique properties in rural markets for which there are no sales of comparable properties to support the value according to secondary market requirements. We may require additional collateral or lower loan-to-value ratios to reduce the risk of these loans. We believe that these loans satisfy a need in our local market areas. As a result, subject to market conditions, we intend to continue to originate these types of loans. Total non-conforming loans were \$373.2 million at

June 30, 2018, including \$101.6 million of jumbo one- to four-family residential loans which may also expose us to increased risk because of their larger balances.

Property appraisals on real estate securing our one-to-four family loans in excess of \$250,000 that are not originated for sale are made by a state-licensed or state-certified independent appraiser approved by the board of directors. Appraisals are performed in accordance with applicable regulations and policies. For loans that are less than \$250,000, we may use the tax assessed value, broker price opinions, and/or a property inspection in lieu of an appraisal. We generally require title insurance policies on all first mortgage real estate loans originated. Homeowners, liability, fire and, if required, flood insurance policies are also required for one-to-four family loans. We do not originate permanent one-to-four family mortgage loans with a negatively amortizing payment schedule, and currently do not offer interest-only mortgage loans. We have not typically originated stated income or low or no documentation one-to-four family loans. At June 30, 2018, \$6.1 million of our one-to-four family loans were interest-only of which \$5.8 million served as collateral for commercial purpose loans. In connection with the new rules issued by the Consumer Financial Protection Bureau ("CFPB"), which includes a definition for "qualified mortgage" loans based on the borrower's ability to repay the loan, we believe that substantially all of the mortgage loans approved by us meet this standard.

At June 30, 2018, \$86.1 million of our one-to-four family loan portfolio consisted of loans secured by non-owner occupied residential properties. Loans secured by residential rental properties represent a unique credit risk to us and, as a result, we adhere to specific underwriting guidelines for such loans. Additionally, we have established specific loan portfolio concentration limits for loans secured by residential rental property to prevent excessive credit risk that could result from an elevated concentration of these loans. A primary risk factor in non-owner occupied residential real estate lending is the consistency of rental income of the property. Payments on loans secured by rental properties often depend on the successful operation and management of the properties, as well as, the ability of tenants to pay rent. As a result, repayment of such loans may be subject to adverse economic conditions and unemployment trends, and may be sensitive to changes in the supply and demand for such

properties. We consider and review a rental income cash flow analysis of the borrower and consider the net operating income of the property, the borrower's expertise, credit history and profitability, and the value of the underlying property. We generally require collateral on these loans to be a first mortgage along with an assignment of rents and leases. We periodically monitor the performance and cash flow sufficiency of certain residential rental property borrowers based on a number of factors such as loan performance, loan size, total borrower credit exposure, and risk grade.

**Home Equity Lines of Credit.** Our originated home equity lines of credit ("HELOCs"), consisting primarily of adjustable-rate lines of credit, have been one of the largest component of our retail loan portfolio over the past several years. At June 30, 2018, HELOCs-originated totaled \$137.6 million or 5.4% of our loan portfolio of which \$69.7 million was secured by a first lien on owner-occupied residential property. The lines of credit may be originated in amounts, together with the amount of the existing first mortgage, typically up to 85% of the value of the property securing the loan (less any prior mortgage loans) with an adjustable-rate of interest based on The Wall Street Journal prime rate plus a margin. Currently, our home equity line of credit floor interest rate is dependent on the overall loan to value, and has a cap of 16% above the floor rate over the life of the loan. Originated HELOCs generally have up to a ten-year draw period and amounts may be reborrowed after payment at any time during the draw period. Once the draw period has lapsed, the payment is amortized over a 15-year period based on the loan balance at that time. At June 30, 2018, unfunded commitments on these lines of credit totaled \$187.4 million.

Our underwriting standards for originated HELOCs are similar to our one-to-four family loan underwriting standards and include a determination of the applicant's credit history and an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment, and additionally from any verifiable secondary income.

In December 2014, the Company began purchasing HELOCs originated by other financial institutions. At June 30, 2018, HELOCs-purchased totaled \$166.3 million, or 6.6% of our loan portfolio. Unfunded commitments on these lines of credit were \$35.4 million at June 30, 2018. The credit risk characteristics are different for these loans since they were not originated by the Company and the collateral is located outside the Company's market area, primarily in several western states. All of these loans were originated in 2012 or later and had an average FICO score of 740 and loan to values of less than 90% at origination. Loan charge-offs in this portfolio since December 2014 totaled \$48,000. The Company will continue to monitor the performance of these loans and adjust the allowance for loan losses as necessary.

HELOCs generally entail greater risk than do one-to-four family residential mortgage loans where we are in the first lien position. For those home equity lines secured by a second mortgage, it is unlikely that we will be successful in recovering all or a portion of our loan proceeds in the event of default unless we are prepared to repay the first mortgage loan and such repayment and the costs associated with a foreclosure are justified by the value of the property.

**Construction and Land/Lots.** We have been an active originator of construction to permanent loans to homeowners building a residence. In addition, we originate land/lot loans predominately for the purchase or refinance of an improved lot for the construction of a residence to be occupied by the borrower. All of our construction and land/lot loans were made on properties located within our market area.

At June 30, 2018, our construction and land/lot loan portfolio was \$65.6 million compared to \$50.1 million at June 30, 2017. At June 30, 2018, unfunded loan commitments totaled \$58.9 million, compared to \$42.4 million at June 30, 2017. Construction-to-permanent loans are made for the construction of a one-to-four family property which is intended to be occupied by the borrower as either a primary or secondary residence. Construction-to-permanent loans are originated to the homeowner rather than the homebuilder and are structured to be converted to a first lien fixed- or adjustable-rate permanent loan at the completion of the construction phase. We do not originate construction phase only or junior lien construction-to-permanent loans. The permanent loan is generally underwritten to the same standards as our one-to-four family residential loans and may be held by us for portfolio investment or sold in the secondary market. At June 30, 2018 our construction-to-permanent loans totaled \$52.6 million and the average loan

size was \$199,000. During the construction phase, which typically lasts for six to 12 months, we make periodic inspections of the construction site and loan proceeds are disbursed directly to the contractors or borrowers as construction progresses. Typically, disbursements are made in monthly draws during the construction period. Loan proceeds are disbursed based on a percentage of completion. Construction-to-permanent loans require payment of interest only during the construction phase. Prior to making a commitment to fund a construction loan, we require an appraisal of the property by an independent appraiser. Construction loans may be originated up to 95% of the cost or of the appraised value upon completion, whichever is less; however, we generally do not originate construction loans which exceed the lower of 80% loan to cost or appraised value without securing adequate private mortgage insurance or other form of credit enhancement such as the Federal Housing Administration or other governmental guarantee. We also require general liability, builder's risk hazard insurance, title insurance, and flood insurance (as applicable, for properties located or to be built in a designated flood hazard area) on all construction loans. At June 30, 2018, the largest construction to permanent loan had an outstanding balance of \$2.5 million and was performing according to the original repayment terms.

