

Oconee Federal Financial Corp.  
Form 10-Q  
February 23, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

**For the Quarterly Period ended December 31, 2014**

**Or**

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

**For transition period from            to**

**Commission File Number 001-35033**

**Oconee Federal Financial Corp.**

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

**Federal**

**32-0330122**

**(State of Other Jurisdiction**

**(I.R.S Employer**

**of Incorporation)**

**Identification  
Number)**

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

**29678**

**(Address of Principal Executive Officers)**

**(Zip Code)**

**(864) 882-2765**

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

**Not Applicable**

**(Former name or former address, if changed since last report)**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

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

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Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the Issuer's classes of common stock as of the latest practicable date.

There were 5,871,340 shares of Common Stock, par value \$.01 per share, outstanding as of February 19, 2014.

**OCONEE FEDERAL FINANCIAL CORP.**

Form 10-Q Quarterly Report

Table of Contents

<u>PART I.</u>	2
<u>ITEM 1. FINANCIAL STATEMENTS</u>	2
<u>ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	36
<u>ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	46
<u>ITEM 4. CONTROLS AND PROCEDURES</u>	47
<u>PART II.</u>	47
<u>ITEM 1. LEGAL PROCEEDINGS</u>	47
<u>ITEM 1A. RISK FACTORS</u>	47
<u>ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	47
<u>ITEM 3. DEFAULTS UPON SENIOR SECURITIES</u>	47
<u>ITEM 4. MINE SAFETY DISCLOSURES</u>	47
<u>ITEM 5. OTHER INFORMATION</u>	47
<u>ITEM 6. EXHIBITS</u>	47
<u>SIGNATURES</u>	48
<u>INDEX TO EXHIBITS</u>	49

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

CONSOLIDATED BALANCE SHEETS

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

(Unaudited)

**PART I**

## ITEM 1. FINANCIAL STATEMENTS

	December 31, 2014 (Unaudited)	June 30, 2014 (*)
<b>ASSETS</b>		
Cash and due from banks	\$ 2,081	\$ 1,365
Interest-bearing deposits	19,220	10,525
Total cash and cash equivalents	21,301	11,890
Securities available-for-sale	104,699	103,806
Loans	330,902	230,786
Allowance for loan losses	(864 )	(855 )
Net loans	330,038	229,931
Loans held for sale	591	-
Premises and equipment, net	7,086	2,993
Real estate owned, net	3,234	744
Accrued interest receivable		
Loans	1,199	811
Investments	281	251
Restricted equity securities	467	325
Bank owned life insurance	8,897	8,758
Goodwill	3,658	-
Loan servicing rights	1,341	-
Deferred tax assets	4,672	650
Other assets	524	342
Total assets	\$ 487,988	\$ 360,501
<b>LIABILITIES</b>		
Deposits		
Non-interest bearing	\$ 18,036	\$ 7,075
Interest bearing	389,319	273,940
Total deposits	407,355	281,015

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Accrued interest payable and other liabilities	1,333	2,505
Total liabilities	408,688	283,520
<b>SHAREHOLDERS' EQUITY</b>		
Common stock, \$0.01 par value, 100,000,000 shares authorized; 5,871,340 and 5,834,395 shares outstanding, respectively	65	64
Treasury stock, at par 600,699 shares	(6	) (6 )
Additional paid-in capital	13,161	12,186
Retained earnings	67,715	66,705
Accumulated other comprehensive income (loss)	11	(147 )
Unearned ESOP shares	(1,646	) (1,821 )
Total shareholders' equity	79,300	76,981
Total liabilities and shareholders' equity	\$ 487,988	\$360,501

\* Derived from audited consolidated financial statements

See accompanying notes to the consolidated financial statements

Table of Contents

## OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

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

(Unaudited)

