Oconee Federal Financial Corp.
Form 10-K
September 24, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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: 001-35033

Oconee Federal Financial Corp.
(Exact Name of Registrant as Specified in its Charter)

Federal	**32-0330122**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
201 East North Second Street, Seneca, South Carolina	**29678**
(Address of Principal Executive Offices)	(Zip Code)

(864) 882-2765
(Registrant's Telephone Number Including Area Code)

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

Title of Each Class	**Name of Each Exchange on Which Registered**
Common Stock, par value $0.01 per share	The NASDAQ Stock Market, LLC

Securities Registered Pursuant to Section 12(g) of the Act: **None**

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 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 reports), and (2) has been subject to such requirements for the past 90 days.
Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or 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 (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of 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", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Emerging growth company

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

As of September 13, 2018 there were 5,756,157 shares outstanding of the registrant's common stock. The aggregate value of the voting and non-voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of the common stock as of December 31, 2017 was $45.5 million.

DOCUMENTS INCORPORATED BY REFERENCE

1. Portions of the Proxy Statement for the 2018 Annual Meeting of Stockholders. (Part III)

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PART I

ITEM 1. *Business*

Forward Looking Statements

This annual report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include, but are not limited to:

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

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

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

- our ability to manage our operations in response to changes in economic conditions (including real estate values, loan demand, inflation, commodity prices and employment levels) nationally and in our market areas;
- adverse changes in the financial industry, securities, credit and national and local real estate markets (including real estate values);
- significant increases in our delinquencies and loan losses, including as a result of our inability to resolve classified assets, changes in the underlying cash flows of our borrowers, and management's assumptions in determining the adequacy of the allowance for loan losses;
- credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and in our allowance and provision for loan losses;
- use of estimates for determining the fair value of certain of our assets, which may prove to be incorrect and result in significant declines in valuations;
- increased competition among depository and other financial institutions;
- our ability to attract and maintain deposits, including by introducing new deposit products;
- changes in interest rates generally, including changes in the relative differences between short term and long term interest rates and in deposit interest rates, that may affect our net interest margin and funding sources;
- fluctuations in the demand for loans, which may be affected by the number of unsold homes, land and other properties in our market areas and by declines in the value of real estate in our market area;
- declines in the yield on our assets resulting from the current low interest rate environment;
- our ability to successfully implement our business strategies;
- risks related to a high concentration of loans secured by real estate located in our market areas;
- changes in the level of government support of housing finance;
- the results of examinations by our regulators, including the possibility that our regulators may, among other things, require us to increase our allowance for loan losses, write down assets, change our regulatory capital position, limit our ability to borrow funds or maintain or increase deposits, or prohibit us from paying dividends, which could adversely affect our dividends and earnings;
- our ability to enter new markets successfully and capitalize on growth opportunities;

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

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

our reliance on a small executive staff;

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

changes in consumer spending, borrowing and savings habits;

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

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our ability to control costs and expenses, particularly those related to operating as a publicly traded company;
other changes in our financial condition or results of operations that reduce capital available to pay dividends;
other changes in the financial condition or future prospects of issuers of securities that we own, including our stock in the Federal Home Loan Bank ("FHLB") of Atlanta; and
other economic, competitive, governmental, regulatory and operational factors affecting our operations, pricing, products and services.

Oconee Federal Financial Corp.

Oconee Federal Financial Corp. (the "Company") is a federally-chartered corporation that was incorporated in January 2011 to be the mid-tier stock holding company for Oconee Federal Savings and Loan Association ("Association") in connection with the mutual holding company reorganization of Oconee Federal Savings and Loan Association.

As of June 30, 2018, Oconee Federal Financial Corp. had 5,774,589 shares outstanding and a market capitalization of approximately $167.1 million.

The executive offices of Oconee Federal Financial Corp. are located at 201 East North Second Street, Seneca, South Carolina 29678, and the telephone number is (864) 882-2765. Our website address is www.oconeefederal.com. Information on our website should not be considered a part of this annual report. Oconee Federal Financial Corp. is subject to comprehensive regulation and examination by the Board of Governors of the Federal Reserve System. At June 30, 2018, we had total assets of $488.0 million, total deposits of $387.6 million and total equity of $84.9 million. We recorded net income of $3.0 million for the year ended June 30, 2018.

Oconee Federal Savings and Loan Association

Oconee Federal Savings and Loan Association is a federally chartered savings and loan association headquartered in Seneca, South Carolina. Oconee Federal Savings and Loan Association was originally chartered by the State of South Carolina in 1924 and in 1991 it converted to a federal charter.

Our principal business consists of attracting retail deposits from the general public in our market area and investing those deposits, together with funds generated from operations, in one-to-four family residential mortgage loans and, to a lesser extent, nonresidential mortgage, construction and land, agricultural and other loans. We also invest in U.S. Government and federal agency securities, mortgage-backed securities, municipal securities and short-term deposits. We have also used borrowed funds as a source of funds, and we borrow principally from the Federal Home Loan Bank of Atlanta. We conduct our business from our executive office, seven full service branch offices and two loan production offices. Our branch offices are located in Oconee County, South Carolina, Stephens County, Georgia and Rabun County, Georgia. Our loan production offices are located in Pickens County and Greenville County, South Carolina. Our primary market area consists of the counties where we have offices and the nearby communities and townships in adjacent counties in South Carolina and Georgia.

Oconee Federal Savings and Loan Association is subject to comprehensive regulation and examination by the Office of the Comptroller of the Currency. Oconee Federal Savings and Loan Association is a member of the Federal Home Loan Bank system.

Oconee Federal, MHC

Oconee Federal, MHC is a federally-chartered mutual holding company formed in January 2011 to become the mutual holding company of Oconee Federal Financial Corp. in connection with the mutual holding company reorganization of Oconee Federal Savings and Loan Association. As a mutual non-stock holding company, Oconee Federal, MHC has as its members all current holders of deposit accounts at Oconee Federal Savings and Loan Association and certain borrowers of as of October 21, 1991, whose borrowings remain outstanding. As a mutual holding company, Oconee Federal, MHC is required by law to own a majority of the voting stock of Oconee Federal Financial Corp. Oconee Federal, MHC is not currently, and at no time has been, an operating company.

Market Area

We conduct business through our executive office, four full service branches in Seneca, Walhalla, and Westminster South Carolina, three full service branches in Toccoa and Clayton, Georgia, and two loan production offices in Clemson and Greer, South Carolina. All five of our South Carolina full service branches are located in Oconee County, which is located on the I-85 corridor between the Charlotte and Atlanta metropolitan areas, approximately 120 miles south of Charlotte and approximately 120 miles north of Atlanta. Our South Carolina full service branches are also located approximately 40 miles south of Greenville, South Carolina, and 10 miles from Clemson, South Carolina. Two of our Georgia branches are located in Stephens County and one is located in Rabun County. Both counties border Oconee County, South Carolina. We also have a loan production office in both Clemson and Greer South Carolina.

Our primary market area, which consists of Oconee County, South Carolina and Stephens and Rabun Counties, Georgia and their nearby communities and townships in adjacent counties in both South Carolina and Georgia, is mostly rural and suburban in nature. Our primary market area economy has historically been concentrated in manufacturing. The regional economy is fairly diversified, with services, wholesale/retail trade, manufacturing and government providing the primary support. In addition, Oconee County and nearby counties are experiencing an increase in retiree populations.

Competition

Competition for making loans and attracting deposits in our primary market area is intense, particularly in light of the relatively modest population base of our primary markets and the relatively large number of institutions that maintain a presence in the area. Financial institution competitors in our primary market area include other locally-based commercial banks, thrifts and credit unions, as well as regional and super-regional banks. We also compete with depository and lending institutions not physically located in our primary market area but capable of doing business remotely, mortgage loan originators and mortgage brokers and other companies in the financial services industry, such as investment firms, mutual funds and insurance companies. Some of our competitors offer products and services that we currently do not offer, such as investment services, trust services and private banking. To meet our competition, we seek to emphasize our community orientation, local and timely decision making and superior customer service. As of June 30, 2018 the most recent date of available data, our market share of deposits represented 23.0%, 24.8%, and 8.0% of FDIC-insured deposits in Oconee County, South Carolina, Stephens County, Georgia, and Rabun County, Georgia, respectively.

Lending Activities

The principal lending activity of Oconee Federal Savings and Loan Association is originating one-to-four family residential mortgage loans and, to a lesser extent, home equity loans and lines of credit, nonresidential real estate loans, construction and land loans, commercial loans, agricultural loans, and other loans. We increased our loan portfolio of nonresidential real estate loans, home equity loans and lines of credit, and added agricultural loans and to a much lesser extent than the other segments, commercial and industrial loans through a prior year acquisition. We plan to continue to maintain in our portfolio the loans we acquired that are of sound credit quality and to increase our lending in nonresidential real estate loans and commercial loans to a modest extent in our primary market area.

Loan Portfolio Composition. The following table sets forth the composition of our loan portfolio by type of loan at the dates indicated:

	At June 30,					
	2018		2017		2016	
	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)					
Real estate loans:						
One-to-four family	$269,868	82.34 %	$259,854	84.49 %	$241,079	82.55 %
Multi-family	1,735	0.53	1,864	0.61	1,994	0.68
Home equity	3,914	1.19	4,900	1.59	6,575	2.25
Nonresidential	17,591	5.37	19,176	6.23	20,299	6.95
Agricultural	1,272	0.39	1,441	0.47	2,957	1.01
Construction and land	27,513	8.39	15,254	4.96	14,083	4.82
Total real estate loans	321,893	98.21	302,489	98.35	286,987	98.26
Commercial and industrial	326	0.10	51	0.02	176	0.06
Consumer and other loans	5,539	1.69	5,018	1.63	4,900	1.68
Total loans	$327,758	100.00 %	$307,558	100.00 %	$292,063	100.00%
Allowance for loan losses	(1,097)		(1,016)		(922)	
Loans, net	$326,661		$306,542		$291,141	

	At June 30,			
	2015		2014	
	Amount	**Percent**	**Amount**	**Percent**
	(Dollars in thousands)			
Real estate loans:				
One-to-four family	$255,219	82.52 %	$213,585	92.55 %
Multi-family	2,572	0.83	252	0.11
Home equity	8,198	2.65	227	0.10
Nonresidential	25,839	8.35	8,398	3.62
Construction and land	14,510	4.69	7,578	3.30
Total real estate loans	306,338	99.05	230,039	99.68
Consumer and other loans	2,929	0.95	747	0.32
Total loans	$309,267	100.00 %	$230,786	100.00 %
Allowance for loan losses	(1,008)		(855)	
Loans, net	$308,259		$229,931	

Contractual Maturities and Interest Rate Sensitivity. The following table summarizes the scheduled repayments of our loan portfolio at June 30, 2018. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less. Loans are presented net of loans in process.

	Real Estate Loans								
	One-to-Four Family	Multi-family	Home Equity	Non-Residential	Agricultural	Construction and Land	Commercial and Industrial	Consumer and Other	Total
	(Dollars in thousands)								
Amounts due in:									
One year or less	$2,058	$ —	$1,498	$ 28	$ 199	$ 5,499	$ —	$ 4,282	$13,564
More than one to five years	13,408	177	672	5,269	39	4,949	209	1,065	25,788
More than five to ten years	28,829	1,558	1,651	6,081	349	6,402	117	34	45,021
More than ten years	225,573	—	93	6,213	685	10,663	—	158	243,385
Total	$269,868	$ 1,735	$3,914	$ 17,591	$ 1,272	$ 27,513	$ 326	$ 5,539	$327,758

For loans with maturities greater than one year from June 30, 2018, $25.2 million have variable rates and $289.0 million have fixed rates.

Loan Approval Procedures and Authority. Pursuant to federal law, the aggregate amount of loans that Oconee Federal Savings and Loan Association is permitted to make to any one borrower or a group of related borrowers is generally limited to 15% of Oconee Federal Savings and Loan Association's unimpaired capital and surplus (25% if the amount in excess of 15% is secured by "readily marketable collateral" or 30% for certain residential development loans). At June 30, 2018, based on the 15% limitation, Oconee Federal Savings and Loan Association's loans-to-one-borrower limit was approximately $11.4 million. At June 30, 2018, our largest loan relationship with one borrower was for approximately $3.5 million secured by a brokerage account and was performing in accordance with its terms on that date.

Our lending is subject to written underwriting standards and origination procedures. Decisions on loan applications are made on the basis of detailed applications submitted by the prospective borrower, credit histories that we obtain, and property valuations (consistent with our appraisal policy) prepared by outside independent licensed appraisers approved by our board of directors as well as internal evaluations, where permitted by regulations. The loan applications are designed primarily to determine the borrower's ability to repay the requested loan, and the more significant items on the application are verified through use of credit reports, financial statements and tax returns.

Under our loan policy, the loan officer processing an application is responsible for ensuring proposals and approval of any extensions of credit are in compliance with internal policies and procedures and applicable laws and regulations, and for establishing and maintaining credit files and documentation sufficient to support the loan and to perfect any collateral position.

Our lending officers do not have individual lending authority. We have a tiered approval process requiring multiple officers and/or committee approval depending on the size of the loan credit exposure. Total credit exposure is the sum total of all loans that a customer has directly or guarantees with Oconee Federal. To ensure adequate liquidity, under our loan policy, aggregate loans outstanding should not exceed our total deposits and advances from the Federal

Home Loan Bank of Atlanta.

Generally, we require title insurance or abstracts on our mortgage loans as well as fire and extended coverage casualty insurance in amounts at least equal to the principal amount of the loan or the value of improvements on the property, depending on the type of loan.