Included in our construction and land/lot loan portfolio are land/lot loans, which are typically loans secured by developed lots in residential subdivisions located in our market areas. We originate these loans to individuals intending to construct their primary or secondary residence on the lot within one year from the date of origination. This portfolio may also include loans for the purchase or refinance of unimproved land that is generally less than or equal to five acres, and for which the purpose is to commence the improvement of the land and construction of an owner-occupied primary or secondary residence within one year from the date of loan origination.

Land/lot loans are typically originated in an amount up to 70% of the lower of the purchase price or appraisal, are secured by a first lien on the property, for up to a 20-year term, require payments of interest only and are structured with an adjustable rate of interest on terms similar to our one-to-four family residential mortgage loans. At June 30, 2018, our land/lot loans totaled \$13.0 million and the average land/lot loan size was

\$53,000. At June 30, 2018, the largest land/lot loan had an outstanding balance of \$414,000 and was performing according to the original repayment terms.

Construction and land/lot lending affords us the opportunity to achieve higher interest rates and fees with shorter terms to maturity than the rates and fees generated by our one-to-four family permanent mortgage lending. Construction/permanent loans, however, generally involve a higher degree of risk than our one-to-four family permanent mortgage lending. If our appraisal of the value of the completed residence proves to be overstated, we may have inadequate security for the repayment of the loan upon completion of construction and may incur a loss. Land/lot loans also pose additional risk because of the lack of income being produced by the property and the potential illiquid nature of the collateral. These risks can also be significantly impacted by supply and demand conditions.

Indirect Auto Finance. As of June 30, 2018, our indirect auto finance installment contracts totaled \$173.1 million, or 6.9% of our total loan portfolio. Going forward, the Company expects to maintain the size of this portfolio at approximately the same current percentage of the total loan portfolio. As an indirect lender, we market to automobile dealerships, both manufacturer franchised dealerships and independent dealerships, who utilize our origination platform to provide automotive financing through installment contracts on new and used vehicles. As of June 30, 2018, we worked with 68 auto dealerships located in western North Carolina and upstate South Carolina. Working with strong dealerships within our market area provides us with the opportunity to actively deepen customer relationships through cross-selling opportunities, as 83.0% of our indirect auto finance loans are originated to noncustomers.

The dealers are compensated via an industry standard commission, known as dealer reserve, on marked-up interest rates or from flat rate commission amounts. Our auto finance sales team uses purchased industry data to provide quantitative analysis of dealer sales history to target strong dealerships as the starting point of building long lasting, successful relationships. Local, quick decisions, broad hour coverage, personalized customer service, and prompt contract funding are keys to our success in this competitive line of business. Additionally, our process has been designed to integrate with existing dealership practices, utilize an industry leading decision engine, which provides our internal underwriters with the tools needed to respond quickly to loans meeting our credit policy criteria.

Our underwriting guidelines for indirect auto loans allow for financing the entire cost of the vehicle and therefore focuses on the ability of the borrower to repay the loan rather than the value of the underlying collateral. Our underwriting procedures for indirect auto loans include an evaluation of an applicant's credit profile along with certain applicant specific characteristics to arrive at an estimate of the associated credit risk. Additionally, internal underwriters may also verify an applicant's employment income and/or residency or where appropriate, verify an applicant's payment history directly with the applicant's creditors. We will also generally verify receipt of the automobile and other information directly with the borrower.

Indirect auto finance customers receive a fixed rate loan in an amount and at an interest rate that is commensurate to their FICO credit score, consumer payment credit history, loan term, and based on our underwriting procedures. The amount financed by us will generally be up to the full sales price of the vehicle plus sales tax, dealer preparation fees, license fees and title fees, plus the cost of service and warranty contracts and "GAP" insurance coverage obtained in connection with the vehicle or the financing (such amounts in addition to the sales price, collectively the "Additional Vehicle Costs"). Accordingly, the amount financed by us generally may exceed, depending on the credit score and applicant's profile, in the case of new vehicles, the manufacturer's suggested retail price of the financed vehicle and the Additional Vehicle Costs. In the case of used vehicles, if the applicant meets our creditworthiness criteria, the amount financed may exceed the vehicle's value as assigned by the NADA Official Used Car Guide, our primary reference source of used cars and the Additional Vehicle Costs.

Our indirect auto portfolio at June 30, 2018, consisted of 9,664 installment loan contracts with a weighted-average contract rate of 4.60%, an average FICO credit score of 754, and an average loan to value ratio of 96.1% based on wholesale dealer invoice on new cars and the NADA Official Used Car Guide for used cars. Approximately 96% were originated through manufacturer franchised dealerships and approximately 4% were originated through independent dealerships; 46% were contracts on new vehicles and 54% were contracts on used vehicles. The loan term is averaging 69 months which is comparable to national auto industry data.



Because our primary focus for indirect auto loans is on the credit quality of the customer rather than the value of the collateral, the collectability of an indirect auto loan is more likely than a single-family first mortgage loan to be affected by adverse personal circumstances. We rely on the borrower's continuing financial stability, rather than on the value of the vehicle, for the repayment of an indirect auto loan. Because automobiles usually rapidly depreciate in value, it is unlikely that a repossessed vehicle will cover repayment of the outstanding loan balance.