	Three Months Ended		Six Months Ended	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Interest and dividend income:				
Loans, including fees	\$ 3,337	\$ 2,870	\$ 6,224	\$ 5,722
Securities, taxable	370	381	751	751
Securities, tax-exempt	40	-	76	-
Interest-bearing deposits and other	16	15	54	29
Total interest income	3,763	3,266	7,105	6,502
Interest expense:				
Deposits	315	383	623	811
Total interest expense	315	383	623	811
Net interest income	3,448	2,883	6,482	5,691
Provision for loan losses	9	(40 )	9	41
Net interest income after provision for loan losses	3,439	2,923	6,473	5,650
Noninterest income:				
Service charges on deposit accounts	81	19	100	37
Income on bank owned life insurance	72	76	139	154
Mortgage banking income	34	-	34	-
Gain on sales of securities	24	145	29	145
Gain (loss) on sales of real estate owned	44	-	36	(14 )
Other	2	-	3	(2 )
Total noninterest income	257	240	341	320
Noninterest expense:				
Salaries and employee benefits	1,232	995	2,142	1,855
Occupancy and equipment	230	165	397	320
Data processing	107	66	174	129
Professional and supervisory fees	216	144	329	255
Office expense	44	27	87	51
Advertising	20	17	42	38
FDIC deposit insurance	38	39	77	79
Provision for real estate owned and related expenses	20	20	39	53
Other	83	108	178	177

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Total noninterest expense	1,990	1,581	3,465	2,957
Income before income taxes	1,706	1,582	3,349	3,013
Income tax expense	659	568	1,215	1,081
Net income	\$ 1,047	\$ 1,014	\$ 2,134	\$ 1,932
Other comprehensive income (loss)				
Unrealized gain (loss) on securities available-for-sale	\$ 529	\$ (840	) \$ 286	\$ (849
Tax effect	(201	) 320	(110	) 323
Reclassification adjustment for gains realized in net income	(24	) (63	) (29	) (63
Tax effect	9	24	11	24
Total other comprehensive gain (loss)	313	(559	) 158	(565
Comprehensive income	\$ 1,360	\$ 455	\$ 2,292	\$ 1,367
Basic net income per share: (Note 2)	\$ 0.18	\$ 0.18	\$ 0.38	\$ 0.34
Diluted net income per share: (Note 2)	\$ 0.18	\$ 0.18	\$ 0.37	\$ 0.34
Dividends declared per share:	\$ 0.10	\$ 0.10	\$ 0.20	\$ 0.20

See accompanying notes to the consolidated financial statements



Table of Contents

## OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited)

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

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Unearned ESOP Shares	Total
Balance at July 1, 2013	\$ 64	\$ (5 )	\$ 13,413	\$ 65,315	\$ (559 )	\$ (2,066 )	\$ 76,162
Net income	-	-	-	1,932	-	-	1,932
Other comprehensive income	-	-	-	-	(565 )	-	(565 )
Transfers of securities from classified as held-to- maturity to available-for-sale	-	-	-	-	-	-	-
Purchase of 89,900 shares of treasury stock (1)	-	(1 )	(1,423 )	-	-	-	(1,424 )
Issuance of 12,600 shares of restricted stock (2)	-	-	-	-	-	-	-
Stock-based compensation expense	-	-	119	-	-	-	119
Dividends (3) (4)	-	-	14	(1,082 )	-	-	(1,068 )
ESOP shares earned (4)	-	-	78	-	-	151	229
Balance at December 31, 2013	\$ 64	\$ (6 )	\$ 12,201	\$ 66,165	\$ (1,096 )	\$ (1,915 )	\$ 75,413
Balance at July 1, 2014	\$ 64	\$ (6 )	\$ 12,186	\$ 66,705	\$ (147 )	\$ (1,821 )	\$ 76,981
Net income	-	-	-	2,134	-	-	2,134
Other comprehensive loss	-	-	-	-	158	-	158
Stock-based compensation expense	-	-	132	-	-	-	132
Common stock issued, 36,945 shares (5)	1	-	699	-	-	-	700
Dividends (6) (7)	-	-	25	(1,124 )	-	-	(1,099 )
ESOP shares earned (7)	-	-	119	-	-	175	294
Balance at December 31, 2014	\$ 65	\$ (6 )	\$ 13,161	\$ 67,715	\$ 11	\$ (1,646 )	\$ 79,300

(1) The weighted average cost of treasury shares purchased during the six months ended was \$15.85 per share.