One-to-four Family Residential Real Estate. The cornerstone of our lending program has long been the origination of long-term loans secured by mortgages on owner-occupied one-to-four family residences. These loans are made in amounts generally with loan-to-value ratios of up to 80% for traditional owner-occupied homes. For traditional homes, we may originate loans with loan-to-value ratios in excess of 80% if the borrower obtains mortgage insurance or provides readily marketable collateral. We may make exceptions for special loan programs that we offer. At June 30, 2018, $269.9 million, or 82.3% of our total loan portfolio, consisted of one-to-four family residential mortgage loans. Virtually all of the residential mortgage loans we originate are secured by properties located in our market area.

The repayment terms of our mortgage loans are generally up to 30 years for traditional homes and up to 15 years for manufactured or modular homes. The repayment terms of non-owner-occupied homes are generally up to 15 years for fixed-rate loans and up to 30 years for adjustable-rate loans. Although we typically retain in our portfolio the loans we originate, we generally originate our fixed-rate one-to-four family residential loans in accordance with secondary market standards. Due to consumer demand in the current low market interest rate environment, most of our recent originations are 15- to 30-year fixed-rate loans secured by one-to-four family residential real estate.

We evaluate both the borrower’s ability to make principal, interest and escrow payments and the value of the property that will secure the loan. Our one-to-four family residential mortgage loans do not currently include prepayment penalties and do not produce negative amortization. Our one-to-four family residential mortgage loans customarily include due-on-sale clauses giving us the right to declare the loan immediately due and payable in the event that, among other things, the borrower sells the property subject to the mortgage.

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

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

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

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

We consider a number of factors in originating nonresidential real estate loans. We evaluate the qualifications and financial condition of the borrower, including credit history, cash flows, the applicable business plan, the financial resources of the borrower, the borrower’s experience in owning or managing similar property and the borrower’s payment history with us and other financial institutions. In evaluating the property securing the loan, the factors we consider include the net operating income of the mortgaged property before debt service and depreciation, the ratio of the loan amount to the appraised value of the mortgaged property and the debt service coverage ratio (the ratio of net operating income to debt service). The collateral underlying all nonresidential real estate loans is appraised by outside independent appraisers approved by our board of directors. Personal guarantees may be obtained from the principals of nonresidential real estate borrowers.

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

Agricultural. Agricultural loans are secured by farmland and related improvements in our market area. These loans generally have terms of five to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of these loans is generally 75%.

Loans secured by agricultural real estate generally are larger than one-to-four family residential loans and involve greater credit risk. Agricultural real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions.

Construction and Land. We generally make construction loans to individuals for the construction of their primary residences and to commercial businesses for their real estate needs. These loans generally have maximum terms of twelve months, and upon completion of construction convert to conventional amortizing mortgage loans. Residential construction loans have rates and terms comparable to one-to-four family residential mortgage loans that we originate. Commercial construction loans have rates and terms comparable to other commercial real estate loans that we originate. During the construction phase, the borrower generally pays interest only. The maximum loan-to-value ratio of our owner-occupied construction loans is 80%. Residential construction loans are generally underwritten pursuant to the same guidelines used for originating permanent residential mortgage loans. Commercial construction loans are generally underwritten pursuant to the same guidelines used for originating other commercial real estate loans. We make loans secured by land to complement our construction lending activities. These loans have terms of up to 10 years, and maximum loan-to-value ratios of 75% for improved lots and 65% for unimproved land.

The application process for a construction loan includes a submission of accurate plans, specifications and costs of the project to be constructed or developed, a copy of the deed or plat survey of the real estate involved in the loan and an appraisal of the proposed collateral for the loan. Our construction loan agreements generally provide that loan proceeds are disbursed in increments as construction progresses. Outside independent licensed or certified appraisers or architects inspect the progress of the construction of the dwelling before disbursements are made.

To the extent our construction loans are not made to owner-occupants of single-family homes, they are more vulnerable to changes in economic conditions and the concentration of credit with a limited number of borrowers. Further, the nature of these loans is such that they are more difficult to evaluate and monitor. Our risk of loss on a construction or land loan is dependent largely upon the accuracy of the initial estimate of the property’s value upon completion of the project and the estimated cost (including interest) of the project. If the estimate of value proves to be inaccurate, we may be confronted, at or prior to the maturity of the loan, with a project with a value which is insufficient to assure full repayment and/or the possibility of having to make substantial investments to complete and sell the project. Because defaults in repayment may not occur during the construction period, it may be difficult to identify problem loans at an early stage.

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

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

Consumer. We offer installment loans for various consumer purposes, including the purchase of automobiles, boats, and for other legitimate personal purposes. The maximum terms of consumer loans is 18 months for unsecured loans, 12 months for loans secured by marketable securities and 18 to 60 months for loans secured by a vehicle, depending on the age of the vehicle. We generally only extends consumer loans to existing customers or their immediate family members, and these loans generally have relatively low balances. To date, our consumer lending, apart from home equity loans, has been quite limited.

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

Originations, Purchases and Sales of Loans

Lending activities are conducted solely by our salaried personnel operating at our main and branch office locations. All loans originated by us are underwritten pursuant to our policies and procedures. We originate both fixed-rate and adjustable-rate loans. Our ability to originate fixed or adjustable-rate loans is dependent upon relative customer demand for such loans, which is affected by current and expected future levels of market interest rates. We originate real estate and other loans through our salaried loan officers, marketing efforts, our customer base, walk-in customers and referrals from real estate brokers, builders and attorneys.

Secondary Mortgage Lending

We have access to secondary mortgage lending programs. As such we originated and sold $4.5 million of conforming one-to-four residential real estate mortgage loans for the year ended June 30, 2018.

Delinquencies and Nonperforming Assets

Delinquency Procedures. It is the policy of the Association to promptly identify all delinquent loan accounts and use all reasonable and legal means either to cure the delinquencies or to take prompt legal action to foreclose, repossess or liquidate the collateral.

When we acquire real estate as a result of foreclosure, the real estate is classified as real estate owned. Real estate owned is initially recorded at fair value less costs to sell. Thereafter, it is recorded at the lower of carrying amount or fair value, less estimated costs to sell. Soon after acquisition, we order a new appraisal to determine the current market value of the property. Any excess of the recorded value of the loan satisfied over the market value of the property is charged against the allowance for loan losses, or, if the existing allowance is inadequate, charged to expense of the current period. After acquisition, all costs incurred in maintaining the property are expensed. Costs relating to the development and improvement of the property, however, are capitalized to the extent of estimated fair value less estimated costs to sell. Subsequent impairments in value of real estate owned are recorded as an impairment loss.

Delinquent Loans. The following table sets forth our loan delinquencies by type and amount at the dates indicated:

	At June 30, 2018				2017			
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due
	(Dollars in thousands)							
Real estate loans:								
One-to-four family	$5,180	$1,787	$897	$7,864	$6,143	$1,109	$1,100	$8,352
Multi-family	—	—	—	—	—	—	—	—
Home equity	106	84	40	230	161	—	40	201
Nonresidential	376	179	—	555	—	43	—	43
Agricultural	—	424	—	424	—	448	—	448
Construction and land	50	34	—	84	40	—	35	75
Total real estate loans	5,712	2,508	937	9,157	6,344	1,600	1,175	9,119

Commercial and industrial	—	—	—	—	—	—	—	—
Consumer and other loans	—	—	—	—	10	1	—	11
Total	$5,712	$2,508	$937	$9,157	$6,354	$1,601	$1,175	$9,130

Total delinquencies increased $27 thousand, or 0.3%, to $9.2 million at June 30, 2018 as compared to total delinquencies of $9.1 million at June 30, 2017. We count loans with partial payments due as delinquent.

Classified Assets. Federal regulations provide for the classification of loans and other assets, such as debt and equity securities considered to be of lesser quality, 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 by 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 inherent 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 allowance is not warranted. Assets which do not currently expose the insured institution to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses are designated as "special mention" by our management.

When an insured institution classifies problem assets as either substandard or doubtful, it may establish general allowances in an amount deemed prudent by management to cover probable accrued losses. General allowances represent loss allowances which have been established to cover probable accrued losses associated with lending activities, but which, unlike specific allowances, have not been allocated to particular problem assets. When an insured institution classifies problem assets as "loss," it is required either to establish a specific allowance for losses equal to 100% of that portion of the asset so classified or to charge-off such amount. An institution's determination as to the classification of its assets and the amount of its valuation allowances is subject to review by the regulatory authorities, which may require the establishment of additional general or specific loss allowances.

In connection with the filing of our periodic reports to our regulators and in accordance with our classification of assets policy, we regularly review the problem loans in our portfolio to determine whether any loans require classification in accordance with applicable regulations.

On the basis of this review of our assets, our classified or special mention assets at the dates indicated were as set forth below. Special mention and substandard assets are presented gross of allowance, and doubtful assets are presented net of allowance.

	At June 30,	
	2018	2017
	(Dollars in thousands)	
Special mention assets	$4,998	$4,621
Substandard assets	8,627	7,766
Doubtful assets	—	—
Loss assets	—	—
Real estate owned	1,074	865
Total Special mention and Classified assets	$14,699	$13,252

Real estate owned assets increased by $209 thousand, or 24.2%, to $1.1 million at June 30, 2018 from $865 thousand at June 30, 2017. Our substandard assets increased by $861 thousand, or 11.1%, to $8.6 million at June 30, 2018 from $7.8 million at June 30, 2017. Our overall classified asset totals increased by $1.4 million, or 10.9%, to $14.7 million at June 30, 2018 from $13.3 million at June 30, 2017. Special mention assets at June 30, 2018 consisted primarily of one-to-four family real estate loans of $3.4 million, nonresidential real estate loans of $1.1 million, and $505 thousand of other loans as compared to the June 30, 2017 balances which consisted primarily of one-to-four family real estate loans of $2.7 million, nonresidential real estate loans of $1.4 million, and $569 thousand of other loans. Substandard assets at June 30, 2018 consisted primarily of $6.7 million in one-to-four family residential real estate loans, $1.2 million of nonresidential real estate loans and $697 thousand of other loans as compared to the June 30, 2017 balances which consisted primarily of $6.5 million in one-to-four family residential real estate loans, $710 thousand of nonresidential real estate loans and $514 thousand of other loans.

Loans classified as substandard and doubtful are considered to be impaired loans. Impaired loans are loans that we do not reasonably believe that we will collect all contractual principal and interest payments due on the loans. Those over $250 thousand are individually evaluated to determine if a specific loss reserve is required. All others are collectively evaluated. The recorded investment of these loans at June 30, 2018 was $8.6 million, an increase of $861 thousand from $7.8 million at June 30, 2017. There were no specific allowances reserved for these loans at June 30, 2018. Specific allowances of $8 thousand were reserved for these loans at June 30, 2017.

Nonperforming Assets. We generally cease accruing interest on our loans when contractual payments of principal or interest have become 90 days delinquent unless the loan is well-secured and in the process of collection. Loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not received for loans placed on nonaccrual are reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until the loans qualify for return to accrual. Generally, loans are restored to accrual status when all the principal and interest amounts contractually due are brought current, and future payments are reasonably assured. Loans are moved to nonaccrual status in accordance with our policy, which is typically after 90 days of non-payment. Loans for which the terms have been modified and for which (i) the borrower is experiencing financial difficulties and (ii) we have granted a concession to the borrower are considered troubled debt restructurings ("TDRs") and are included in impaired loans and leases. Income on nonaccrual loans or leases, including impaired loans and leases but excluding certain TDRs which continue to accrue interest, is recognized on a cash basis when and if actually collected. For the year ended June 30, 2018, there were no defaults on any loans that were considered TDRs. At June 30, 2018, all TDRs were on nonaccrual status.

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

	At June 30,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Nonaccrual loans:					
Real estate loans:					
One-to-four family	$3,969	$2,762	$2,133	$2,311	$1,647
Multi-family	—	—	—	—	—
Home equity	40	89	126	—	—
Nonresidential	908	43	942	1,379	—
Agricultural	445	514	531	487	—
Construction and land	19	75	25	—	—
Total real estate loans	5,381	3,483	3,757	4,177	1,647
Commercial and industrial	—	—	—	—	—
Consumer and other loans	1	—	—	—	—
Total nonaccrual loans	$5,382	$3,483	$3,757	$4,177	$1,647
Accruing loans past due 90 days or more:					
Real estate loans:					
One-to-four family	$—	$—	$—	$—	$—
Multi-family	—	—	—	—	—
Home equity	—	—	—	—	—
Nonresidential	—	—	—	—	—
Agricultural	—	—	—	—	—
Construction and land	—	—	—	—	—
Total real estate loans	—	—	—	—	—
Commercial and industrial	—	—	—	—	—
Consumer and other loans	—	—	—	—	—
Total accruing loans past due 90 days or more	—	—	—	—	—
Total of nonaccrual and 90 days or more past due loans	$5,382	$3,483	$3,757	$4,177	$1,647
Real estate owned:					
One-to-four family	$91	$152	$899	$1,335	$744
Multi-family	—	—	—	—	—
Home equity	—	—	267	—	—
Nonresidential	983	713	188	365	—
Construction and land	—	—	—	392	—
Total real estate owned	1,074	865	1,354	2,092	744
Other nonperforming assets	—	—	—	—	—
Total nonperforming assets	$6,456	$4,348	$5,111	$6,269	$2,391
Accruing troubled debt restructurings	$—	$—	$—	$—	$—
Accruing troubled debt restructurings and total nonperforming assets	$6,456	$4,348	$5,111	$6,269	$2,391
Total nonperforming loans to total loans	1.64 %	1.13 %	1.29 %	1.35 %	0.71 %
Total nonperforming assets to total assets	1.32 %	0.90 %	1.05 %	1.32 %	0.66 %
Total nonperforming assets to loans and real estate owned	1.96 %	1.41 %	1.74 %	2.01 %	1.03 %

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All nonperforming loans in the table above were classified either as substandard or doubtful. There were no other loans that are not already disclosed where there is information about possible credit problems of borrowers that caused us serious doubts about the ability of the borrowers to comply with present loan repayment terms and that may result in disclosure of such loans in the future.