**Consumer Lending.** Our consumer loans consist of loans secured by deposits accounts or personal property such as automobiles, boats, and motorcycles, as well as unsecured consumer debt. At June 30, 2018, our consumer loans totaled \$12.4 million, or 0.5% of our loan portfolio. We originate our consumer loans primarily in our market areas. Consumer loans generally have shorter terms to maturity, which reduces our exposure to changes in interest rates. In addition, management believes that offering consumer loan products helps to expand and create stronger ties to our existing customer base by increasing the number of customer relationships and providing cross-marketing opportunities.

Our underwriting standards for consumer loans include a determination of the applicant's credit history and an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment, and additionally from any verifiable secondary income.

Consumer loans generally entail greater risk than do one-to-four family residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by rapidly depreciable assets, such as automobiles. In these cases, any repossessed collateral for a defaulted loan

may not provide an adequate source of repayment of the outstanding loan balance. As a result, consumer loan collections are dependent on the borrower's continuing financial stability and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy.

#### Commercial Loans

**Commercial Real Estate Lending.** We originate commercial real estate loans, including loans secured by office buildings, retail/wholesale facilities, hotels, industrial facilities, medical and professional buildings, churches, and multifamily residential properties located primarily in our market areas. As of June 30, 2018, \$857.3 million or 33.9% of our total loan portfolio was secured by commercial real estate property, including multifamily loans totaling \$106.7 million, or 4.2% of our total loan portfolio. Of the remaining amount, \$222.5 million was identified as owner occupied commercial real estate, and \$528.1 million was secured by income producing, or non-owner-occupied commercial real estate. Commercial real estate loans generally are priced at a higher rate of interest than one-to-four family residential loans. Typically, these loans have higher loan balances, are more difficult to evaluate and monitor, and involve a greater degree of risk than one-to-four family residential loans. Often payments on loans secured by commercial or multi-family properties are dependent on the successful operation and management of the property; therefore, repayment of these loans may be affected by adverse conditions in the real estate market or the economy. We generally require and obtain loan guarantees from financially capable parties based upon the review of personal financial statements. If the borrower is a corporation, we generally require and obtain personal guarantees from the corporate principals based upon a review of their personal financial statements and individual credit reports. The average outstanding loan size in our commercial real estate portfolio was \$667,000 as of June 30, 2018. The Bank's commercial focus is on developing and fostering strong banking relationships with small to mid-size clients within our market area. At June 30, 2018, the largest commercial real estate loan in our portfolio was to a local borrower in Asheville, NC for \$12.9 million, secured by a hotel. Our largest multi-family loan as of June 30, 2018 was a 76.74% interest in a 91 unit apartment property in Charlotte, NC with an outstanding balance of \$9.9 million. Both of these loans were performing according to their original repayment terms as of June 30, 2018.

We offer both fixed- and adjustable-rate commercial real estate loans. Our commercial real estate mortgage loans generally include a balloon maturity of five years or less. Amortization terms are generally limited to 20 years. Adjustable rate based loans typically include a floor and ceiling interest rate and are indexed to The Wall Street Journal prime rate, or the one-month London Interbank Offered Rate ("LIBOR"), plus or minus an interest rate margin and rates generally adjust daily. The maximum loan to value ratio for commercial real estate loans is generally up to 80% on purchases and refinances. We require appraisals of all non-owner occupied commercial real estate securing loans in excess of \$250,000, and all owner-occupied commercial real estate securing loans in excess of \$500,000, performed by independent appraisers. For loans less than these amounts, we may use the tax assessed value, broker price opinions, and/or a property inspection in lieu of an appraisal.

If we foreclose on a commercial real estate loan, our holding period for the collateral typically is longer than for one-to-four family residential mortgage loans because there are fewer potential purchasers of the collateral. Further, our commercial real estate loans generally have relatively large balances to single borrowers or related groups of borrowers. Accordingly, if we make any errors in judgment in the collectability of our commercial real estate loans, any resulting charge-offs may be larger on a per loan basis than those incurred with our retail loan portfolios.

**Construction and Development Lending.** We originate residential construction and development loans for the construction of single-family residences, condominiums, townhouses, and residential developments. Our commercial construction development loans are for the development of business properties, including multi-family, retail, office/warehouse and office buildings. Our land, lots, and development loans are predominately for the purchase or refinance of unimproved land held for future residential development, improved residential lots held for speculative investment purposes and for the future construction of speculative one-to-four family or commercial real estate. Our expansion into larger metro markets combined with the hiring of experienced commercial real estate relationship managers, credit officers, and the development of a construction risk management group to better manage construction risk, has led to a significant increase in and conscience effort to grow the construction and development portfolio. At June 30, 2018, our construction and development loans totaled \$192.1 million, or 7.6% of our total loan portfolio. At

June 30, 2018, \$54.0 million or 28.1% of our construction and development loans required interest-only payments. A minimal amount of these construction loans provide for interest payments to be paid out of an interest reserve, which is established in connection with the origination of the loan pursuant to which we will fund the borrower's monthly interest payments and add the payments to the outstanding principal balance of the loan. Unfunded commitments at June 30, 2018 totaled \$151.6 million compared to \$116.0 million at June 30, 2017. Land acquisition and development loans are included in the construction and development loan portfolio, and represent loans made to developers for the purpose of acquiring raw land and/or for the subsequent development and sale of residential lots. Such loans typically finance land purchase and infrastructure development of properties (i.e. roads, utilities, etc.) with the aim of making improved lots ready for subsequent sale to consumers or builders for ultimate construction of residential units. The primary source of repayment is generally the cash flow from developer sale of lots or improved parcels of land, secondary sources and personal guarantees, which may provide an additional measure of security for such loans. Land acquisition and development loans are generally secured by property in our primary market areas. In addition, these loans are secured by a first lien on the property, are generally limited up to 65% of the lower of the acquisition price or the appraised value of the land and generally have a maximum amortization term of ten years with a balloon maturity of up to three years. We require title insurance and, if applicable, a hazardous waste survey reporting that the land is free of hazardous or toxic waste. At June 30, 2018, our land acquisition and development loans in our commercial construction and development portfolio totaled \$64.5 million. The largest land acquisition and development loan had an outstanding balance at June 30, 2018 of \$5.2 million and was performing according to its repayment terms. The subject loan is secured by a residential lot development. At June 30, 2018, 12 land acquisition and development loans totaling \$2.0 million were classified as nonaccruing.