Treasury stock repurchases were accounted for using the par value method.

(2) On November 13, 2013, the Company granted 12,600 shares of restricted stock. The grant date fair value of these shares was \$17.16.

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(3) Cash dividends declared on July 25, 2013 were paid on August 29, 2013. Cash dividends declared on October 24, 2013 were paid on November 21, 2013.

Approximately \$99 of cash dividends paid on shares in the ESOP was used as additional principal reduction on the ESOP debt, resulting in the release of approximately 8,000 additional shares. The portion of the dividend paid on (4) allocated shares of approximately \$14 was treated as a dividend. The remaining portion of the dividend payment and resulting release of approximately 7,000 shares was accounted for as additional compensation expense of approximately \$63 for the six months ended December 31, 2013.

(5) 36,945 shares issued to Oconee MHC at approximately \$18.95 per share for the acquisition of Stephens Federal Bank.

(6) Cash dividends declared on July 24, 2014 were paid on August 21, 2014. Cash dividends declared on October 23, 2014 were paid on November 20, 2014.

Approximately \$99 of cash dividends paid on shares in the ESOP was used as additional principal reduction on the ESOP debt, resulting in the release of approximately 8,000 additional shares. The portion of the dividend paid on (7) allocated shares of approximately \$25 was treated as a dividend. The remaining portion of the dividend payment and resulting release of approximately 8,000 shares was accounted for as additional compensation expense of approximately \$74 for the six months ended December 31, 2014.

See accompanying notes to the consolidated financial statements

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

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

	Six Months Ended	
	December 31, 2014	December 31, 2013
Cash Flows From Operating Activities		
Net income	\$2,134	\$ 1,932
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	9	41
Depreciation and amortization, net	454	479
Deferred loan fees, net	24	23
Deferred income tax expense	9	-
(Gain) loss on sale of real estate owned	(36 )	14
Change in loan servicing asset	28	-
Gain on sales of securities	(29 )	(145 )
Mortgage loans originated for sale	(605 )	-
Mortgage loans sold	591	-
Gain on sales of mortgage loans	(5 )	-
Increase in cash surrender value of bank owned life insurance	(139 )	(154 )
ESOP compensation expense	294	229
Stock based compensation expense	132	119
Net change in operating assets and liabilities:		
Accrued interest receivable	(42 )	94
Accrued interest payable	(1 )	(2 )
Other	(1,061 )	(427 )
Net cash provided by operating activities	1,757	2,203
Cash Flows From Investing Activities		
Net cash received from acquisition of Stephens Federal	24,079	-
Purchases of premises and equipment	(329 )	(33 )
Purchases of securities held-to-maturity	-	(3,486 )
Purchases of securities available-for-sale	(13,908)	(18,300 )
Proceeds from maturities, paydowns and calls of securities available-for-sale	8,143	6,538
Proceeds from sales of securities available-for-sale	6,421	10,788
Proceeds from sale of securities held-to-maturity	-	2,270
Proceeds from sale of real estate owned	1,089	176
Loan originations and repayments, net	(3,869 )	(3,188 )
Net cash provided by (used) in investing activities	21,626	(5,235 )

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Cash Flows from Financing Activities		
Net change in deposits	(12,873)	(8,228 )
Dividends paid	(1,099 )	(1,068 )
Purchase of treasury stock	-	(1,424 )
Net cash used in financing activities	(13,972)	(10,720 )
Change in cash and cash equivalents	9,411	(13,752 )
Cash and cash equivalents, beginning of year	11,890	37,942
Cash and cash equivalents, end of period	\$21,301	\$ 24,190

See accompanying notes to the consolidated financial statements

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

**(1) BASIS OF PRESENTATION**

The accompanying unaudited consolidated financial statements of Oconee Federal Financial Corp., which include the accounts of its wholly owned subsidiary Oconee Federal Savings and Loan Association (the "Association") (referred to herein as "the Company," "we," "us," or "our") have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Intercompany accounts and transactions are eliminated during consolidation. The Company is majority owned (70.93%) by Oconee Federal, MHC. These financial statements do not include the transactions and balances of Oconee Federal, MHC. On December 1, 2014, the Company completed its acquisition of Stephens Federal Bank. The consolidated financial statements include the results of operations of Stephen Federal Bank since the acquisition date.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the Company's financial position as of December 31, 2014 and June 30, 2014 and the results of operations and cash flows for the interim periods ended December 31, 2014 and 2013. All interim amounts have not been audited, and the results of operations for the interim periods herein are not necessarily indicative of the results of operations to be expected for the year. These consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in the Form 10-K Annual Report of Oconee Federal Financial Corp. for the year ended June 30, 2014.