Interest income that would have been recorded had our nonaccrual loans been current in accordance with their original terms was $323 thousand for the year ended June 30, 2018. Interest of $43 thousand was recognized on these loans and is included in net income for the year ended June 30, 2018. Interest income that would have been recorded had our trouble debt restructured loans been current in accordance with their original terms was $163 thousand for the year ended June 30, 2018. Interest recognized on TDRs during the year ended June 30, 2018 totaled $17 thousand.

Allowance for Loan Losses

Analysis and Determination of the Allowance for Loan Losses. Our allowance for loan losses is the amount considered necessary to reflect probable losses inherent in our loan portfolio. We evaluate the need to establish allowances against losses on loans on a quarterly basis. When additional allowances are necessary, a provision for loan losses is charged to earnings.

Our methodology for assessing the appropriateness of the allowance for loan losses consists of two key elements: (a) specific allowances for identified problem loans; and (b) a general valuation allowance on the remainder of the loan portfolio. Although we determine the amount of each element of the allowance separately, the entire allowance for loan losses is available for the entire portfolio.

Specific Allowances for Identified Problem Loans. We establish a specific allowance when loans are determined to be impaired. Loss is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses. Factors in identifying a specific problem loan include:

- the strength of the customer’s personal or business cash flows;
- the availability of other sources of repayment;
- the amount due or past due;
- the type and value of collateral;
- the strength of our collateral position;
- the estimated cost to sell the collateral; and
- the borrower’s effort to cure the delinquency.

In addition, for loans secured by real estate, we consider the extent of any past due and unpaid property taxes applicable to the property serving as collateral on the mortgage.

General Valuation Allowance of the Loan Portfolio. We establish a general allowance for smaller balance, homogenous loans that are not otherwise specifically impaired to recognize the probable incurred losses within our portfolio, but which, unlike specific allowances, has not been allocated to particular problem loans. In estimating this portion of the allowance, we apply loss factors to each loan portfolio segment. Loans not identified as impaired are aggregated into homogenous pools of loans, or segments, which share similar risk characteristics, primarily based on the type of loan, the purpose of the loan, and the underlying collateral supporting the loan. We estimate our loss factors taking into consideration both quantitative and qualitative aspects that would affect our estimation of probable incurred losses. These aspects include, but are not limited to historical charge-offs; loan delinquencies and foreclosure trends; current economic trends and demographic data within our primary market area such as unemployment rates and population trends; current trends in real estate values within our market area; charge-off trends of other comparable institutions; the results of any internal loan reviews; loan to value ratios; our historically conservative credit risk policy; the strength of our underwriting and ongoing credit monitoring function; and other relevant factors.

We evaluate our loss factors quarterly to ensure their relevance in the current real estate and economic environment, and we review the allowance for loan losses (as a percentage of total loans) maintained by us relative to other thrift institutions within our peer group, taking into consideration the other institutions' delinquency trends, charge-offs, nonperforming loans, and portfolio composition as a basis for validation for the adequacy of our overall allowance for loan loss.

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Acquired Loans. We separate loans that we have acquired through a business combination from loans that we have originated when computing the general valuation allowance. We do this as loans that we have acquired have a completely different risk profile as these loans were originated from a different demographic market from ours and underwritten and collateralized according to different lending policies and practices. Therefore, we apply different loss factors to those loans in determining the general valuation allowance. These loss factors represent the credit discounts used in the original fair value determinations made on the date of acquisition of these loans. We will continue to evaluate these factors on a quarterly basis based on both quantitative and qualitative considerations and revise these factors as necessary.

Acquired loans that are identified as purchased credit impaired (PCI) will continue to be classified as PCI for their remaining lives, even if modified, extended or renewed, unless they meet the criteria for a TDR. We perform the same type of evaluation for these loans as any other loan that we believe to be impaired. Each PCI loan is evaluated on an individual basis quarterly.

Overall Allowance. Our allowance at June 30, 2018 reflects a general valuation component of $1.1 million and no specific component of specific loans determined to be impaired. In comparison, our allowance at June 30, 2017 consisted of a general valuation component of $1.0 million and a specific component of $8 thousand. The overall allowance increased $81 thousand and remained stable as a percentage of total loans at 0.33% June 30, 2018 and 2017. Impaired loans increased from $7.8 million to $8.6 million from June 30, 2017 to June 30, 2018.

At June 30, 2018, all individually evaluated impaired loans were within our acquired loan portfolio and totaled $3.5 million, all of which were purchased credit impaired. There was no impairment measured on these loans. At June 30, 2017, within our acquired loan portfolio, we had a total of $3.7 million in individually evaluated impaired loans, all of which were purchased credit impaired. The amount of impairment measured on these loans was $8 thousand.

Within our originated portfolio, there were no loans specifically identified as impaired at June 30, 2018 or June 30, 2017. To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the years ended June 30, 2018 and 2017. Net charge-offs for the year ended June 30, 2018 were $27 thousand compared to $109 thousand for the year ended June 30, 2017.

Allowance for Loan Losses. The following table sets forth activity in our allowance for loan losses for the years indicated:

	Year Ended June 30,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Allowance at beginning of year	$1,016	$922	$1,008	$855	$751
Provision for loan losses	108	203	451	195	108
Charge-offs:					
Real estate loans					
One-to-four family	—	(33)	(447)	—	(4)
Multi-family	—	—	—	—	—
Home equity	(13)	—	(72)	(40)	—
Nonresidential	—	(77)	—	—	—
Agricultural	—	—	—	—	—
Construction and land	(26)	—	(9)	—	—
Commercial and industrial	—	—	—	—	—
Consumer and other loans	(1)	(1)	(9)	(2)	—
Total charge-offs	(40)	(111)	(537)	(42)	(4)
Recoveries:					
Real estate loans					
One-to-four family	—	2	—	—	—
Multi-family	—	—	—	—	—
Home equity	13	—	—	—	—
Nonresidential	—	—	—	—	—
Agricultural	—	—	—	—	—
Construction and land	—	—	—	—	—
Commercial and industrial	—	—	—	—	—
Consumer and other loans	—	—	—	—	—
Total recoveries	13	2	—	—	—
Net charge-offs	(27)	(109)	(537)	(42)	(4)
Allowance at end of year	$1,097	$1,016	$922	$1,008	$855
Allowance to nonperforming loans	20.38%	29.17%	24.54%	24.13%	51.91%
Allowance to total loans outstanding at the end of the year	0.33	0.33	0.31	0.32	0.37
Net charge-offs to average loans outstanding during the year	0.01	0.04	0.18	0.01	0.00

Allocation of Allowance for Loan Losses. The following table sets forth the allowance for loan losses allocated by loan category, the total loan balances by category, and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

	At June 30, 2018 (Dollars in thousands)			2017			2016		
	Amount	% of Allowance to Total Allowance	**% of Loans in Category to Total Loan**	Amount	% of Allowance to Total Allowance	% of Loans in Category to Total Loans	Amount	% of Allowance to Total Allowance	% of Loans in Category to Total Loans
Real estate loans:									
One-to-four family	$939	85.60 %	82.34 %	$900	88.59 %	84.57 %	$733	79.50 %	82.55 %
Multi-family	4	0.36	0.53	4	0.39	0.61	4	0.43	0.68
Home equity	8	0.73	1.19	2	0.20	1.59	2	0.22	2.25
Nonresidential	66	6.02	5.37	63	6.20	6.15	130	14.10	6.95
Agricultural	1	0.09	0.39	1	0.10	0.47	5	0.54	1.01
Construction and land	74	6.75	8.39	35	3.44	4.96	39	4.23	4.82
Total real estate loans	1,092	99.55	98.21	1,005	98.92	98.35	913	99.02	98.26
Commercial and industrial	4	0.36	0.10	4	0.39	0.02	6	0.65	0.06
Consumer and other loans	1	0.09	1.69	7	0.69	1.63	3	0.33	1.68
Total allowance for loan losses	$1,097	100.00 %	100.00 %	$1,016	100.00 %	100.00 %	$922	100.00 %	100.00 %

	At June 30, 2015 (Dollars in thousands)			2014		
	Amount	% of Allowance to Total Allowance	**% of Loans in Category to Total Loans**	Amount	% of Allowance to Total Allowance	% of Loans in Category to Total Loans
Real estate loans:						
One-to-four family	$910	90.28 %	82.52 %	$736	86.08 %	92.55 %
Multi-family	4	0.40	0.83	4	0.47	0.11
Home equity	1	0.10	2.65	1	0.12	0.10
Nonresidential	59	5.85	8.36	52	6.08	3.62
Construction and land	25	2.48	4.69	59	6.90	3.30
Total real estate loans	999	99.11	99.05	852	99.65	99.68
Consumer and other loans	9	0.89	0.95	3	0.35	0.32
Total allowance for loan losses	$1,008	100.00 %	100.00 %	$855	100.00 %	100.00 %

Although we believe that we use the best information available to establish the allowance for loan losses, future adjustments to the allowance for loan losses may be necessary and results of operations could be adversely affected if circumstances differ substantially from the assumptions used in making the determinations. Furthermore, while we believe we have established our allowance for loan losses in conformity with accounting principles generally accepted in the United States of America, regulators, in reviewing our loan portfolio, may request us to increase our allowance for loan losses. In addition, because future events affecting borrowers and collateral cannot be predicted with certainty, the existing allowance for loan losses may not be adequate and increases may be necessary should the quality of any loan deteriorate as a result of the factors discussed above. Any material increase in the allowance for loan losses may adversely affect our financial condition and results of operations.

Investment Activities

General. The goals of our investment policy are to provide and maintain liquidity to meet deposit withdrawal and loan funding needs, to help manage our interest rate risk, and to generate a return on idle funds within the context of our interest rate and credit risk objectives.

Our board of directors approved and adopted our investment policy. The investment policy is reviewed annually by our board of directors and any changes to the policy are subject to the approval of our board of directors. Authority to make investments under the approved investment policy guidelines is delegated to our Investment Committee. All investment transactions are reviewed at regularly scheduled monthly meetings of our board of directors.

Our investment policy permits investments in securities issued by the United States government and its agencies or government sponsored enterprises. We also may invest in mortgage-backed securities and mutual funds that invest in mortgage-backed securities. Our investment policy also permits, with certain limitations, investments in bank-owned life insurance, collateralized mortgage obligations, asset-backed securities, real estate mortgage investment conduits, South Carolina revenue bonds and municipal securities. While equity investments are generally not authorized by our investment policy, such investments are permitted on a case-by-case basis provided such investments are pre-authorized by our board of directors.

At June 30, 2018, we did not have an investment in the securities of any single non-government issuer that exceeded 10% of equity at that date.

Our investment policy does not permit investment in stripped mortgage-backed securities, complex securities and derivatives as defined in federal banking regulations and other high-risk securities. As of June 30, 2018, we held no asset-backed securities other than mortgage-backed securities. Our current policies do not permit hedging activities, such as engaging in futures, options or swap transactions, or investing in high-risk mortgage derivatives, such as collateralized mortgage obligation residual interests, real estate mortgage investment conduit residual interests or stripped mortgage backed securities. At June 30, 2018, none of the collateral underlying our securities portfolio was considered subprime or Alt-A (generally defined as loan collateral having less than full documentation).

Current accounting principles require that, at the time of purchase, we designate a security as either held-to-maturity, available-for-sale, or trading, based upon our ability and intent. Securities available-for-sale and trading securities are reported at fair value and securities held-to-maturity are reported at amortized cost. All securities were classified as available-for-sale at June 30, 2018 and 2017. A periodic review and evaluation of our securities portfolios is conducted to determine if the fair value of any security has declined below its carrying value and whether such decline is other-than-temporary. If such decline is deemed to be other-than-temporary, the security is written down to a new cost basis and the resulting loss is charged against earnings. At June 30, 2018, the fair values of our securities are based on published or securities dealers’ market values. At June 30, 2018, the amortized cost of our securities classified as available-for-sale was $118.3 million compared to $118.7 million at June 30, 2017. The fair value of securities classified as available-for-sale was $115.1 million compared to $118.3 million at June 30, 2017. The decrease in securities classified as available-for-sale is a result of using paydowns and sales of securities to fund our loan demand.

U.S. Government and Federal Agency Obligations. We may invest in U.S. Government and federal agency securities. While these securities generally provide lower yields than other investments in our securities investment portfolio, we maintain these investments, to the extent appropriate, for liquidity purposes, as collateral for borrowings and for prepayment protection.

Mortgage-Backed Securities. At June 30, 2018, the amortized cost and fair value of our mortgage-backed securities portfolio totaled $44.5 million and $43.3 million, respectively. Mortgage-backed securities are securities issued in the secondary market that are collateralized by pools of mortgages. Certain types of mortgage-backed securities are commonly referred to as “pass-through” certificates because the principal and interest of the underlying loans is “passed through” to investors, net of certain costs, including servicing and guarantee fees. Mortgage-backed securities typically are collateralized by pools of one-to-four family or multifamily mortgages, although we invest primarily in mortgage-backed securities backed by one-to-four family mortgages. The issuers of such securities pool and resell the participation interests in the form of securities to investors such as the Company. The interest rate of the security is lower than the interest rates of the underlying loans to allow for payment of servicing and guaranty fees. GNMA, a United States Government agency, and government sponsored enterprises, such as FNMA and FHLMC, either guarantee the payments or guarantee the timely payment of principal and interest to investors. Mortgage-backed securities are more liquid than individual mortgage loans since there is an active trading market for such securities. In addition, mortgage-backed securities may be used to collateralize our borrowings.