Part of our land acquisition and development portfolio consists of speculative construction loans for homes. These homes typically have an average price ranging from \$200,000 to \$500,000. Speculative construction loans are made to home builders and are termed “speculative” because the home builder does not have, at the time of loan origination, a signed contract with a home buyer who has a commitment for permanent financing with either us or another lender for the finished home. The home buyer may be identified either during or after the construction period, with the risk that the builder will have to fund the debt service on the speculative construction loan and finance real estate taxes and other carrying costs of the completed home for a significant period of time after the completion of construction, until a home buyer is identified. Loans to finance the construction of speculative single-family homes and subdivisions are generally offered to experienced builders with proven track records of performance, are qualified using the same standards as other commercial loan credits and require cash reserves to carry projects through construction completions and sale of the project. These loans require payment of interest-only during the construction phase. At June 30, 2018, loans for the speculative construction of single family properties totaled \$48.7 million compared to \$44.9 million at June 30, 2017. At June 30, 2018, we had 17 borrowers with an aggregate outstanding loan balance over \$1.0 million which comprise 55.5% of the total balance for the speculative construction of single family properties and secured by properties located in our market areas. At June 30, 2018, four speculative construction loans totaling \$85,000 were classified as nonaccruing. Unfunded commitments remained unchanged at \$30.1 million at both June 30, 2018 and 2017.

Commercial construction and construction to permanent loans are offered on an adjustable interest rate or fixed interest rate basis. Adjustable interest rate loans typically include a floor and ceiling interest rate and are indexed to The Wall Street Journal prime rate, plus or minus an interest rate margin. The initial construction period is generally limited to 12 to 24 months from the date of origination, and amortization terms are generally limited to 20 years; however, amortization terms of up to 25 years may be available for certain property types based on elevated underwriting and qualification criteria. Construction to permanent loans generally include a balloon maturity of five years or less; however, balloon maturities of greater than five years are allowed on a limited basis depending on factors such as property type, amortization term, lease terms, pricing, or the availability of credit enhancements. Construction loan proceeds are disbursed commensurate with the percentage of completion of work in place, as documented by periodic internal or third-party inspections. The maximum loan-to-value limit applicable to these loans is generally 80% of the appraised post-construction value. Disbursement of funds is at our sole discretion and is based on the progress of construction. At June 30, 2018 we had \$79.3 million of non-residential construction loans included in our commercial construction and development loan portfolio.

We require all real estate securing construction and development loans to be appraised by an independent Bank-approved state-licensed or state-certified real estate appraiser. General liability, builder’s risk hazard insurance, title insurance, and flood insurance (as applicable, for properties located or to be built in a designated flood hazard area) are also required on all construction and development loans.

Construction and development lending affords us the opportunity to achieve higher interest rates and fees with shorter terms to maturity than the rates and fees generated by our single-family permanent mortgage lending. For the reasons set forth below, construction and development lending involves additional risks when compared with permanent residential lending. Our construction and development loans are based upon estimates of costs in relation to values associated with the completed project. Funds are advanced upon the collateral for the project based on an estimate of costs that will produce a future value at completion. Because of the uncertainties inherent in estimating construction costs, as well as the market value of the completed project and the effects of governmental regulation on real property, it is relatively difficult to evaluate accurately the total funds required to complete a project and the completed project loan-to-value ratio. Changes in the demand, such as for new housing, and higher than anticipated building costs may cause actual results to vary significantly from those estimated. This type of lending also typically involves higher loan principal amounts and is often concentrated with a small number of builders. These loans often involve the disbursement of funds with repayment substantially dependent on the success of the ultimate project and the ability of the borrower to sell or lease the property or obtain permanent take-out financing, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of a completed project proves

to be overstated, we may have inadequate security for the repayment of the loan upon completion of construction of the project and may incur a loss. Because construction loans require active monitoring of the building process, including cost comparisons and on-site inspections, these loans are more difficult and costly to monitor. Increases in market rates of interest may have a more pronounced effect on construction loans by rapidly increasing the end-purchasers' borrowing costs, thereby reducing the overall demand for the project. Properties under construction are often difficult to sell and typically must be completed in order to be successfully sold which also complicates the process of working out problem construction loans. This may require us to advance additional funds and/or contract with another builder to complete construction and assume the market risk of selling the project at a future market price, which may or may not enable us to fully recover unpaid loan funds and associated construction and liquidation costs. Furthermore, in the case of speculative construction loans, there is the added risk associated with identifying an end-purchaser for the finished project. Land acquisition and development loans also pose additional risk because of the lack of income being produced by the property and the potential illiquid nature of the collateral. These risks can also be significantly influenced by supply and demand conditions.

**Commercial and Industrial Loans.** We typically offer commercial and industrial loans to small businesses located in our primary market areas. These loans are primarily originated as conventional loans to business borrowers, which include lines of credit, term loans, and letters of credit. These loans are typically secured by collateral and are used for general business purposes, including working capital financing, equipment financing, capital investment, and general investments. Loan terms vary from typically one to five years. The interest rates on such loans are either fixed rate or adjustable rate indexed to The Wall Street Journal prime rate plus a margin. Inherent with our extension of business credit is the business deposit relationship which frequently includes multiple accounts and related services from which we realize low cost deposits plus service and ancillary fee income.

Commercial and industrial loans typically have shorter maturity terms and higher interest rates than real estate loans, but generally involve more credit risk because of the type and nature of the collateral. We are focusing our efforts on small- to medium-sized, privately-held companies with

local or regional businesses that operate in our market areas. At June 30, 2018, commercial and industrial loans totaled \$148.8 million, which represented 5.9% of our total loan portfolio. Our commercial and industrial lending policy includes credit file documentation and analysis of the borrower's background, capacity to repay the loan, the adequacy of the borrower's capital and collateral, as well as an evaluation of other conditions affecting the borrower. Analysis of the borrower's past, present and future cash flows is also an important aspect of our credit analysis. We generally obtain personal guarantees on our commercial business loans.