**(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Loans Held for Sale:* Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. Loans held for sale, for which the fair value option has been elected, are recorded at fair value as of each balance sheet date. The fair value includes the servicing value of the loans as well as any accrued interest.

Mortgage loans held for sale are generally sold with servicing rights retained. The carrying value of mortgage loans sold is reduced by the amount allocated to the servicing right. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

*Purchased Credit Impaired Loans:* The Company purchases individual loans and groups of loans, some of which have shown evidence of credit deterioration since origination. These purchased credit impaired loans are recorded at the amount paid, such that there is no carryover of the seller's allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses. Purchased credit impaired loans are accounted for individually. The Company estimates the amount and timing of expected cash flows for each loan, and the expected cash flows in excess of amount paid is recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loans' contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

Over the life of the loans expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

*Purchased Performing Loans:* The Company accounts for purchased performing loans at acquisition at fair value, which includes a credit discount. The resulting fair value (premium/discount) is amortized/accreted on a level yield basis over the estimated lives of the loans. There is no allowance for loan losses established for purchased performing loans, however a provision for loan losses is recorded for any further deterioration in these loans subsequent to the acquisition.

*Loan servicing rights:* When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income.

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

Under the fair value measurement method, the Company measures servicing rights at fair value at each reporting date and reports changes in fair value of servicing assets in earnings in the period in which the changes occur, and are included with mortgage banking income 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.

*Goodwill:* Goodwill is generally determined as the excess of the fair value of the consideration transferred, plus the fair value of any noncontrolling interests in the acquiree, over the fair value of the net assets acquired and liabilities assumed as of the acquisition date. Goodwill acquired in a purchase business combination is not amortized, but tested for impairment at least annually or more frequently if events and circumstances exist that indicate that a goodwill impairment test should be performed. Goodwill will be tested for impairment as of April 1, 2015 and annually thereafter on each fiscal year ended date, unless evidence exists to warrant more frequent testing.

*Derivative Instruments and Hedging:* The Company recognizes all derivatives as either assets or liabilities in the balance sheet, and measures those instruments at fair value. Changes in the fair value of those derivatives are reported in current earnings or other comprehensive income depending on the purpose for which the derivative is held and whether the derivative qualifies for hedge accounting. Loan commitments related to the origination or acquisition of mortgage loans that will be held for sale must be accounted for as derivative instruments. The Company enters into commitments to originate loans whereby the interest rate on the loan is determined prior to funding (rate lock commitments). The Company also enters into forward sales commitments for the mortgage loans underlying the rate lock commitments. The fair values of these two derivative financial instruments are collectively insignificant to the consolidated financial statements.

*Reclassifications:* Some items in the prior year consolidated financial statements were reclassified to conform to the current presentation.

**(3) ACQUISITION**

On December 1, 2014, the Company and its parent company, Oconee Federal, MHC (“Oconee MHC”), completed the acquisition of Stephens Federal Bank (“Stephens Federal”). The acquisition was consummated in accordance with the Agreement and Plan of Merger by and among the Company, Oconee MHC, Oconee Federal and Stephens Federal dated February 26, 2014, as amended on May 6, 2014 (the “Merger Agreement”), pursuant to which Stephens Federal merged with and into the Association, with the Association as the surviving institution.