Investments in mortgage-backed securities involve a risk that actual payments will be greater or less than the prepayment rate estimated at the time of purchase, which may require adjustments to the amortization of any premium or accretion of any discount relating to such interests, thereby affecting the net yield on our securities. Current prepayment speeds determine whether prepayment estimates require modification that could cause amortization or accretion adjustments. Also, in September 2008, the Federal Housing Finance Agency placed FHLMC and FNMA into conservatorship. The U.S. Treasury Department has established financing agreements to ensure that FHLMC and FNMA meet their obligations to holders of mortgage-backed securities that they have issued or guaranteed. These actions have not affected the markets for mortgage-backed securities issued by FHLMC or FNMA. Both FHLMC and FNMA remain in conservatorship with the Federal Housing Finance Agency.

All of our mortgage-backed securities are issued by government agencies or government-sponsored entities.

Restricted Equity Securities. We invest in the common stock of the Federal Home Loan Bank of Atlanta and in preferred and common stock of First National Bankers Bancshares, Inc. The stock is carried at cost and classified as restricted equity securities. We periodically evaluate the stock for impairment based on ultimate recovery of par value.

Bank-Owned Life Insurance. We invest in bank-owned life insurance to provide us with a funding source for deferred compensation agreements. Bank-owned life insurance also generally provides us noninterest income that is non-taxable. Federal regulations generally limit our investment in bank-owned life insurance to 25% of our Tier 1 capital plus our allowance for loan losses. At June 30, 2018 and 2017, we had $18.6 million and $18.1 million, respectively, invested in bank-owned life insurance.

Securities Portfolio Composition. The following table sets forth the composition of our securities portfolio at the dates indicated:

	At June 30,					
	2018		2017		2016	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)					
Securities available-for-sale:						
FHLMC common stock	$20	$129	$20	$182	$20	$151
Certificates of deposit	5,485	5,391	6,230	6,228	7,470	7,534
Corporate debt securities	—	—	—	—	8,932	9,116
Municipal securities	43,393	42,338	39,847	39,799	33,508	34,481
SBA loan pools	401	403	563	565	1,268	1,273
CMOs	10,529	10,084	13,024	12,785	—	—
U.S. Government agency mortgage-backed securities	44,490	43,290	44,884	44,825	68,103	69,403
U.S. Government agencies	14,027	13,511	14,082	13,950	9,957	10,126
Total available-for-sale	$118,345	$115,146	$118,650	$118,334	$129,258	$132,084

Securities Portfolio Maturities and Yields. The following table sets forth the contractual maturities and weighted average yields of our securities portfolio at June 30, 2018. Mortgage-backed securities are anticipated to be repaid in advance of their contractual maturities as a result of projected mortgage loan prepayments. The weighted average life of the mortgage-backed securities in our portfolio at June 30, 2018 was 3.7 years.

	One Year or Less		More than One Year to Five Years		More than Five Years to Ten Years	
	Amortized Cost	**Weighted Average Yield**	**Amortized Cost**	Weighted Average Yield	**Amortized Cost**	**Weighted Average Yield**
	(Dollars in thousands)					
Securities available-for-sale:						
FHLMC common stock	$—	— %	$—	— %	$—	— %
Certificates of deposit	996	1.76	4,489	1.90	—	—
Municipal securities	—	—	8,483	1.91	25,209	2.29
SBA loan pools	—	—	401	4.12	—	—
CMOs	—	—	8,789	2.07	1,740	2.01
U.S. Government agency mortgage-backed securities	420	2.02	38,992	2.28	5,078	2.45
U.S. Government agency bonds	—	—	6,050	1.65	7,977	2.42
Total available-for-sale	$1,416	1.84 %	$67,204	2.13 %	$40,004	2.32 %

	More than Ten Years		**Total**	
	Amortized Cost	**Weighted Average Yield**	**Amortized Cost**	**Weighted Average Yield**
	(Dollars in thousands)			
Securities available-for-sale:				
FHLMC common stock	$20	— %	$20	— %
Certificates of deposit	—	—	5,485	1.87
Municipal securities	9,701	2.68	43,393	2.30
SBA loan pools	—	—	401	4.12
CMOs	—	—	10,529	2.06
U.S. Government agency mortgage-backed securities	—	—	44,490	2.30
U.S. Government agency bonds	—	—	14,027	2.09
Total available-for-sale	$9,721	2.67 %	$118,345	2.24 %

Sources of Funds

General. Deposits have traditionally been our primary source of funds for use in lending and investment activities. We also may use borrowings, primarily Federal Home Loan Bank of Atlanta advances, to supplement cash flow needs, lengthen the maturities of liabilities for interest rate risk purposes and to manage the cost of funds. In addition, we receive funds from scheduled loan payments, investment maturities, loan prepayments, retained earnings and income on earning assets. While scheduled loan payments and income on earning assets are relatively stable sources of funds, deposit inflows and outflows can vary widely and are influenced by prevailing interest rates, market conditions and levels of competition.

Deposits. We accept deposits from Oconee County, South Carolina, and Stephens and Rabun Counties, Georgia and surrounding counties and townships. We offer a selection of deposit accounts, including demand accounts, NOW accounts, money market accounts, savings accounts, certificates of deposit and individual retirement accounts ("IRAs"). Deposit account terms vary, with the principal differences being the minimum balance required, the amount of time the funds must remain on deposit and the interest rate. We do not accept brokered deposits, although we have the authority to do so. We very rarely accept certificates of deposit in excess of $250 thousand or other deposits in excess of applicable FDIC insurance coverage, which is currently $250 thousand per depositor.

Interest rates paid, maturity terms, service fees and withdrawal penalties are established on a periodic basis. Deposit rates and terms are based primarily on current operating strategies and market rates, liquidity requirements, rates paid by competitors and growth goals. We rely upon personalized customer service, long-standing relationships with customers, and the favorable image of Oconee Federal Savings and Loan Association in the community to attract and retain deposits. We also offer a fully functional electronic banking platform, including on-line bill pay, and mobile banking as services to our deposit customers.

The flow of deposits is influenced significantly by general economic conditions, changes in interest rates and competition. Our ability to gather deposits is affected by the competitive market in which we operate, which includes numerous financial institutions of varying sizes offering a wide range of products.

The following table sets forth the distribution of total deposits by account type, at the dates indicated:

	At June 30,					
	2018		2017		2016	
	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)					
NOW and demand deposits (1)	$81,729	21.09 %	$73,689	18.68 %	$72,201	18.07 %
Money market deposits	64,418	16.62	88,376	22.40	74,774	18.71
Regular savings and other deposits	28,045	7.24	28,903	7.33	28,677	7.18
Certificates of deposit - IRA	59,580	15.37	59,580	15.10	62,111	15.54
Certificates of deposit - other	153,816	39.68	143,957	36.49	161,871	40.50
Total	$387,588	100.00%	$394,505	100.00%	$399,634	100.00%

(1)

Includes noninterest bearing deposits of $31.2 million and $25.9 million at June 30, 2018 and 2017, respectively.

As of June 30, 2018, the aggregate amount of our outstanding certificates of deposit in amounts greater than or equal to $250 thousand was approximately $25.8 million. The following table sets forth the maturity of these certificates of deposit as of June 30, 2018:

	June 30, 2018
	Certificates of Deposit greater than or equal to

	$250 thousand (Dollars in thousands)
Maturity Period:	
Three months or less	$ 1,023
Over three through six months	808
Over six through twelve months	14,118
Over twelve months	9,880
Total	$ 25,829

Borrowings. We may obtain advances from the Federal Home Loan Bank of Atlanta by pledging as security our capital stock in the Federal Home Loan Bank of Atlanta and certain of our mortgage loans and mortgage-backed securities. Such advances may be made pursuant to several different credit programs, each of which has its own interest rate and range of maturities. To the extent such borrowings have different repricing terms from our deposits, borrowings can change our interest rate risk profile.

At June 30, 2018, we had FHLB advances of $14.5 million at a weighted average stated rate of 2.14%, all of which mature in less than six months. There were no long term borrowings at June 30, 2017. Our remaining available credit with the FHLB was $106.7 million as of June 30, 2018. There were no overnight borrowings at June 30, 2018 or June 30, 2017.

Subsidiary and Other Activities

Oconee Federal Financial Corp. has no subsidiaries other than Oconee Federal Savings and Loan Association, and Oconee Federal Savings and Loan Association has no subsidiaries.

Personnel

As of June 30, 2018, we had 78 full-time employees. Our employees are not represented by any collective bargaining group. Management believes that we have good working relations with our employees.

FEDERAL AND STATE TAXATION

Expense and Tax Allocation

Oconee Federal Savings and Loan Association has entered into an agreement with Oconee Federal Financial Corp. and Oconee Federal, MHC to provide them with certain administrative support services for compensation not less than the fair market value of the services provided. In addition, Oconee Federal Savings and Loan Association and Oconee Federal Financial Corp. have entered into an agreement to establish a method for allocating and for reimbursing the payment of their consolidated tax liability.

Federal Taxation

General. Oconee Federal Financial Corp. and Oconee Federal Savings and Loan Association are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. The following discussion of federal taxation is intended only to summarize certain pertinent federal income tax matters and is not a comprehensive description of the tax rules applicable to Oconee Federal Financial Corp. or Oconee Federal Savings and Loan Association.

Method of Accounting. For federal income tax purposes, Oconee Federal Savings and Loan Association currently reports its income and expenses on the accrual method of accounting and uses a tax year ending June 30 for filing its federal income tax returns.

Bad Debt Reserves. Prior to the Small Business Protection Act of 1996 (the “1996 Act”), Oconee Federal Savings and Loan Association and similar savings institutions were permitted to establish reserves for bad debts and to make annual additions to the reserve using several methods. For taxable years beginning after 1995, savings institutions are permitted to compute their bad debt deductions only to the same extent that banks are permitted. Accordingly, “small” savings institutions with less than $500 million in assets may maintain a reserve using the experience method, and “large” savings institutions with more than $500 million in assets are required to use the specific charge-off method. Oconee Federal Savings and Loan Association currently has less than $500 million in assets and uses the experience method to determine its annual additions to its tax bad debt reserves. Under the experience method, a savings institution is allowed a deduction for amounts that it adds to its bad debt reserve in accordance with Internal Revenue Code Section 585. Instead of taking a direct deduction when a debt becomes worthless, the savings institution charges off the debt against its reserve. The determination of whether and when a debt becomes worthless is made in the same manner as under the specific charge-off method. The savings institution calculates its addition to its bad debt reserve at the end of each year.

These additions are, within specified formula limits, deducted in arriving at taxable income. Pursuant to the 1996 Act, Oconee Federal Savings and Loan Association was required to recapture into taxable income a portion of its bad debt reserve. Savings institutions were required to recapture any reserves in excess of the amounts allowed except for reserves established after the end of the base year. For Oconee Federal Savings and Loan Association, the reserve balance as of June 30, 1987 is preserved and is referred to as the base year reserve. The experience method authorizes a savings institution to add to its reserve at least the amount required to maintain the reserve balance as it existed at the end of its base year, even if this addition causes the reserve to exceed the permissible level computed using the experience method alone.

Taxable Distributions and Recapture. Prior to the 1996 Act, federal tax bad debt reserves created prior to January 1, 1988 were subject to recapture into taxable income if the thrift institution failed to meet certain thrift asset and definitional tests. Federal legislation has eliminated these thrift-related recapture rules.

At June 30, 2018, our total federal and South Carolina pre-1988 base year tax bad debt reserve was approximately $5.3 million. Under current law, pre-1988 federal base year reserves remain subject to recapture if a thrift institution makes certain non-dividend distributions, certain repurchases any of its stock, pays dividends in excess of tax earnings and profits, or ceases to maintain a thrift or bank charter.

Alternative Minimum Tax. The Internal Revenue Code of 1986, as amended imposes an alternative minimum tax ("AMT") at a rate of 20% on a base of regular taxable income plus certain tax preferences ("alternative minimum taxable income" or "AMTI"). The AMT is payable to the extent such AMTI is in excess of an exemption amount and the AMT exceeds the regular income tax. Net operating losses can offset no more than 90% of AMTI. Certain payments of AMT may be used as credits against regular tax liabilities in future years. Oconee Federal Financial Corp. and Oconee Federal Savings and Loan Association have not been subject to the AMT and have no such amounts available as credits for carryover.

Net Operating Loss Carryovers. A financial institution may carry back net operating losses to the preceding two taxable years and forward to the succeeding 20 taxable years. A net operating loss carryforward of $375 thousand was acquired as part of a previous acquisition. At June 30, 2018 and 2017, $306 thousand and $323 thousand, respectively, of this carryforward remained.

Corporate Dividends-Received Deduction. Oconee Federal Financial Corp. may exclude from its income 100% of dividends received from Oconee Federal Savings and Loan Association as a member of the same affiliated group of corporations. The corporate dividends-received deduction is generally 80% in the case of dividends received from 20%-or-more-owned domestic corporations and 70% in the case of dividends received from less-than-20%-owned domestic corporations.

State and Local Taxation

State Taxation. Oconee Federal Financial Corp. files a South Carolina income tax return, and Oconee Federal Savings and Loan Association files South Carolina and Georgia income tax returns. State income tax rates are 4.5% to 6% in South Carolina and 6% in Georgia. For these purposes, state taxable income generally means federal taxable income subject to certain modifications, primarily the exclusion of interest income on United States obligations, state income tax deductions, and adjustments for bonus depreciation deductions. Oconee Federal Savings and Loan also files and pays business personal property tax and Business Occupation Tax in the state of Georgia.