During fiscal 2018, we began commercial business loan originations made under the U.S. Small Business Administration ("SBA") 7(a) and United States Department of Agriculture Business & Industry ("USDA B&I") programs to small businesses located throughout the Southeast. We originate these loans and utilize a third party service provider that assists with processing and closing services based on the Bank's underwriting and credit approval criteria. Loans made by the Bank under the SBA 7(a) and USDA B&I programs generally are made to small businesses to provide working capital needs, to refinance existing debt or to provide funding for the purchase of businesses, real estate, machinery, and equipment. These loans generally are secured by a combination of assets that may include receivables, inventory, furniture, fixtures, equipment, business real property, commercial real estate and sometimes additional collateral such as an assignment of life insurance and a lien on personal real estate owned by the guarantor(s). The terms of these loans vary by use of funds. The loans are primarily underwritten on the basis of the borrower's ability to service the loan from qualifying business income. Under the SBA 7(a) and USDA B&I loan program the loans carry a government guaranty up to 90% of the loan in some cases. Typical maturities for this type of loan vary up to twenty-five years and can be thirty years in some circumstances. SBA 7(a) and USDA B&I loans will normally be adjustable rate loans based upon the Wall Street Journal prime lending rate. Under the loan programs, we will typically sell in the secondary market the guaranteed portion of these loans to generate noninterest income and retain the related unguaranteed portion of these loans; loan servicing is handled by a third party loan sub-service provider for a fee paid for by the purchaser of the guaranteed loan portion. We generally offer SBA 7(a) loans up to \$5.0 million and USDA B&I loans up to \$10.0 million. During the year ended June 30, 2018, we originated \$17.7 million and sold participating interests of \$13.2 million in SBA 7(a) and USDA B&I loans.

Repayment of our commercial and industrial loans is often dependent on the cash flows of the borrower, which may be unpredictable, and the collateral securing these loans may fluctuate in value. Our commercial and industrial loans are originated primarily based on the identified cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. Most often, this collateral consists of equipment, inventory or accounts receivable. Credit support provided by the borrower for most of these loans and the probability of repayment is based on the liquidation of the pledged collateral and enforcement of a personal guarantee, if any. As a result, in the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. The collateral securing other loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business.

**Municipal Leases.** We offer ground and equipment lease financing to fire departments located primarily throughout North Carolina and, to a lesser extent, South Carolina. Municipal leases are secured primarily by a ground lease in our name with a sublease to the borrower for a fire station or an equipment lease for fire trucks and firefighting equipment. Prior to December 31, 2016, we originated these loans primarily through a third party that assigned the lease to us after we funded the loan. On December 31, 2016, we acquired the third party originator, United Financial of North Carolina, Inc., and now all originations and underwriting is performed directly by us prior to funding. These leases are at a fixed rate of interest and may have a term to maturity of up to 20 years.

At June 30, 2018, municipal leases totaled \$109.2 million, which represented 4.3% of our total loan portfolio. At that date, \$38.7 million, or 35.4% of our municipal leases were secured by fire trucks, \$28.7 million, or 26.3%, were secured by firehouses, \$39.0 million or 35.7%, were secured by both, with the remaining \$2.8 million or 2.6% secured by miscellaneous firefighting equipment. At June 30, 2018, the average outstanding municipal lease size was \$384,000.

Repayment of our municipal leases is often dependent on the tax revenues collected by the county/municipality on behalf of the fire department. Although a municipal lease does not constitute a general obligation of the

county/municipality for which the county/municipality's taxing power is pledged, a municipal lease is ordinarily backed by the county/municipality's covenant to budget for, appropriate and pay the tax revenues to the fire department. However, certain municipal leases contain "non-appropriation" clauses which provide that the municipality has no obligation to make lease or installment purchase payments in future years unless money is appropriated for such purpose on a yearly basis. In the case of a "non-appropriation" lease, our ability to recover under the lease in the event of non-appropriation or default will be limited solely to the repossession of the leased property, without recourse to the general credit of the lessee, and disposition or releasing of the property might prove difficult. At June 30, 2018, \$11.6 million of our municipal leases contained a non-appropriation clause.

#### Loan Originations, Purchases, Sales, Repayments and Servicing

We originate both fixed-rate and adjustable-rate loans. Our ability to originate loans, however, is dependent upon customer demand for loans in our market area. Demand is affected by competition and the interest rate environment. During the past few years, we, like many other financial institutions, have experienced significant prepayments on loans due to the low interest rate environment prevailing in the United States. In periods of economic uncertainty, the ability of financial institutions, including us, to originate large dollar volumes of real estate loans may be substantially reduced or restricted, with a resultant decrease in interest income. We do not generally purchase loans or loan participations except for certain HELOCs. We actively sell the majority of our long-term fixed-rate residential first mortgage loans to the secondary market at the time of origination and retain our adjustable-rate residential mortgages and certain fixed-rate mortgages with terms to maturity less than or equal to 15 years and other consumer and commercial loans. In addition, we began selling the guaranteed portion of SBA 7(a) and USDA B&I loans during fiscal 2018. During the years ended June 30, 2018 and 2017 we sold \$139.2 million and \$138.1 million, respectively, of predominantly one-to-four

family loans and SBA 7(a) loans to the secondary market. We release the servicing on the loans we sell into the secondary market. Loans are generally sold on a non-recourse basis.

In addition to interest earned on loans and loan origination fees, we receive fees for loan commitments, late payments and other miscellaneous services. The fees vary from time to time, generally depending on the supply of funds and other competitive conditions in the market.

The following table shows our loan origination, purchase, sale and repayment activities for the periods indicated.