Pursuant to the terms of the Merger Agreement, Stephens Federal completed a voluntary supervisory conversion from a federally chartered mutual savings association to a federally chartered stock savings association immediately prior to the merger with the Association. Accordingly, no consideration was paid by the Association or the Company in connection with the acquisition of Stephens Federal; however, upon completion of the acquisition, the Company issued 36,945 shares of Company common stock to Oconee MHC, which is equal to the quotient of (i) the valuation of Stephens Federal, which was \$700, as determined by an independent third party, divided by (ii) the average closing price of the Company’s common stock as reported on the NASDAQ for the 20 consecutive trading days ending on the third trading day preceding the effective date of the acquisition, or approximately \$18.95 per share, rounded.



Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

A summary of assets received and liabilities assumed for Stephens Federal, as well as the associated fair value adjustments, are as follows:

	As Recorded by Stephens Federal	Fair Value and Other Merger Related Adjustments	As Recorded by the Company
Consideration			
Common stock at \$18.95 per share, 36,945 shares			\$ 700
Assets			
Cash and cash equivalents	\$ 24,079	\$ -	\$ 24,079
Securities available for sale	2,720	-	2,720
Loans	103,166	(6,742)	(1) 96,424
Mortgage loans held for sale	572	-	572
Premises and equipment, net	5,308	(1,324)	(2) 3,984
Real estate owned, net	6,198	(2,806)	(3) 3,392
Accrued interest receivable	376	-	376
Restricted equity securities	143	-	143
Loan servicing rights	1,409	(40)	(4) 1,369
Other Assets	141	4,091	(5) 4,232
Total assets acquired	\$ 144,112	\$ (6,821)	) 137,291
Liabilities			
Deposits	139,160	54	(6) 139,214
Other Liabilities	1,035	-	1,035
Total liabilities assumed	\$ 140,195	\$ 54	140,249
Net liabilities assumed			(2,958 )
Goodwill			\$ 3,658

Explanation of fair value adjustments:

(1) The net fair value adjustment includes a total gross fair value adjustment of \$8,892 to the unpaid principle balances of loans acquired, net of the existing allowance of \$1,979, and deferred loans fees of \$171. The gross fair value

adjustment includes both credit, interest and liquidity components that comprise the entire discount. The fair value adjustment related to PCI loans was \$6,676, and the fair value adjustment on purchased performing loans was \$2,216. Based on an evaluation of the expected future cash flows for PCI loans, the accretable difference expected to be recognized into income as a yield adjustment on loans was \$642. The entire discount on purchased performing loans be accreted to income on a level-yield basis over each loan's contractual life.

- (2) Premises and equipment were adjusted to reflect recently appraised values of the land and buildings for each branch acquired and the Company's estimates of the fair value of furniture, fixtures and equipment.
- (3) The net adjustment reflects the fair value of real estate properties, less estimated costs to sell.
- (4) The adjustment reflects the fair value of loan servicing rights based upon the net present value of future servicing cash flows net of costs.  
Represents adjustments in the net deferred tax assets resulting from the fair value adjustments related to the
- (5) acquired assets and liabilities, identifiable intangibles and other deferred tax items. The fair value adjustment of the net deferred tax asset assumes an effective tax rate of approximately 36%.
- (6) The value adjustment to time deposits reflecting the differences in the contractual interest rates and those currently offered. The premium will be amortized into interest expense over a 3.7 year life using the straight line method.

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The Company has determined the above noted acquisition constitutes a business combination as defined by generally accepted accounting principles. As such, the Company has recorded the assets purchased and liabilities assumed at their estimated fair values.

The estimated fair values are subject to refinement for up to one year after the closing date of the acquisition as additional information regarding closing date fair value becomes available. During this one year period, the causes of any changes in cash flow estimates are considered to determine whether the change results from circumstances that existed at the acquisition date or if the change results from an event that occurred after the date of acquisition. At December 31, 2014, management had not completed its assessment of the fair value of the acquired core deposit intangible at December 1, 2014. Once the fair value is finalized, the impact will be to recognize a core deposit intangible that will be amortized over the expected life of the core deposit intangible. The recognition of this core deposit intangible will reduce the preliminary estimate of goodwill recorded as of December 31, 2014.