SUPERVISION AND REGULATION

General

As a federal savings association, Oconee Federal Savings and Loan Association is primarily subject to examination and regulation by the OCC and, secondarily, by the FDIC as deposit insurer. The federal system of regulation and supervision establishes a comprehensive framework of activities in which Oconee Federal Savings and Loan Association may engage and is intended primarily for the protection of depositors and the FDIC's Deposit Insurance Fund, and not for the protection of security holders. Under this system of federal regulation, insured depository institutions are periodically examined to ensure that they satisfy applicable standards with respect to their capital adequacy, assets, management, earnings, liquidity and sensitivity to market interest rates. Oconee Federal Savings and Loan Association also is regulated to a lesser extent by the Federal Reserve Board, which governs the reserves to be maintained against deposits and other matters. Oconee Federal Savings and Loan Association must comply with consumer protection regulations issued by the Consumer Financial Protection Bureau. Oconee Federal Savings and Loan Association also is a member of and owns stock in the Federal Home Loan Bank of Atlanta, which is one of the eleven regional banks in the Federal Home Loan Bank System. The OCC examines Oconee Federal Savings and Loan Association and prepares reports for the consideration of its Board of Directors on any operating deficiencies. Oconee Federal Savings and Loan Association's relationship with its depositors and borrowers also is regulated to a great extent by federal law and, to a lesser extent, state law, especially in matters concerning the ownership of deposit accounts, the form and content of Oconee Federal Savings and Loan Association's loan documents and certain consumer protection matters.

As savings and loan holding companies, Oconee Federal Financial Corp. and Oconee Federal, MHC are subject to examination and supervision by, and are required to file certain reports with, the Federal Reserve Board.

Set forth below are certain material regulatory requirements that are applicable to Oconee Federal Savings and Loan Association, Oconee Federal Financial Corp. and Oconee Federal, MHC. This description of statutes and regulations is not intended to be a complete description of such statutes and regulations and their effects on us. Any change in these laws or regulations, whether by Congress or the applicable regulatory agencies, could have a material adverse impact on us and our operations.

Federal Banking Regulation

Business Activities. A federal savings association derives its lending and investment powers from the Home Owners' Loan Act, as amended, and the federal regulations thereunder. Under these laws and regulations, Oconee Federal Savings and Loan Association may invest in mortgage loans secured by residential and commercial real estate, commercial business and consumer loans, certain types of debt securities and certain other assets, subject to applicable limits. Oconee Federal Savings and Loan Association also may establish subsidiaries, including those that may engage in certain activities not otherwise permissible for Oconee Federal Savings and Loan Association, including real estate investment and securities and insurance brokerage.

Capital Requirements. Federal regulations require federal savings associations to maintain common equity Tier 1 capital, Tier 1 capital and total capital to risk-weighted assets of at least 4.5%, 6% and 8%, respectively. Higher levels of capital are required for asset categories believed to present greater risk. Common equity Tier 1 capital is generally defined as common stockholders' equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and additional Tier 1 capital. Additional Tier 1 capital includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus, meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and for institutions, such as Oconee Federal Savings and Loan Association, that have exercised an opt-out election regarding the treatment of Accumulated Other Comprehensive Income, up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations. In assessing an institution's capital adequacy, the Federal Reserve takes into consideration, not only these numeric factors, but qualitative factors as well, and has the authority to establish higher capital requirements for individual associations where necessary.

The regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted asset above the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement is being phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increasing each year until fully implemented at 2.5% on January 1, 2019. Effective January 1, 2018, the capital conservation buffer was 1.875%.

We have conducted an analysis of the application of these capital requirements as of June 30, 2018. We have determined that we meet all of these requirements, including the full 2.5% capital conservation buffer, as if the requirements had been fully in effect on that date.

As a result of the recently enacted Economic Growth, Regulatory Relief, and Consumer Protection Act, the federal banking agencies are required to develop a "Community Bank Leverage Ratio" (the ratio of a bank's tangible equity capital to average total consolidated assets) for financial institutions with assets of less than $10 billion. A "qualifying community bank" that exceeds this ratio will be deemed to be in compliance with all other capital and leverage requirements, including the capital requirements to be considered "well capitalized" under Prompt Corrective Action statutes. The federal banking agencies may consider a financial institution's risk profile when evaluating whether it qualifies as a community bank for purposes of the capital ratio requirement. The federal banking agencies must set the minimum capital for the new Community Bank Leverage Ratio at not less than 8% and not more than 10%. A financial institution can elect to be subject to this new definition.

Loans-to-One Borrower. Generally, a federal savings and loan association may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of unimpaired capital and surplus. An additional amount may be loaned, equal to 10% of unimpaired capital and surplus, if the loan is secured by specified readily marketable collateral, which does not include real estate. As of June 30, 2018, Oconee Federal Savings and Loan Association's largest lending relationship with a single or related group of borrowers totaled $3.5 million, which represented 4.6% of unimpaired capital and surplus; therefore, Oconee Federal Savings and Loan Association was in compliance with the loans-to-one borrower limitations.

Qualified Thrift Lender Test. As a federal savings and loan association, Oconee Federal Savings and Loan Association is subject to a qualified thrift lender, or "QTL" test. Under the QTL test, Oconee Federal Savings and Loan Association must either qualify as a "domestic building and loan association" within the meaning of Internal Revenue Code or maintain at least 65% of its "portfolio assets" in "qualified thrift investments" (primarily residential mortgage loans and related investments, including mortgage-backed securities) in at least nine months of the most recent 12-month period. "Portfolio assets" generally means total assets of a savings institution, less the sum of specified liquid assets up to 20% of total assets, goodwill and other intangible assets, and the value of property used in the conduct of the savings and loan association's business.

A savings and loan association that fails the qualified thrift lender test must operate under specified restrictions set forth in the Home Owners' Loan Act. In addition, non-compliance with the QTL test is subject to agency enforcement action for a violation of law. At June 30, 2018, Oconee Federal Savings and Loan Association maintained approximately 75% of its portfolio assets in qualified thrift investments and, therefore, satisfied the QTL test.

Capital Distributions. Federal regulations govern capital distributions by a federal savings and loan association, which include cash dividends, stock repurchases and other transactions charged to the savings and loan association's capital account. A federal savings association must file an application with the OCC for approval of a capital distribution if:

- the total capital distributions for the applicable calendar year exceed the sum of the association's net income for that year to date plus the association's retained net income for the preceding two years;
- the association would not be at least adequately capitalized following the distribution;
- the distribution would violate any applicable statute, regulation, agreement or regulatory-imposed condition; or
- the association is not eligible for expedited treatment of its application or notice filings.

Even if an application is not otherwise required, every savings association that is a subsidiary of a holding company must still file a notice with the Federal Reserve Board at least 30 days before its board of directors declares a dividend.

A notice or application for a capital distribution may be disapproved if:

- the association would be undercapitalized following the distribution;
- the proposed capital distribution raises safety and soundness concerns; or
- the capital distribution would violate a prohibition contained in any statute, regulation or agreement.

In addition, the Federal Deposit Insurance Act provides that an insured depository institution may not make any capital distribution, if after making such distribution, the institution would fail to meet any applicable regulatory capital requirement. In addition, Oconee Federal Savings and Loan Association's ability to pay dividends is limited if Oconee Federal Savings and Loan Association does not have the capital conservation buffer required by the new capital rules, which may limit the ability of Oconee Federal Financial Corp. to pay dividends to its stockholders. See "*Capital Requirements*" above.

Liquidity. A federal savings and loan association is required to maintain a sufficient amount of liquid assets to ensure its safe and sound operation. We seek to maintain a ratio of liquid assets not subject to pledge as a percentage of deposits and borrowings of 4.0% or greater of highly liquid assets. At June 30, 2018, this ratio was 20.2%. Total cash and cash equivalents was 2.5% of total deposits at June 30, 2018.

Community Reinvestment Act and Fair Lending Laws. All federal savings and loan associations have a responsibility under the Community Reinvestment Act and related regulations to help meet the credit needs of their communities, including low- and moderate-income borrowers. An association's record of compliance with the Community Reinvestment Act is assessed in regulatory examinations. In addition, the Equal Credit Opportunity Act and the Fair Housing Act prohibit lenders from discriminating in their lending practices on the basis of characteristics specified in those statutes. An association's failure to comply with the provisions of the Community Reinvestment Act could, at a minimum, result in denial of certain corporate applications, such as branches or mergers, or in restrictions on its activities. The failure to comply with the Equal Credit Opportunity Act and the Fair Housing Act could result in enforcement actions by regulators and the Department of Justice. Oconee Federal Savings and Loan Association received a "satisfactory" Community Reinvestment Act rating in its most recent federal examination.

Transactions with Related Parties. A federal savings and loan association's authority to engage in transactions with its "affiliates" is limited by OCC regulations and the Federal Reserve Act and its implementing, regulations. The term "affiliate" for these purposes generally means any company that controls, is controlled by, or is under common control with an insured depository institution such as Oconee Federal Savings and Loan Association. Oconee Federal Financial Corp. and Oconee Federal, MHC are affiliates of Oconee Federal Savings and Loan Association. In general, transactions with affiliates must be on terms that are as favorable to the savings and loan association as comparable transactions with non-affiliates and are subject to certain quantitative limits and collateral requirements. In addition, savings and loan associations are prohibited from lending to any affiliates that are engaged in activities that are not permissible for bank holding companies and from purchasing the securities of any affiliate, other than a subsidiary. Transactions with affiliates also must be consistent with safe and sound banking practices and not involve the purchase of low-quality assets.

Oconee Federal Savings and Loan Association's authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons, is governed by the requirements of the Federal Reserve Act and related regulations. Among other things, those provisions require that extensions of credit to insiders:

- be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features (subject to certain exemptions for lending programs that are available to all employees); and
- not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of Oconee Federal Savings and Loan Association's capital.

In addition, Oconee Federal Savings and Loan Association's board of directors must approve extensions of credit in excess of certain limits.

Enforcement. The OCC has primary enforcement responsibility over federal savings and loan associations, including the authority to bring enforcement action against all "institution-affiliated parties," including stockholders, attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order, to removal of officers and/or directors of the institution, receivership, conservatorship or the termination of deposit insurance. Civil penalties cover a wide range of violations and actions, and range up to $25 thousand per day, unless a finding of reckless disregard is made, in which case penalties may be as high as $1.0 million per day. The FDIC also has the authority to terminate deposit insurance or to recommend to the OCC that enforcement action be taken with respect to a particular savings institution. If the OCC does not take action, the FDIC has authority to take action under specified circumstances.

Standards for Safety and Soundness. The federal banking agencies have adopted Interagency Guidelines Prescribing Standards for Safety and Soundness to implement the safety and soundness standards required under federal law. These standards relate to, among other things, internal controls, information security systems and audit systems, loan documentation, credit underwriting, interest rate risk exposure, asset growth, compensation, and other operational and managerial standards as the agency deems appropriate. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. Failure to implement such a plan can result in further enforcement action, including the issuance of a cease and desist order or the imposition of civil money penalties.

Prompt Corrective Action Regulations. Under the prompt corrective action regulations, the regulators are authorized and, under certain circumstances, required to take supervisory actions against undercapitalized savings and loan associations. An institution is "undercapitalized" if it has a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a leverage ratio of less than 4.0% or a common equity Tier 1 ratio of less than 4.5%. An institution is deemed to be "significantly undercapitalized" if it has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a leverage ratio of less than 3.0% or a common equity Tier 1 ratio of less than 3.0%. An institution is considered to be "critically undercapitalized" if it has a ratio of tangible equity (as defined in the regulations) to total assets that is equal to or less than 2.0%.

If an insured depository institution is classified in one of the undercapitalized categories, it is required to submit a capital restoration plan to the appropriate federal banking agency, and the holding company must guarantee the performance of that plan. Based upon its capital levels, an institution that is classified as well-capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition, or an unsafe or unsound practice, warrants such treatment. An undercapitalized institution's compliance with a capital restoration plan is required to be guaranteed by any company that controls the undercapitalized institution in an amount equal to the lesser of 5.0% of the institution's total assets when deemed undercapitalized or the amount necessary to achieve the status of adequately capitalized. If an "undercapitalized" institution fails to submit an acceptable plan, it is treated as if it is "significantly undercapitalized." "Significantly undercapitalized" institutions must comply with one or more of a number of additional restrictions. "Critically undercapitalized" institutions are then subject to additional measures.

At June 30, 2018, Oconee Federal Savings and Loan Association met the criteria for being considered "well-capitalized."

Insurance of Deposit Accounts. Deposit accounts in Oconee Federal Savings and Loan Association are insured by the FDIC's Deposit Insurance Fund, generally up to a maximum of $250 thousand per separately insured depositor and up to a maximum of $250 thousand for self-directed retirement accounts.

The FDIC assesses insured depository institutions to maintain the Deposit Insurance Fund. No institution may pay a dividend if in default of its deposit insurance assessment.

Under the FDIC's risk-based assessment system, insured institutions are assessed based on perceived risk to the Deposit Insurance Fund. The range of assessments for banks of less than $10 billion in assets is 1 $^{1}/_{2}$ basis points to 30 basis points of total assets less tangible capital, effective July 1, 2016. Risk categories are based upon a combination of examination ratings and financial modeling designed to estimate the probability that an institution fails over a three year period.

In addition to the FDIC assessments, the Financing Corporation ("FICO") is authorized to impose and collect, with the approval of the FDIC, assessments for anticipated payments, issuance costs and custodial fees on bonds issued by the FICO in the 1980s to recapitalize the former Federal Savings and Loan Insurance Corporation. For the quarter ended June 30, 2018, the annualized FICO assessment rate equaled 0.44 basis points of total assets less tier 1 capital. The bonds issued by the FICO are due to mature by 2019.

The FDIC has the authority to increase insurance assessments. A material increase would likely have an adverse effect on the operating expenses and results of operations of Oconee Federal Savings and Loan Association. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. We do not currently know of any practice, condition or violation that may lead to termination of our deposit insurance.