	Years Ended June 30,		
	2018	2017	2016
Originations: <sup>(1)</sup>			
Retail consumer:	(In thousands)		
One-to-four family	\$189,562	\$233,478	\$173,540
Home equity - originated	57,018	47,072	50,406
Construction and land/lots	100,421	71,674	42,493
Indirect auto finance	99,558	84,707	87,844
Consumer	3,100	2,722	4,192
Commercial loans:			
Commercial real estate	257,494	238,870	137,660
Construction and development	234,102	192,803	164,945
Commercial and industrial	77,871	92,591	22,933
Municipal leases	21,038	8,278	—
Total loans originated	\$1,040,164	\$972,195	\$684,013
Purchases:			
Retail consumer:			
Home equity - purchased	\$60,371	\$77,000	\$109,045
Commercial loans:			
Commercial real estate	790	930	489
Municipal leases	—	8,973	11,118
Loans acquired through business combination	—	258,059	—
Total loans purchased or acquired	\$61,161	\$344,962	\$120,652
Sales and repayments:			
Retail consumer:			
One-to-four family	\$125,830	\$135,365	\$92,054
Home equity - originated	—	—	15
Consumer	—	—	1
Commercial loans:			
Commercial real estate	—	2,781	89
Construction and development	116	—	44
Commercial and industrial	13,244	—	287
Total sales	139,190	138,146	92,490
Principal repayments	787,487	660,548	565,142
Total reductions	\$926,677	\$798,694	\$657,632
Net increase	\$174,648	\$518,463	\$147,033

(1) Originations include one-to-four family loans, SBA 7(a) loans, and USDA B&I loans originated for sale of \$143.8 million, \$134.3 million, and \$92.0 million for years ended June 30, 2018, 2017, and 2016, respectively.



## Asset Quality

**Loan Delinquencies and Collection Procedure.** When a borrower fails to make a required payment on a residential real estate loan, we attempt to cure the delinquency by contacting the borrower. A late notice is sent 15 days after the due date, and the borrower may also be contacted by phone at this time. If the delinquency continues, subsequent efforts are made to contact the delinquent borrower and additional collection notices and letters are sent. When a loan is 90 days delinquent, we may commence repossession or a foreclosure action. Reasonable attempts are made to collect from borrowers prior to referral to an attorney for collection. In certain instances, we may modify the loan or grant a limited moratorium on loan payments to enable the borrower to reorganize their financial affairs, and we attempt to work with the borrower to establish a repayment schedule to cure the delinquency.

Delinquent consumer loans are handled in a similar manner, except that late notices are sent within 30 days after the due date. Our procedures for repossession and sale of consumer collateral are subject to various requirements under the applicable consumer protection laws, as well as, other applicable laws and the determination by us that it would be beneficial from a cost basis.

Delinquent commercial loans are initially handled by the relationship manager of the loan, who is responsible for contacting the borrower. Larger problem commercial loans are transferred to the Bank's Special Assets Department for resolution or collection activities. The Special Assets Department may work with the commercial relationship managers to see that the necessary steps are taken to collect delinquent loans, while ensuring that standard default notices and letters are mailed to the borrower. If a commercial loan becomes more problematic, or goes 90 days past the due date, a Special Assets officer will take over the loan for further collection activities including any legal action that may be necessary. If an acceptable workout or disposition plan of a delinquent commercial loan cannot be reached, we generally initiate foreclosure or repossession proceedings on any collateral securing the loan.

The following table sets forth our loan delinquencies by type, by amount and by percentage of type at June 30, 2018.

### Loans Delinquent For:

	30-89 Days			90 Days and Over			Total Loans Delinquent 30 Days or More		
	Number	Amount	Percent of Loan Category	Number	Amount	Percent of Loan Category	Number	Amount	Percent of Loan Category
(Dollars in thousands)									
<b>Retail consumer loans:</b>									
One-to-four family	52	\$ 3,001	0.45 %	31	\$ 1,756	0.26 %	83	\$ 4,757	0.72 %
Home equity - originated	1	98	0.07	8	268	0.19	9	366	0.27
Construction and land/lots	2	44	0.07	3	54	0.08	5	98	0.15
Indirect auto finance	26	335	0.19	13	127	0.07	39	462	0.27
Consumer	8	238	1.92	6	39	0.32	14	277	2.24
<b>Commercial loans:</b>									
Commercial real estate	2	169	0.02	17	1,412	0.16	19	1,581	0.18
Construction and development	3	260	0.14	12	1,928	1.00	15	2,188	1.14
Commercial and industrial	1	15	0.01	34	69	0.05	35	84	0.06
<b>Total</b>	<b>95</b>	<b>\$ 4,160</b>	<b>0.16 %</b>	<b>124</b>	<b>\$ 5,653</b>	<b>0.22 %</b>	<b>219</b>	<b>\$ 9,813</b>	<b>0.39 %</b>

**Nonperforming Assets.** Nonperforming assets were \$14.6 million, or 0.44% of total assets at June 30, 2018, compared to \$20.0 million, or 0.62%, at June 30, 2017.

Over the past several years we have significantly improved our risk profile by aggressively managing and reducing our problem assets. We continue to believe our level of nonperforming assets is manageable, and we believe that we have sufficient capital and human resources to manage the collection of our nonperforming assets in an orderly fashion. However, our operating results could be adversely impacted if we are unable to effectively manage our

nonperforming assets.

Loans are placed on nonaccrual status when the collection of principal and/or interest becomes doubtful or other factors involving the loan warrant placing the loan on nonaccrual status. Troubled debt restructurings are loans which have renegotiated loan terms to assist borrowers who are unable to meet the original terms of their loans. Such modifications to loan terms may include a lower interest rate, a reduction in principal, or a longer term to maturity. During the fiscal year ended June 30, 2018, 31 loans for \$4.2 million were modified from their original terms and were classified as a troubled debt restructuring. This compares to 41 loans for \$4.9 million that were modified in the fiscal year ended June 30, 2017. As of June 30, 2018, the outstanding balance of troubled debt restructured loans was \$26.2 million, comprised of 329 loans as compared to \$32.7 million comprised of 361 loans at June 30, 2017.

Once a nonaccruing troubled debt restructuring has performed according to its modified terms for six months and the collection of principal and interest under the revised terms is deemed probable, the troubled debt restructuring is removed from nonaccrual status. At June 30, 2018, \$4.2 million of troubled debt restructurings were classified as nonaccrual, including \$1.5 million of construction and development loans, the largest of which was \$1.0 million as discussed below. As of June 30, 2018, \$21.2 million, or 81.3% of the restructured loans have a current payment status as compared to \$27.0 million, or 82.6% at June 30, 2017. Performing troubled debt restructurings decreased \$5.8 million, or 21.4%, from June 30, 2017 to June 30, 2018. The table below sets forth the amounts and categories of nonperforming assets.