With this acquisition, the Company expanded its presence in the northeast corner of Georgia in Stephens and Rabun Counties through the addition of three branches, which enhances our ability to grow by expanding our footprint into these nearby counties. None of the goodwill associated with this acquisition is deductible for income tax purposes.

The Company incurred transaction-related costs of \$706, of which \$102 and \$135, respectively, were incurred in the three and six months ended December 31, 2014. Transaction-related costs are expensed as incurred as a component of non-interest expense. Transaction-related costs primarily include professional services and data processing fees. Additionally, expenses related to systems conversions and other costs of integration are expected to be recorded throughout the remaining portion of our fiscal year 2015.

The following table discloses the impact of the merger with Stephens Federal since the acquisition on December 1, 2014 through December 31, 2014. The table also presents certain pro forma information as if Stephens Federal had been acquired on July 1, 2014 or July 1, 2013. These results combine the historical results of Stephens Federal in the Company's Consolidated Statement of Income and Comprehensive Income and, while certain adjustments were made for the estimated impact of certain fair value adjustments and other acquisition-related activity, they are not indicative of what would have occurred had the acquisition taken place on July 1, 2014 or July 1, 2013. Transaction-related costs as noted above are not included in the pro forma statements below. Additionally, the Company expects to achieve

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further operating cost savings as a result of the acquisition, which are not reflected in the pro forma amounts below:

	Actual from acquisition date through December 31, 2014	Pro-forma for three months ended December 31,		Pro-forma for six months ended December 31,	
		2014	2013	2014	2013
Net interest income	\$ 338	\$ 4,228	\$ 4,155	\$ 8,416	\$ 8,271
Noninterest income	153	432	663	769	1,004
Net income	147	1,395	1,513	2,991	3,106
Net income available to common shareholders	\$ 147	\$ 1,383	\$ 1,498	\$ 2,967	\$ 3,077
Pro-forma earnings per share:					
Basic		\$ 0.25	\$ 0.27	\$ 0.53	\$ 0.55
Diluted		\$ 0.24	\$ 0.27	\$ 0.52	\$ 0.55

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

**(4) EARNINGS PER SHARE (“EPS”)**

Basic EPS is determined by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding for the period. ESOP shares are considered outstanding for this calculation unless unearned. The factors used in the earnings per common share computation follow:

	Three Months Ended		Six Months Ended	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Earnings per share				
Net income	\$ 1,047	\$ 1,014	\$ 2,134	\$ 1,932
Less: distributed earnings allocated to participating securities	(7 )	(8 )	(13 )	(16 )
Less: (undistributed income) dividends in excess of earnings allocated to participating securities	(5 )	(7 )	(11 )	(13 )
Net earnings available to common shareholders	\$ 1,035	\$ 999	\$ 2,110	\$ 1,903
Weighted average common shares outstanding including participating securities	5,846,442	5,839,969	5,840,419	5,845,245
Less: participating securities	(65,899 )	(83,695 )	(65,899 )	(83,695 )
Less: average unearned ESOP shares	(170,170 )	(196,488 )	(172,535 )	(198,754 )
Weighted average common shares outstanding	5,610,373	5,559,786	5,601,985	5,562,796
Basic earnings per share	\$ 0.18	\$ 0.18	\$ 0.38	\$ 0.34
Weighted average common shares outstanding	5,610,373	5,559,786	5,601,985	5,562,796
Add: dilutive effects of assumed exercises of stock options	68,961	53,456	57,822	50,688
Average shares and dilutive potential common shares	5,679,334	5,613,242	5,659,807	5,613,484
Diluted earnings per share	\$ 0.18	\$ 0.18	\$ 0.37	\$ 0.34

During the three and six months ended December 31, 2014 and 2013, 7,700 shares were considered anti-dilutive.



Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

**(5) SECURITIES AVAILABLE-FOR-SALE AND HELD-TO-MATURITY**

Debt, mortgage-backed and equity securities have been classified in the consolidated balance sheets according to management's intent. U.S. Government agency mortgage-backed securities consist of securities issued by U.S. Government agencies and U.S. Government sponsored enterprises. Investment securities at December 31, 2014 and June 30, 2014 are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2014				
Available-for-sale:				
FHLMC common stock	\$ 20	\$ 147	\$ -	\$ 167
Certificates of deposit	6,474	21	(12 )	6,483
Municipal securities	8,594	26	(48 )	8,572
SBA loan pools	2,675	12	(9 )	2,678
U.S. Government agency mortgage-backed securities	60,031	544	(486 )	60,089
U.S. Government agency bonds	26,885	109	(284 )	26,710
Total available-for-sale	\$ 104,679	\$ 859	\$ (839 )	\$ 104,699
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
June 30, 2014				
Available-for-sale:				
FHLMC common stock	\$ 20	\$ 294	\$ -	\$ 314
Preferred stock (1)	271	27	-	298
Certificates of deposit	7,221	24	(8 )	7,237
Municipal securities	5,846	2	(39 )	5,809
U.S. Government agency mortgage-backed securities	60,742	428	(730 )	60,440
U.S. Government agency bonds	29,946	181	(419 )	29,708
Total available-for-sale	\$ 104,046	\$ 956	\$ (1,196 )	\$ 103,806

(1) Consists of 300 shares of Southern First Bancshares, Inc. cumulative perpetual preferred stock, series T.





Table of Contents

## OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following tables show the fair value and unrealized loss of securities that have been in unrealized loss positions for less than twelve months and for more than twelve months at December 31, 2014 and June 30, 2014. The table also shows the number of securities in an unrealized loss position for each category of investment security as of the respective dates.

	Less than 12 Months			12 Months or More			Total		
	Fair Value	Unrealized Loss	Number in Unrealized Loss (1)	Fair Value	Unrealized Loss	Number in Unrealized Loss (1)	Fair Value	Unrealized Loss	Number in Unrealized Loss (1)
December 31, 2014									
Available for Sale:									
Certificates of deposit	\$1,985	\$ (8 )	8	\$249	\$ (4 )	1	\$2,234	\$ (12 )	9
Municipal securities	4,929	(48 )	14	-	-	-	4,929	(48 )	14
SBA loan pools	-	-	-	906	(9 )	1	906	(9 )	1
U.S. Government agency mortgage-backed securities	4,038	(18 )	3	17,168	(468 )	16	21,206	(486 )	19
U.S. Government agency bonds	2,927	(33 )	2	10,739	(251 )	6	13,666	(284 )	8
	\$13,879	\$ (107 )	27	\$29,062	\$ (732 )	24	\$42,941	\$ (839 )	51

	Less than 12 Months			12 Months or More			Total		
	Fair Value	Unrealized Loss	Number in Unrealized Loss (1)	Fair Value	Unrealized Loss	Number in Unrealized Loss (1)	Fair Value	Unrealized Loss	Number in Unrealized Loss (1)
June 30, 2014									
Available for Sale:									
Certificates of deposit	\$1,237	\$ (8 )	5	\$-	\$-	-	\$1,237	\$ (8 )	5
Municipal securities	4,263	(39 )	11	-	-	-	4,263	(39 )	11
U.S. Government agency mortgage-backed securities	7,241	(24 )	6	21,464	(706 )	18	28,705	(730 )	24
	3,467	(5 )	3	12,574	(414 )	8	16,041	(419 )	11

U.S. Government agency  
bonds

\$16,208	\$ (76 )	25	\$34,038	\$ (1,120 )	26	\$50,246	\$ (1,196 )	51
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(1)

Actual amounts.

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

None of the unrealized losses at December 31, 2014 were recognized into net income for the three and six months ended December 31, 2014 because the issuer's bonds are of high credit quality, management does not intend to sell and it is likely that management will not be required to sell the securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in interest rates. The fair value of these securities is expected to recover as they approach their maturity date or reset date. None of the unrealized losses at June 30, 2014 were recognized as having other-than-temporary impairments ("OTTI") during the three and six months ended December 31, 2014.