Federal Home Loan Bank System. Oconee Federal Savings and Loan Association is a member of the Federal Home Loan Bank System, which consists of eleven regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions as well as other entities involved in home mortgage lending. As a member of the Federal Home Loan Bank of Atlanta, Oconee Federal Savings and Loan Association is required to acquire and hold shares of capital stock in the Federal Home Loan Bank. As of June 30, 2018, Oconee Federal Savings and Loan Association was in compliance with this requirement.

Other Regulations

Interest and other charges collected or contracted for by Oconee Federal Savings and Loan Association are subject to state usury laws and federal laws concerning interest rates. Oconee Federal Savings and Loan Association's operations are also subject to federal laws (and regulations) applicable to credit transactions, such as the:

Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

Real Estate Settlement Procedures Act, requiring that borrowers for mortgage loans for one-to-four family residential real estate receive various disclosures, including good faith estimates of settlement costs, lender servicing and escrow account practices, and prohibiting certain practices that increase the cost of settlement services;

Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;

Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and

Truth in Savings Act.

The operations of Oconee Federal Savings and Loan Association also are subject to the:

Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;

Electronic Funds Transfer Act and Regulation E promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services;

Check Clearing for the 21st Century Act (also known as "Check 21"), which gives "substitute checks," such as digital check images and copies made from that image, the same legal standing as the original paper check; and

The USA PATRIOT Act, which requires savings and loan associations to, among other things, establish broadened anti-money laundering compliance programs, and due diligence policies and controls to ensure the detection and reporting of money laundering. Such required compliance programs are intended to supplement existing compliance requirements that also apply to financial institutions under the Bank Secrecy Act and the Office of Foreign Assets Control regulations.

Holding Company Regulation

General. Oconee Federal, MHC and Oconee Federal Financial Corp. are non-diversified savings and loan holding companies within the meaning of the federal law. As such, Oconee Federal, MHC and Oconee Federal Financial Corp. are registered savings and loan holding companies and are subject to regulation, examinations, supervision by and reporting to the Federal Reserve Board. In addition, the Federal Reserve Board has enforcement authority over Oconee Federal Financial Corp. and Oconee Federal, MHC, and their non-savings institution subsidiaries. Among other things, this authority permits the Federal Reserve Board to restrict or prohibit activities that are determined to be a serious risk to Oconee Federal Savings and Loan Association.

Permitted Activities. The business activities of savings and loan holding companies are generally limited to those activities permissible for financial holding companies under the Bank Holding Company Act of 1956, provided certain conditions are met and financial holding company status is selected, or for multiple savings and loan holding companies. A financial holding company may engage in activities that are financial in nature, including underwriting equity securities and insurance as well as activities that are incidental to financial activities or complementary to a financial activity. A multiple savings and loan holding company is generally limited to activities permissible for bank holding companies under the Bank Holding Company Act, subject to regulatory approval, and certain additional activities authorized by federal regulations.

Federal law prohibits a savings and loan holding company, including Oconee Federal Financial Corp. and Oconee Federal, MHC, directly or indirectly, or through one or more subsidiaries, from acquiring another savings institution or holding company thereof, without prior regulatory approval. It also prohibits the acquisition or retention of, with certain exceptions, more than 5% of a class of voting stock of a nonsubsidiary savings institution, a nonsubsidiary holding company, or a nonsubsidiary company engaged in activities other than those permitted for a savings and loan holding company; or acquiring or retaining control of an institution that is not federally insured. In evaluating applications by holding companies to acquire savings institutions, the Federal Reserve Board evaluates such factors as the financial and managerial resources and future prospects of the company and institution involved, the effect of the acquisition on the risk to the Deposit Insurance Fund, the convenience and needs of the community and competitive factors.

No acquisition that would result in a multiple savings and loan holding company controlling savings institutions in more than one state may be approved, subject to two exceptions: (i) the approval of interstate supervisory acquisitions by savings and loan holding companies, and (ii) the acquisition of a savings institution in another state if the laws of the state of the target savings institution specifically permit such acquisitions. The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

Capital. Savings and loan holding companies historically have not been subject to consolidated regulatory capital requirements. The Dodd-Frank Act, however, required the Federal Reserve Board to establish for all depository institution holding companies minimum consolidated capital requirements that are as stringent as those required for the insured depository subsidiaries. However, the Federal Reserve Board has provided a “Small Bank Holding Company” exception to its consolidated capital requirements, and recent legislation has increased the threshold for the exception to $3.0 billion, subject to the issuance of regulations by the Federal Reserve Board. As a result, no later than November 2018, holding companies with less than $3.0 billion in consolidated assets are generally not subject to the capital requirements unless otherwise advised by the Federal Reserve Board.

Source of Strength. Federal law extends the “source of strength” doctrine to savings and loan holding companies. The Federal Reserve Board has issued regulations requiring that all savings and loan holding companies serve as a source of managerial and financial strength to their subsidiary savings associations by providing capital, liquidity and other support in times of financial stress.

Dividends. The Federal Reserve Board has issued a policy statement regarding the payment of dividends and the repurchase of shares of common stock by bank holding companies and savings and loan holding companies. In general, the policy provides that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the holding company appears consistent with the organization’s capital needs, asset quality and overall financial condition. Regulatory guidance provides for prior regulatory consultation with respect to capital distributions in certain circumstances such as where the company’s net income for the past four quarters, net of dividends previously paid over that period, is insufficient to fully fund the dividend or the company’s overall rate or earnings retention is inconsistent with the company’s capital needs and overall financial condition. The ability of a savings and loan holding company to pay dividends may be restricted if a subsidiary savings association becomes undercapitalized. The policy statement also states that a savings and loan holding company should inform the Federal Reserve Board supervisory staff prior to redeeming or repurchasing common stock or perpetual preferred stock if the savings and loan holding company is experiencing financial weaknesses or if the repurchase or redemption would result in a net reduction, as of the end of a quarter, in the amount of such equity instruments outstanding compared with the beginning of the quarter in which the redemption or repurchase occurred. These regulatory policies may affect the ability of Oconee Federal Financial Corp. to pay dividends, repurchase shares of common stock or otherwise engage in capital distributions.

The level of any dividends that may be paid by Oconee Federal Financial Corp. will also be affected by the ability of Oconee Federal, MHC to waive the receipt of dividends.

Waivers of Dividends by Oconee Federal, MHC. Oconee Federal Financial Corp. may pay dividends on its common stock to public shareholders. If it does, it is also required to pay dividends to Oconee Federal, MHC, unless Oconee Federal, MHC elects to waive the receipt of dividends. Under federal law, Oconee Federal, MHC must receive the approval of the Federal Reserve Board before it may waive the receipt of any dividends from Oconee Federal Financial Corp. The Federal Reserve Board has issued an interim final rule providing that it will not object to dividend waivers under certain circumstances, including circumstances where the waiver is not detrimental to the safe and sound operation of the savings association and a majority of the mutual holding company's members have approved the waiver of dividends by the mutual holding company within the previous twelve months. There can be no assurance that a particular dividend waiver request would be approved by the Federal Reserve Board. In addition, any dividends waived by Oconee Federal, MHC must be considered in determining an appropriate exchange ratio in the event of a conversion of the mutual holding company to stock form.

Conversion of Mutual Holding Company to Stock Form. Federal regulations permit a mutual holding company to convert from the mutual form of organization to the capital stock form of organization (a "Conversion Transaction"). In a Conversion Transaction a new holding company would be formed as the successor to Oconee Federal Financial Corp. (the "New Holding Company"), Oconee Federal, MHC's corporate existence would end, and certain depositors of Oconee Federal Savings and Loan Association would receive the right to subscribe for additional shares of the New Holding Company. There can be no assurance that such a conversion transaction will occur.

Acquisition. Under the Federal Change in Bank Control Act, a notice must be submitted to the Federal Reserve Board if any person (including a company), or group acting in concert, seeks to acquire direct or indirect "control" of a savings and loan holding company. Under certain circumstances, a change of control may occur, and prior notice is required, upon the acquisition of 10% or more of the company's outstanding voting stock, unless the Federal Reserve Board has found that the acquisition will not result in control of the company. A change in control definitively occurs upon the acquisition of 25% or more of the company's outstanding voting stock. Under the Change in Bank Control Act, the Federal Reserve Board generally has 60 days from the filing of a complete notice to act, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the competitive effects of the acquisition.

Federal Securities Laws

Oconee Federal Financial Corp.'s common stock is registered with the Securities and Exchange Commission. Oconee Federal Financial Corp. is subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act of 2002 addresses, among other issues, corporate governance, auditing and accounting, executive compensation, and enhanced and timely disclosure of corporate information. As directed by the Sarbanes-Oxley Act, our Chief Executive Officer and Chief Financial Officer are required to certify as to certain matters, including that our quarterly and annual reports do not contain any untrue statement of a material fact.

ITEM 1A. ***Risk Factors***

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

ITEM 1B. ***Unresolved Staff Comments***

None.

ITEM 2. ***Properties***

As of June 30, 2018, the net book value of our properties was $5.9 million. The following is a list of our offices:

Location				Year Acquired	Square Footage	Net Book Value of Real Property (Dollars in thousands)
Main Office	115 E. North 2nd St.	Seneca, South Carolina	Owned	1966	7,000	$ 748
Main Office Annex	201 E. North 2nd St.	Seneca, South Carolina	Owned	1996	7,500	563
Branch Office	813 123 By-Pass	Seneca, South Carolina	Owned	1985	5,250	453
Branch Office	204 W. North Broad St.	Walhalla, South Carolina	Owned	1973	3,100	340
Branch Office	111 W. Windsor St.	Westminster, South Carolina	Owned	1972	3,200	232
Branch Office	2859 Highway 17 Alternate	Toccoa, Georgia	Owned	2014	17,007	2,376
Branch Office	12 East Doyle St.	Toccoa, Georgia	Owned	2014	5,548	766
Branch Office	221 Highway 76 East	Clayton, Georgia	Owned	2014	5,851	460
						$ 5,938

We also lease a loan production office in both Clemson and Greer South Carolina. We believe that current facilities are adequate to meet our present and foreseeable needs, subject to possible future expansion.

ITEM 3. ***Legal Proceedings***

We are not involved in any pending legal proceedings other than routine legal proceedings occurring in the ordinary course of business. Periodically, there have been claims involving Oconee Federal Savings and Loan Association, such as claims to enforce liens, condemnation proceedings on properties in which we hold a security interest, claims involving the making and servicing of real property loans and other issues incidental to our business.

At June 30, 2018, we were not involved in any legal proceedings the outcome of which would be material to our financial condition or results of operations.

ITEM 4. ***Mine Safety Disclosures***

Not applicable.

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PART II

ITEM 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Market. Our common stock is listed on the Nasdaq Capital Market under the symbol "OFED." The approximate number of holders of record of our common stock as of September 19, 2018 was 357. Certain shares of our common stock are held in "nominee" or "street" name and accordingly, the number of beneficial owners of such shares is not known or included in the foregoing number.

The following table sets forth, for the periods indicated, the high and low sales prices per share for the common stock as reported on the Nasdaq Capital Market and the cash dividends declared per common share, for the periods shown:

	High	Low	Dividends
Quarter ended June 30, 2018	$30.00	$28.02	$ 0.10
Quarter ended March 31, 2018	$29.88	$27.55	$ 0.10
Quarter ended December 31, 2017	$30.38	$26.50	$ 0.10
Quarter ended September 30, 2017	$28.69	$26.69	$ 0.10
Quarter ended June 30, 2017	$29.00	$24.56	$ 0.10
Quarter ended March 31, 2017	$25.75	$21.55	$ 0.10
Quarter ended December 31, 2016	$24.25	$20.90	$ 0.10
Quarter ended September 30, 2016	$23.99	$19.25	$ 0.10

Dividends. We are generally permitted to pay dividends on our common stock if, after giving effect to the distribution, we would be able to pay our indebtedness as the indebtedness comes due in the usual course of business and our total assets exceed the sum of our liabilities and the amount needed, if we were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of any holders of capital stock who have a preference in the event of dissolution. The holders of our common stock are entitled to receive and share equally in dividends as may be declared by our board of directors out of funds legally available therefore. If we issue shares of preferred stock, the holders thereof may have a priority over the holders of our common stock with respect to dividends. The dividend rate and the continued payment of dividends will depend upon our board of directors' consideration of a number of factors, including investment opportunities available to us, capital requirements, our financial condition and results of operations, and statutory and regulatory limitations, tax considerations and general economic conditions. There can be no assurance that our quarterly cash dividend will not be reduced or eliminated in future periods.

Dividend payments by Oconee Federal Financial Corp. are dependent primarily on dividends it receives from Oconee Federal Savings and Loan Association, because Oconee Federal Financial Corp. has no source of income other than dividends from Oconee Federal Savings and Loan Association, earnings from the investments by Oconee Federal Financial Corp. and interest payments with respect to its loan to the Employee Stock Ownership Plan. Oconee Federal Savings and Loan Association is not permitted to make a capital distribution if, after making such distribution, it would be undercapitalized. In addition, if a banking organization does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements, it will be prohibited from making capital distributions. The capital conservation buffer requirement began being phased in on January 1, 2016 at 0.625% of risk-weighted assets and will increase each year until fully implemented at 2.5% on January 1, 2019. For information concerning additional federal laws and regulations regarding the ability of Oconee Federal Savings and Loan Association to make capital distributions, including the payment of dividends to Oconee Federal Financial Corp., see "Supervision and

Regulation—Federal Banking Regulation" and "—Holding Company Regulation."

When Oconee Federal Financial Corp. pays dividends on its common stock to public shareholders, it will also be required to pay dividends to Oconee Federal, MHC, unless Oconee Federal, MHC elects to, and is permitted to, waive the receipt of dividends. There can be no assurance that a dividend waiver request would be approved by the Federal Reserve Board.