	At June 30,				
	2018	2017	2016	2015	2014
Nonaccruing loans: <sup>(1)</sup>	(In thousands)				
Retail consumer loans:					
One-to-four family	\$4,308	\$6,453	\$9,192	\$10,523	\$14,917
Home equity - originated	656	1,291	1,026	1,856	2,749
Home equity - purchased	187	192	—	—	—
Construction and land/lots	165	245	188	465	443
Indirect auto finance	255	1	20	—	—
Consumer	321	29	15	49	27
Commercial loans:					
Commercial real estate	2,863	2,756	3,222	5,103	12,953
Construction and development	2,045	1,766	1,417	3,461	5,697
Commercial and industrial	114	827	3,019	3,081	1,134
Municipal leases	—	106	419	316	—
Total nonaccruing loans	10,914	13,666	18,518	24,854	37,920
Real Estate Owned assets:					
Retail consumer loans:					
One-to-four family	801	990	794	1,613	3,876
Home equity - originated	197	45	30	20	627
Construction and land/lots	498	690	846	1,096	1,613
Commercial loans:					
Commercial real estate	1,730	2,736	1,211	978	3,820
Construction and development	458	1,857	3,075	3,317	4,725
Total foreclosed assets	3,684	6,318	5,956	7,024	14,661
Total nonperforming assets	\$14,598	\$19,984	\$24,474	\$31,878	\$52,581
Total nonperforming assets as a percentage of total assets	0.44 %	0.62 %	0.90 %	1.15 %	2.53 %
Performing Troubled Debt Restructurings	\$21,251	\$27,043	\$28,263	\$21,891	\$22,179

(1) Purchased-credit impaired ("PCI") loans totaling \$3,353 at June 30, 2018, \$6,664 at June 30, 2017, \$6,607 at June 30, 2016, \$8,158 at June 30, 2015, and \$9,091 at June 30, 2014 are excluded from nonaccruing loans due to the accretion of discounts established in accordance with the acquisition method of accounting for business combinations.

For the years ended June 30, 2018 and 2017, gross interest income which would have been recorded had the nonaccruing loans been current in accordance with their original terms amounted to \$668,000 and \$897,000, respectively. The amount that was included in interest income on such loans was \$702,000 and \$1.0 million, respectively. At June 30, 2018, \$13.9 million in impaired loans were individually evaluated for impairment; \$197,000 of the allowance for loan losses was allocated to these individually impaired loans at period-end. A loan is impaired when it is probable, based on current information and events, that we will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreements. Troubled debt restructurings are also

considered impaired. Impaired loans are measured on an individual basis for individually significant loans based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as a practical expedient, at the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. The amount of impairment, if any, and any subsequent changes are included in the allowance for loan losses.

We record real estate owned ("REO") (property acquired through a lending relationship) at fair value less cost to sell on a non-recurring basis. All REO properties are recorded at amounts which are equal to the fair value of the properties based on independent appraisals (reduced by estimated selling costs) upon transfer of the loans to REO. From time to time, non-recurring fair value adjustments to REO are recorded to reflect partial write-downs based on an observable market price or current appraised value of property. The individual carrying values of these assets are reviewed for impairment at least annually and any additional impairment charges are expensed to operations. For the years ended June 30, 2018 and 2017, we recognized \$539,000 and \$292,000, respectively, of REO impairment charges.

Within our nonaccruing loans, as of June 30, 2018 we had one nonaccrual lending relationship with aggregate loan exposure in excess of \$1.0 million, or 9.4% of our total nonaccruing loans. This loan is a \$1.0 million troubled debt restructuring for construction and development loan secured by improved land zoned for commercial purposes located in Buncombe County, NC. At June 30, 2018, we had \$3.7 million of REO, the largest of which had a book value of \$563,000 and is related to commercial real estate located in Boiling Springs, NC. The second and third largest REO properties at June 30, 2018 consist of multifamily properties located in Bristol, VA with book values of \$549,000 and \$312,000, respectively. At June 30, 2018 all other REO properties have individual book values of less than \$212,000. REO decreased \$2.6 million, to \$3.7 million at June 30, 2018 primarily due to the \$3.9 million in sales of REO, partially offset by \$1.3 million in transfers from loans. The total balance of REO included \$956,000 in land, construction and development projects (both residential and commercial), \$1.7 million in commercial real estate, and \$998,000 in single-family homes at June 30, 2018.

In fiscal 2018, we liquidated \$8.4 million in REO based on contractual loan values at the time of foreclosure, realizing \$3.9 million in net proceeds, or 46.5%, of the foreclosed contractual loan balances. As of June 30, 2018, the book value of our REO, expressed as a percentage of the related contractual loan balances at the time the properties were transferred to REO was 39.8%.

**Other Loans of Concern.** In addition to the nonperforming assets set forth in the table above, as of June 30, 2018, there were 351 accruing loans totaling \$32.8 million with respect to which known information about the possible credit problems of the borrowers have caused management to have concerns as to the ability of the borrowers to comply with present loan repayment terms and which may result in the future inclusion of such items in the nonperforming asset categories. These loans have been considered in management's determination of our allowance for loan losses.

**Classified Assets.** Loans and other assets, such as debt and equity securities considered to be of lesser quality, are classified as "substandard," "doubtful" or "loss." An asset is considered "substandard" if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. "Substandard" assets include those characterized by the "distinct possibility" that the insured institution will sustain "some loss" if the deficiencies are not corrected. Assets classified as "doubtful" have all of the weaknesses in those classified "substandard," with the added characteristic that the weaknesses present make "collection or liquidation in full," on the basis of currently existing facts, conditions and values, "highly questionable and improbable." Assets classified as "loss" are those considered "uncollectible" and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

When we classify a problem asset as either substandard or doubtful, we may establish a specific allowance for loan losses in an amount deemed prudent by management. When we classify problem assets as "loss," we either establish a specific allowance for losses equal to 100% of that portion of the asset so classified or charge off such amount. Our determination as to the classification of our assets and the amount of our valuation allowances is subject to review by our bank regulators, which may order the establishment of additional general or specific loss allowances. Assets which do not currently expose us to sufficient risk to warrant classification in one of the aforementioned categories but possess weakness are designated by us as "special mention."