Equity Compensation Plans. At June 30, 2018, there were no compensation plans under which equity securities of Oconee Federal Financial Corp. were authorized for issuance other than the Employee Stock Ownership Plan and the Equity Incentive Plan. See "Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

Issuer Repurchases. On November 24, 2015, the Board of Directors authorized the repurchase of up to 175,000 shares of the Company's common stock, terminating the previous authorization on June 19, 2013 to repurchase 150,000 shares. The repurchase authorization has no expiration date. In connection with this repurchase authorization, the Company has purchased a total of 131,487 shares of its common stock. During the three months ended June 30, 2018, the Company did not repurchase any shares of its common stock.

Sales of Unregistered Securities. During the year ended June 30, 2018, we did not offer or sell any unregistered securities.

ITEM 6. ***Selected Financial Data***

	At or For the Year Ended June 30,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Financial condition data:					
Total assets	$487,959	$481,317	$485,640	$475,344	$360,501
Investment securities	115,146	118,334	132,084	111,167	103,806
Loans receivable, net	326,661	306,542	291,141	308,259	229,931
Deposits	387,588	394,505	399,634	394,093	281,015
Total equity	84,865	85,961	85,401	80,790	76,981
Operating data:					
Interest and dividend income	$17,046	$17,154	$17,755	$16,185	$12,976
Interest expense	1,810	1,324	1,189	1,229	1,480
Net interest income	15,236	15,830	16,566	14,956	11,496
Provision for loan losses	108	203	451	195	108
Noninterest income	1,369	2,126	2,643	1,398	608
Noninterest expenses	11,757	10,750	11,480	8,957	6,307
Income before income taxes	4,740	7,003	7,278	7,202	5,689
Income taxes	1,705	1,478	2,032	2,690	2,050
Net income	$3,035	$5,525	$5,246	$4,512	$3,639
Basic net income per share	$0.53	$0.97	$0.91	$0.79	$0.64
Diluted net income per share	$0.52	$0.95	$0.90	$0.78	$0.64

	For the Years Ended June 30,									
	2018		2017		2016		2015		2014	
Performance ratios:										
Return on average assets	0.63	%	1.15	%	1.09	%	1.04	%	1.00	%
Return on average equity	3.54		6.84		6.31		5.64		4.78	
Interest rate spread (1)	3.33		3.52		3.72		3.66		3.20	
Net interest margin (2)	3.43		3.58		3.77		3.73		3.30	
Noninterest expense to average assets	2.45		2.23		2.39		2.07		1.74	
Efficiency ratio (3)	70.77		60.30		60.16		55.33		53.13	
Average interest-earning assets to average interest-bearing liabilities	1.22	x	1.19	x	1.18	x	1.20	x	1.24	x
End of year equity to average assets	17.69	%	17.83	%	17.78	%	18.61	%	21.22	%
Average equity to average assets	17.85		16.75		17.29		18.44		20.98	
Capital ratios:										
Total capital to risk weighted assets	29.75	%	32.46	%	31.00	%	32.28	%	42.31	%
Common equity tier 1 capital to risk weighted assets	29.30		32.00		30.59		31.82		N/A	
Tier I capital to risk weighted assets	29.30		32.00		30.59		31.82		41.73	
Tier I capital to adjusted total assets	15.53		15.90		15.40		15.39		19.61	
Asset quality ratios:										
Allowance for loan losses as a percentage of total loans	0.33	%	0.33	%	0.32	%	0.32	%	0.37	%
Allowance for loan losses as a percentage of nonperforming loans	20.38		29.17		24.54		24.13		51.91	
Allowance for loan losses as a percentage of nonperforming assets	16.99		23.37		18.04		16.08		35.76	
Net charge-offs to average outstanding loans during the period	0.01		0.04		0.18		0.01		0.00	
Nonperforming loans as a percentage of total loans	1.64		1.13		1.29		1.35		0.71	
Nonperforming assets as a percentage of total assets	1.32		0.90		1.05		1.32		0.66	
Nonperforming assets as a percentage of loans and real estate owned	1.96		1.41		1.74		2.01		1.03	
Other:										
Number of full-service branch offices	7		7		7		7		4	

(1) Represents the difference between the weighted average yield on average interest-earning assets and the weighted average cost of interest-bearing liabilities.

(2) Represents net interest income as a percent of average interest-earning assets.

(3) Represents noninterest expense divided by the sum of net interest income and noninterest income, excluding gains or losses on the sale of securities.

ITEM 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Overview

Oconee Federal Savings and Loan Association has historically operated as a traditional thrift institution headquartered in Seneca, South Carolina. Our principal business consists of attracting retail deposits from the general public in our market area and investing those deposits, together with funds generated from operations, in one-to-four family residential mortgage loans and, to a much lesser extent, nonresidential mortgage, construction and land and other loans. We also invest in U.S. Government and federal agency securities, mortgage-backed securities and municipal securities. Our revenues are derived principally from the interest on loans and securities and loan fees and service charges. Our primary sources of funds are deposits and principal and interest payments on loans and securities. At June 30, 2018, we had total assets of $488.0 million, total deposits of $387.6 million and total equity of $84.9 million.

A significant majority of our assets consist of long-term, fixed-rate residential mortgage loans and, to a much lesser extent, investment-quality securities, which we have funded primarily with deposit accounts and the repayment of existing loans. We generally do not rely on outside borrowings. Our results of operations depend primarily on our net interest income. Net interest income is the difference between the interest income we earn on our interest-earning assets, consisting primarily of loans, investment securities (including U.S. Government and federal agency securities, mortgage-backed securities and municipal securities) and other interest-earning assets, primarily interest-earning deposits at other financial institutions, and the interest paid on our interest-bearing liabilities, consisting primarily of savings and transaction accounts and certificates of deposit. Our results of operations also are affected by our provisions for loan losses, noninterest income and noninterest expense. Noninterest income currently consists primarily of service charges on deposit accounts and miscellaneous other income. Noninterest expense currently consists primarily of compensation and employee benefits, occupancy and equipment expenses, data processing, professional and supervisory fees, office expense, provision for real estate owned and related expenses, and other operating expenses. Our results of operations also may be affected significantly by general and local economic and competitive conditions, changes in market interest rates, governmental policies and actions of regulatory authorities.

Other than our loans for the construction of one-to-four family residential mortgage loans, we do not offer "interest only" mortgage loans on one-to-four family residential properties (where the borrower pays interest for an initial period, after which the loan converts to a fully amortizing loan). We also do not offer loans that provide for negative amortization of principal, such as "Option ARM" loans, where the borrower can pay less than the interest owed on his or her loan, resulting in an increased principal balance during the life of the loan. We do not offer "subprime loans" (loans that generally target borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios) or Alt-A loans.

Critical Accounting Policies

We consider accounting policies that require management to exercise significant judgment or discretion or make significant assumptions that have, or could have, a material impact on the carrying value of certain assets or on income, to be critical accounting policies. Additional discussions of these policies are discussed in Note 1 "Summary of Significant Accounting Policies" to the accompanying Consolidated Financial Statements contained in Item 8. We consider the following to be our critical accounting policies:

Allowance for Loan Losses. Our allowance for loan losses is the estimated amount considered necessary to reflect probable losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged against income. In determining the allowance for loan losses, management makes significant estimates and judgments, which to some extent involve assumptions about borrowers' abilities to continue to make future principal and interest payments. These estimates and judgments involve a high degree of judgment and subjectivity and are based on facts and circumstances that existed at the date in which the allowance is determined. Changes in the macro and micro economic environment can have a significant impact on these estimates and judgments in the future that could result in changes to the allowance for loan losses.

Integral to our allowance methodology is the use of a loan grading system whereby all loans are assigned a grade based on the risk profile of each loan. Loan grades are initially assigned at origination and are routinely evaluated to determine if grades need to be changed. Through our internal credit review function, ongoing credit monitoring, and continuous review of past due trends, loan grades are adjusted by management either to respond to improvements in or deterioration of credit. Loan grades are determined based on an evaluation of relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors.

The allowance methodology consists of two parts: an evaluation of loss for specific loans and an evaluation of loss for homogenous pools of loans, commonly referred to as the specific and general valuation allowance. Certain loans exhibiting signs of potential credit weakness are evaluated individually for impairment. A loan is considered to be impaired if it is probable that we will not receive substantially all contractual principal and interest payments. The amount of impairment, or specific valuation allowance, is measured by a comparison of the present value of expected future cash flows less selling expenses to the loan’s carrying value, or in the case of collateral dependent loans a comparison to the fair value of the collateral less selling costs. To the extent the carrying value of the loan exceeds the present value of a loan’s expected cash flows less selling expenses, a specific allowance is recorded. If the carrying value is less than the present value of the impaired loan’s expected future cash flows, no specific allowance is recorded however the loan is not included in the determination of the general valuation allowance.

As a substantial amount of our loan portfolio is collateralized by real estate, appraisals of the underlying value of property securing loans and discounted cash flow valuations of properties are critical in determining the amount of the allowance required for specific loans. Assumptions for appraisals and discounted cash flow valuations are instrumental in determining the value of properties. Overly optimistic assumptions or negative changes to assumptions could significantly impact the valuation of a property securing a loan and the related allowance determined. The assumptions supporting such appraisals and discounted cash flow valuations are carefully reviewed by management to determine that the resulting values reasonably reflect amounts realizable on the related loans.

The general valuation allowance is determined for loans not determined to be impaired. We segregate our loan portfolio into portfolio segments. These portfolio segments share common characteristics such as the type of loan, its purpose, its underlying collateral, and other risk characteristics. Once segregated, these loans are further segregated by loan grade. To calculate the allowance by grade, we apply internally developed loss factors comprised of both quantitative and qualitative considerations.

We estimate our loss factors by taking into consideration both quantitative and qualitative aspects that would affect our estimation of probable incurred losses. These aspects include, but are not limited to historical charge-offs; loan delinquencies and foreclosure trends; current economic trends and demographic data within our market area, such as unemployment rates and population trends; current trends in real estate values; charge-off trends of other comparable institutions; the results of any internal loan reviews; loan-to-value ratios; our historically conservative credit risk policy; the strength of our underwriting and ongoing credit monitoring function; and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision based on changes in economic and real estate market conditions. Actual loan losses may be significantly more than the allowance for loan losses we have established, which could have a material negative effect on our financial results.

See Note 1 “Summary of Significant Accounting Policies” and Note 4 “Loans” to the accompanying Consolidated Financial Statements contained in Item 8 for additional discussion on the allowance for loan losses.

Business Combinations. Business combinations are accounted for using the acquisition method of accounting. As such, assets acquired, including identified intangible assets, and liabilities assumed are recorded at their fair value, which often involves estimates based on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques, all of which are inherently subjective. Identified intangible assets are amortized based upon the estimated economic benefits to be received, which is also subjective. Management will review identified intangible assets for impairment at least annually, or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, in which case an impairment charge would be recorded. Goodwill is subject to impairment testing on at least an annual basis. In addition, goodwill is tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Our reporting unit for purposes of testing our goodwill for impairment is our banking operations unit, which contains all other activities performed by the Company.

Valuation of Goodwill. The testing for impairment of goodwill is a two-step process. The first step in testing for impairment is to determine the fair value of our reporting unit and compare that fair value with the carrying value of the reporting unit (including goodwill.) If the fair value of the reporting unit exceeds the carrying value, the second step is not necessary and goodwill is deemed not to be impaired. If the fair value of the reporting unit is less than the carrying value, the Company must estimate a hypothetical purchase price for the reporting unit (representing the unit's fair value) and then compare that hypothetical purchase price with the fair value of the unit's net assets (excluding goodwill). Any excess of the estimated purchase price over the fair value of the reporting unit's net assets represents the implied fair value of goodwill. An impairment loss would be recognized as a charge to earnings if the carrying amount of the reporting unit's goodwill exceeds the implied fair value of goodwill. Our annual impairment evaluation is May of each year.

Deferred Income Taxes. We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance is established. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change.

Real Estate Owned Valuation. Real estate acquired through loan foreclosure is carried at the lower of carrying amount or fair value less estimated costs to sell. Any initial losses at the time of foreclosure are charged against the allowance for loan losses. Valuation of these assets are periodically reviewed by management with the carrying value of such assets adjusted through noninterest expense to the then estimated fair value, net of estimated selling costs, if lower, until disposition. Fair values of real estate owned are generally based on third party appraisals or other valuations of the property.

Business Strategy

We have continued our primarily focus on the execution of our community oriented retail banking strategy. Highlights of our current business strategy include the following:

Continue to Focus on Residential Lending. We have been and will continue to be primarily a one-to-four family residential mortgage lender for borrowers in our market area. As of June 30, 2018, $269.9 million, or 82.3%, of our total loan portfolio consisted of one-to-four family residential mortgage loans (including home equity loans). In the future, we may gradually increase our residential construction and home equity loan portfolios.

Maintain a Modest Portfolio of Nonresidential Real Estate Loans. We have historically maintained a small portfolio of nonresidential real estate loans. Our nonresidential real estate loans were $17.6 million, or 5.4% of our total loan portfolio at June 30, 2018. We plan to increase our efforts toward more nonresidential real estate lending in the future in an effort to increase our loan portfolio yields and to better manage our interest rate risk.

Manage Interest Rate Risk While Maintaining or Enhancing, to the Extent Practicable, our Net Interest Margin. Subject to market conditions, we have sought to enhance net interest income by emphasizing controls on the cost of funds, particularly on the deposit products that we offer, rather than attempting to maximize asset yields, as loans with high yields often involve greater credit risk and may be repaid during periods of decreasing market interest rates. In addition, in view of our strong capital position, from time to time, we place more emphasis on enhancing our net interest income than on limiting our interest rate risk.

Rely on Community Orientation and High Quality Service to Maintain and Build a Loyal Local Customer Base and Maintain our Status as an Independent Community-Based Institution. We were established in 1924 and have been operating continuously in Oconee County since that time. By using our recognized brand name and the goodwill developed over years of providing timely, efficient banking services, we have been able to attract a solid base of local retail customers on which to continue to build our banking business. We have historically focused on promoting relationships within our community rather than specific banking products, and we expect to continue to build our customer base by relying on customer referrals and referrals from local builders and realtors. We extend this strategy to the Rabun and Stephens counties as well.

Adhere to Conservative Underwriting Guidelines to Maintain Strong Asset Quality. We have emphasized maintaining strong asset quality by following conservative underwriting guidelines, sound loan administration, and focusing on loans secured by real estate located within our market area only. Our nonperforming assets totaled $6.5 million, or 1.3% of total assets at June 30, 2018. Our total nonperforming loans to total loans ratio was 0.9% at June 30, 2017. Total loan delinquencies, 30 days or more past due, as of June 30, 2018, were $9.2 million, or 2.8% of total loans. Total loan delinquencies, 30 days or more past due, as of June 30, 2017, were $9.1 million, or 3.0% of total loans.

Comparison of Financial Condition at June 30, 2018 and June 30, 2017

Our total assets increased by $6.6 million, or 1.4%, to $488.0 million at June 30, 2018 from $481.3 million at June 30, 2017. Securities available-for-sale decreased $3.2 million from June 30, 2017 to June 30, 2018. Total gross loans increased $20.2 million to $327.8 million at June 30, 2018 from $307.6 million at June 30, 2017. The majority of the increase was in our one-to-four family loans and construction loans, which increased by $9.8 million and $12.3 million, respectively, from June 30, 2017 to June 30, 2018. Loan growth was funded by liquidation of securities available-for-sale, interest earning deposits and increases in FHLB advances.

Our total deposits decreased to $387.6 million at June 30, 2018 from $394.5 million at June 30, 2017. We believe that the sustained low interest rate environment has prompted many depositors to move their funds to the stock market seeking higher yielding investments. We generally do not accept brokered deposits and no brokered deposits were accepted during the year ended June 30, 2018.

Our total cash and deposit balance includes the deposits of Oconee Federal, MHC.

We had $14.5 million in advances from the FHLB as of June 30, 2018. We had no advances from the FHLB as of June 30, 2017. We had credit available under a loan agreement with the FHLB in the amount of 25% of total assets, or approximately $121.2 million and $120.3 million at June 30, 2018 and June 30, 2017, respectively.

Our total stockholders' equity decreased $1.1 million to $84.9 million at June 30, 2018 from $86.0 million at June 30, 2017. The decrease is primarily the result of net income for the year ended June 30, 2018 of $3.0 million and the $508 thousand in ESOP shares earned and $134 thousand in recognition of compensation expense associated with our equity incentive plans, all of which increased equity. These increases were offset by a increase in unrealized losses on our available-for-sale securities of $2.1 million, which is included net of tax in accumulated other comprehensive income; dividend payments of $2.2 million and the repurchases of 15,041 shares of stock for $428 thousand.

Comparison of Operating Results for the Years Ended June 30, 2018 and June 30, 2017

General. Net income decreased by $2.5 million, or 45.1%, to $3.0 million for the year ended June 30, 2018 from $5.5 million for the year ended June 30, 2017. The decrease in net income was the result of a decrease in net interest income before the provision for loan losses of $594 thousand, or 3.8%, and a decrease in noninterest income of $757 thousand, or 35.6%. These decreases in income were combined with an increase in noninterest expense of $1.0 million, or 9.4%, and an increase in tax expense of $227 thousand, or 15.4%.

Interest Income. Interest income decreased by $108 thousand, or 0.6%, to $17.0 million for the year ended June 30, 2018 from $17.2 million for the year ended June 30, 2017. The decrease was primarily the result of a lower average yield on loans during the year ended June 30, 2018 as compared to the year ended June 30, 2017. The average balance of interest-earning assets increased to $444.8 million for the year ended June 30, 2018 from $442.4 million for the year ended June 30, 2017. The average yield on interest-earning assets decreased to 3.83% for the year ended June 30, 2018 from 3.88% for the year ended June 30, 2017.

Interest income on loans decreased $191 thousand, or 1.3%, to $14.4 million for the year ended June 30, 2018 from $14.6 million for the year ended June 30, 2017. The average balance of our loans increased to $316.5 million for the year ended June 30, 2018 from $300.6 million for the year ended June 30, 2017. The average yield was 4.56% for the year ended June 30, 2018 compared to 4.87% for the year ended June 30, 2017, a result of the reducing balances of older higher yielding loans.

Interest income on investment securities increased $110 thousand, or 4.7%, to $2.4 million for the year ended June 30, 2018 from $2.3 million for the year ended June 30, 2017, reflecting a decrease of $2.7 million, or 2.1%, in the average balances of securities to $121.2 million from $123.9 million for the years ended June 30, 2018 and 2017 offset by an increase in the total average yield of our investment securities of thirteen basis points to 2.01% from 1.88%. The decrease in average balances of our investment securities is reflective of our efforts to use routine repayments and maturities in the investment portfolio to help fund our lending as opposed to reinvestment of such repayments back into the investment portfolio. Our increased yields are partially reflective of the shift of our investment portfolio into high-quality, higher yielding municipal securities, which helps to reduce our overall tax liability along with overall increasing rates based on the economy.

Interest Expense. Interest expense increased $486 thousand, or 36.7%, to $1.8 million for the year ended June 30, 2018 from $1.3 million for the year ended June 30, 2017. The average rate paid on interest bearing liabilities increased fourteen basis points in fiscal year 2018 to 0.50% from 0.36% for fiscal year 2017. This increase was partially attributable to using FHLB advances in fiscal year 2018. The increase in the average rate paid on deposits was offset by the decrease in the average balance of interest bearing deposits of $19.2 million, or 5.2%, to $351.6 million for the year ended June 30, 2018 from $370.8 million for the year ended June 30, 2017.

Interest expense on money market deposits decreased $50 thousand as the cost of these deposits decreased one basis point from 0.36% for the year ended June 30, 2017 to 0.35% for the year ended June 30, 2018. The average balance of money market deposits decreased from $81.8 million to $70.5 million for the same period. The decrease in money market deposits was primarily due to an anticipated withdrawal from a single customer, half of which was moved into a certificate of deposit.

Interest expense on NOW and demand deposits and regular savings and other deposits decreased by $6 thousand to $95 thousand for the year ended June 30, 2018 from $101 thousand for the year ended June 30, 2017. The decrease in interest expense on these deposits was attributable to a slight decrease in the average cost on these deposits to 0.12% from 0.13%, as well as a $575 thousand decrease in average balances.

Interest expense on certificates of deposit increased by $331 thousand to $1.3 million for the year ended June 30, 2018 from $929 thousand for the year ended June 30, 2017. The increase in interest expense on these deposits was attributable to the rising interest rate environment in the current fiscal year. The average cost on these deposits increased from 0.44% for the year ended June 30, 2018 to 0.62% for the year ended June 30, 2017.

Interest expense for other borrowings increased by $211 thousand due to FHLB borrowings. There were no FHLB borrowings in the year ended June 30, 2017, while the year ended June 30, 2018 had an average of $13.7 million with a weighted average rate of 1.54%.

Net Interest Income. Net interest income decreased by $594 thousand, or 3.8%, to $15.2 million for the year ended June 30, 2018 compared to $15.8 million for fiscal 2017. Net interest margin for the year ended June 30, 2018 was 3.43%, down 15 basis points from 3.58% for the year ended June 30, 2017. This decrease in net interest margin was reflective of the decrease in our average yield on interest earning assets to 3.83% for the year ended June 30, 2018 from 3.88% for the year ended June 30, 2017 and the increase in the average cost of funds to 0.50% for the year ended June 30, 2018 from 0.36% for the year ended June 30, 2017.

Provision for Loan Losses. We recorded a provision for loan losses of $108 thousand for the year ended June 30, 2018 compared with a provision of $203 thousand for the year ended June 30, 2017. Net charge-offs for the year ended June 30, 2018 were $27 thousand. Net charge-offs for the year ended June 30, 2017 were $109 thousand. The general valuation allowance increased and the specific valuation decreased from June 30, 2017 to June 30, 2018. However the allowance as a percentage of total loans remained stable at 0.33% on June 30, 2017 and June 30, 2018.

At June 30, 2018, impaired loans totaled $8.6 million compared to $7.8 million at June 30, 2017. Our ratio of nonperforming loans to total loans increased to 1.6% at June 30, 2018 from 1.1% at June 30, 2017, and our ratio of nonperforming assets to total assets increased to 1.32% from 0.9% at the same dates. Total nonperforming loans were $5.4 million at June 30, 2018 compared to $3.5 million at June 30, 2017.

We used the same overall methodology in assessing the allowances for both periods ended. Our allowance at June 30, 2018 reflects a general valuation component of $1.1 million and no specific component for loans determined to be impaired based upon an analysis of certain individual loans determined to be impaired. In comparison, our allowance at June 30, 2017 consisted of a general valuation component of $1.0 million and a specific component of $8 thousand. To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the years ended June 30, 2018 and 2017.

Noninterest Income. For the year ended June 30, 2018, noninterest income decreased $757 thousand, or 35.6%, to $1.4 million from $2.1 million for the year ended June 30, 2017. The significant portion of the decrease relates to reduced gains on the disposition of purchase credit impaired loans which totaled $125 thousand for the year ended June 30, 2018 compared to $729 thousand for the year ended June 30, 2017. Another significant portion of the decrease relates to reduced gains on the sale of securities which totaled was a $7 thousand loss for the year ended June 30, 2018 compared to a $128 thousand gain for the year ended June 30, 2017. We did not have the same opportunities for gains on the sale of investments and on the disposition of purchase credit impaired loans in the year ending June 30, 2018 as we did in the year ending June 30, 2017. Service charges on deposit accounts increased by $8 thousand, or 1.9%, to $427 thousand for the year ended June 30, 2018 from $419 thousand for the year ended June 30, 2017.

Noninterest Expense. Noninterest expense increased $1.0 million, or 9.4%, to $11.8 million for the year ended June 30, 2018 from $10.8 million for the year ended June 30, 2017. Salaries and employee benefits increased by $286 thousand, or 4.6% to $6.6 million for the year ended June 30, 2018 from $6.3 million for the year ended June 30, 2017. Occupancy and equipment expenses increased by $226 thousand, or 15.2% to $1.7 million for the year ended June 30, 2018 from $1.5 million for the year ended June 30, 2017 due to renovations of our facilities. Data processing expenses increased by $193 thousand, or 27.8% to $888 thousand for the year ended June 30, 2018 from $695 thousand for the year ended June 30, 2017 due to upgrades in our data infrastructure. Professional and supervisory fee expenses increased by $188 thousand, or 23.0% to $1.0 million for the year ended June 30, 2018 from $818 thousand for the year ended June 30, 2017 primarily due to increased legal expenses associated with our foreclosed assets. For the year ended June 30, 2018, we recognized an expense for the decrease in value of the loan servicing asset of $48 thousand compared to recognizing income for an increase in value of $95 thousand for the year ended June 30, 2017. When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value. These servicing rights are then measured at each reporting date and changes are recorded as "change in loan servicing asset" on the consolidated statements of income and comprehensive income. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses. Foreclosed asset expenses decreased by $66 thousand, or 64.7% to $36 thousand for the year ended June 30, 2018 from $102 thousand for the year ended June 30, 2017 due to the recognition of gains on sale of properties that help offset foreclosure expenses.

Income Tax Expense. Income tax expense for the years ended June 30, 2018 and 2017 was $1.7 million and $1.5 million, respectively, with effective income tax rates of 36.0% and 21.1%, respectively. The increase in our effective tax rate for the year ended June 30, 2018 is primarily due to the remeasurement of our deferred tax assets and liabilities which resulted in a related tax expense of $917 for the year ended June 30, 2018. The remeasurement was due to the *Tax Cuts and Jobs Act* that was enacted on December 22, 2017. The Act reduced the U.S. federal corporate tax rate from 35% to 21%.

Analysis of Net Interest Income

Net interest income represents the difference between the income we earn on interest-earning assets and the interest expense we pay on interest-bearing liabilities. Net interest income also depends upon the relative amounts of interest-earning assets and interest-bearing liabilities and the interest rates earned or paid on them.

The following tables set forth average balance sheets, average yields and costs, and certain other information at the dates and for the periods indicated. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the tables as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, discounts and premiums that are amortized or accreted to interest income.

	For the Year Ended June 30,								
	2018			2017			2016		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
	(Dollars in Thousands)								
Assets:									
Interest-earning assets:									
Loans	$316,533	$14,443	4.56%	$300,581	$14,634	4.87%	$297,928	$15,378	5.16%
Investment securities	82,919	1,591	1.92	90,225	1,590	1.76	98,285	1,740	1.77
Investment securities, tax-free	38,298	848	2.21	33,651	739	2.20	23,196	511	2.20
Other interest-earning assets	7,080	164	2.32	17,965	191	1.06	19,751	126	0.64
Total interest-earning assets	444,830	17,046	3.83	442,422	17,154	3.88	439,160	17,755	4.04
Noninterest-earning assets	34,934			39,792			41,214		
Total assets	$479,764			$482,214			$480,374		
Liabilities and equity:									
Interest-bearing liabilities:									
NOW and demand deposits	$48,441	$53	0.11%	$48,385	$58	0.12%	$49,432	$42	0.08%
Money market deposits	70,511	244	0.35	81,823	294	0.36	47,622	195	0.41
Regular savings and other deposits	28,105	42	0.15	28,736					