We regularly review the problem assets in our portfolio to determine whether any assets require classification in accordance with applicable regulations. On the basis of management's review of our assets, at June 30, 2018, our classified assets (consisting of \$29.4 million of loans and \$3.7 million of REO) totaled \$33.1 million, or 1.00%, of our assets, of which \$10.9 million was included in nonaccruing loans. The aggregate amounts of our classified assets and special mention loans at the dates indicated (as determined by management), were as follows:

	At June 30,	
	2018	2017
Classified Assets:	(In thousands)	
Loss	\$31	\$28
Doubtful	952	1,560
Substandard— performing	18,042	29,436

– nonaccruing	0,349	12,869
Total classified loans	29,374	43,893
REO	3,684	6,318
Total classified assets	33,058	50,211
Special mention loans	14,359	18,481
Total classified assets and special mention loans	\$47,417	\$68,692

Allowance for Loan Losses. The allowance for loan losses is a valuation account that reflects our estimation of the losses in our loan portfolio to the extent they are reasonable to estimate. The allowance is maintained through provisions for loan losses that are charged to earnings in the period they are established. We charge losses on loans against the allowance for loan losses when we believe the collection of loan principal is unlikely. Recoveries on loans previously charged off are added back to the allowance.

In recent years, home and lot sales activity and real estate values have improved along with general economic conditions in our market areas resulting in materially lower loan charge-offs and nonaccruing loans than in prior fiscal years. Proactively managing our loan portfolio and

aggressively resolving troubled assets has been and will continue to be a primary focus for us. As a result, our nonperforming assets declined substantially over the last several years. At June 30, 2018, our nonaccruing loans decreased to \$10.9 million as compared to \$13.7 million at June 30, 2017, and \$18.5 million at June 30, 2016. At June 30, 2018, \$5.6 million, or 51.6%, of our total nonaccruing loans were current on their loan payments as compared to \$6.6 million, or 48.0%, of total nonaccruing loans at June 30, 2017. During fiscal 2018 classified assets decreased \$17.2 million, or 34.2%, to \$33.1 million and delinquent loans (loans delinquent 30 days or more) decreased \$5.4 million, or 35.5%, to \$9.8 million at June 30, 2018. There were \$91,000 and \$141,000 in net loan charge-offs during the fiscal years ended June 30, 2018 and 2017, respectively. There was no provision for loan losses during fiscal 2018 or 2017. We did not record a loan loss provision in either fiscal year as our improved risk profile, as indicated by the improvement in our key credit quality metrics, offset any additional allowance that might have been required to cover loan growth. Although we continue to actively engage our borrowers in resolving remaining problem assets, future additions to our allowance for loan losses will be meaningfully influenced by the course of economic conditions in our primary market areas as well as the national economy.

At June 30, 2018, our allowance for loan losses was \$21.1 million, or 0.83%, of our total loan portfolio, and 193.0% of total nonaccruing loans. Excluding loans acquired, which have been recorded at fair value with an appropriate credit discount, the allowance for loan losses was 0.91% of total loans at June 30, 2018. Management's estimation of an appropriate allowance for loan losses is inherently subjective as it requires estimates and assumptions that are susceptible to significant revisions as more information becomes available or as future events change. The level of allowance is based on estimates and the ultimate losses may vary from these estimates. Large groups of smaller balance homogeneous loans, such as residential real estate, small commercial real estate, home equity and consumer loans, are evaluated in the aggregate using historical loss factors adjusted for current economic conditions. Assessing the allowance for loan losses is inherently subjective as it requires making material estimates, including the amount and timing of future cash flows expected to be received. In the opinion of management, the allowance, when taken as a whole, reflects estimated loan losses in our loan portfolio.

A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Future additions to the allowance for loan losses may be necessary if economic and other conditions in the future differ substantially from the current operating environment. In addition, the Federal Reserve and the NCCOB as an integral part of their examination process periodically review our loan and REO portfolios and the related allowance for loan losses and valuation allowance for foreclosed real estate. The regulators may require the allowance for loan losses or the valuation allowance for foreclosed real estate to be increased based on their review of information available at the time of the examination, which would negatively affect our earnings.

The following table summarizes the distribution of the allowance for loan losses by loan category at the dates indicated.

	At June 30, 2018		2017		2016		2015		2014	
	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans	Amount	Percent of loans in each category to total loans
(Dollars in thousands)										
Allocated at end of period to:										
Retail consumer loans:										
One-to-four family	\$3,360	26.29 %	\$4,476	29.08 %	\$6,595	34.04 %	\$7,990	38.61 %	\$10,527	44.09 %
Home equity - originated	1,123	5.44	1,384	6.68	1,997	8.91	1,777	9.56	2,487	9.90
Home equity - purchased	795	6.58	838	6.90	558	7.88	432	4.27	—	—
Construction and land/lots	1,153	2.60	977	2.13	1,344	2.08	1,822	2.73	2,420	3.95
Indirect auto finance	1,126	6.85	881	5.99	1,016	5.92	464	3.11	113	0.59
Consumer	68	0.49	57	0.34	61	0.25	128	0.22	184	0.42
Commercial loans:										
Commercial real estate	8,195	33.94	7,351	31.04	6,430	26.55	6,339	26.20	5,439	25.21
Construction and development	3,346	7.60	3,166	8.42	1,908	4.74	1,581	3.83	1,241	3.78
Commercial and industrial	1,476	5.89	1,524	5.12	721	4.00	1,104	5.03	249	4.97
Municipal leases	418	4.32	497	4.30	662	5.63	737	6.44	769	7.09
Total loans	\$21,060	100.00 %	\$21,151	100.00 %	\$21,292	100.00 %	\$22,374	100.00 %	\$23,429	100.00 %



The following table sets forth an analysis of our allowance for loan losses at the dates and for the periods indicated.

	Years Ended June 30,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Balance at beginning of period:	\$21,151	\$21,292	\$22,374	\$23,429	\$32,073
Provision for (recovery of) loan losses	—	—	—	150	(6,300 )
Charge-offs:					
Retail consumer loans:					
One-to-four family	538	439	799	1,878	3,269
Home equity - originated	9	18	94	551	330
Home equity - purchased	—	48	—	—	—
Construction and land/lots	2	165	321	483	804
Indirect auto finance	578				