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The amortized cost and fair value of debt securities classified as available-for-sale at December 31, 2014 and June 30, 2014 by contractual maturity are summarized as follows:

	December 31, 2014		June 30, 2014	
	Amortized Fair		Amortized Fair	
	Cost	Value	Cost	Value
Less than one year	\$4,999	\$5,035	\$4,002	\$4,029
Due from one to five years	13,941	13,978	18,717	18,836
Due from five to ten years	19,101	18,878	13,297	13,047
Due after ten years	3,912	3,874	6,997	6,842
Mortgage backed securities	62,706	62,767	60,742	60,440
Total	\$104,659	\$104,532	\$103,755	\$103,194

The following table presents the gross proceeds from sales of securities available-for-sale and held-to-maturity and gains or losses recognized for the three and six months ended December 31, 2014 and 2013:

	Three Months Ended		Six Months Ended	
	December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
Available for Sale:				
Proceeds	\$4,508	\$ 10,788	\$6,421	\$ 10,788
Gross gains	24	93	29	93
Gross losses	-	(30	) -	(30
Held-to-maturity				
Proceeds	-	2,270	-	2,270
Gross gains	-	82	-	82
Gross losses	-	-	-	-
Total:				
Proceeds	\$4,508	\$ 13,058	\$6,421	\$ 13,058
Gross gains	\$24	\$ 175	\$29	\$ 175
Gross losses	\$-	\$ (30	) \$-	\$ (30

During the six months ended December 31, 2013, the Company sold two securities classified as held-to-maturity. One of those securities was a GNMA mortgage-backed security for which at least 85 percent of its original principal amount had been repaid. The second security was also a GNMA mortgage-backed security. Because the Company determined that it no longer had the positive intent to hold its investment in securities classified as held-to-maturity for an indefinite period of time because of the Company's desire to have more flexibility in managing the investment portfolio, all of the Company's securities classified as held-to-maturity were transferred to the available-for-sale category. The securities transferred had a total amortized cost of \$7,800 and unrealized gross gains of \$56 and unrealized gross losses of \$11 at the time of transfer. The net unrealized gain of \$45 was added to other comprehensive income at the time of transfer.

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

**(6)LOANS**

The components of loans at December 31, 2014 and June 30, 2014 were as follows:

	December 31, 2014	June 30, 2014
Real estate loans:		
One-to-four family	\$ 269,855	\$214,735
Multi-family	2,640	254
Home equity	9,499	227
Nonresidential	27,049	8,408
Agricultural	4,278	-
Construction and land	15,478	7,661
Total real estate loans	328,799	231,285
Commercial and industrial	987	-
Consumer and other loans	2,386	747
Total loans	332,172	232,032
Deferred net loan fees	(1,270 )	(1,246 )
Total loans net of deferred loan fees	\$ 330,902	\$230,786

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following tables present the activity in the allowance for loan losses for the three and six months ended December 31, 2014 by portfolio segment:

Three Months Ended December 31, 2014	Beginning Balance	Provision	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
One-to-four family	\$ 771	\$ 11	\$ -	\$ -	\$ 782
Multi-family	4	-	-	-	4
Home equity	1	-	-	-	1
Nonresidential	52	(2 )	-	-	50
Agricultural	-	-	-	-	-
Construction and land	26	-	-	-	26
Total real estate loans	854	9	-	-	863
Commercial and industrial	-	-	-	-	-
Consumer and other loans	1	-	-	-	1
Total loans	\$ 855	\$ 9	\$ -	\$ -	\$ 864

Six Months Ended December 31, 2014	Beginning Balance	Provision	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
One-to-four family	\$ 736	\$ 46	\$ -	\$ -	\$ 782
Multi-family	4	-	-	-	4
Home equity	1	-	-	-	1
Nonresidential	52	(2 )	-	-	50
Agricultural	-	-	-	-	-
Construction and land	59	(33 )	-	-	26
Total real estate loans	852	11	-	-	863
Commercial and industrial	-	-	-	-	-
Consumer and other loans	3	(2 )	-	-	1
Total loans	\$ 855	\$ 9	\$ -	\$ -	\$ 864

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at December 31, 2014:

At December 31, 2014	Ending Allowance on Loans:		Loans:	
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Real estate loans:				
One-to-four family	\$ 54	\$ 728	\$4,842	\$ 265,013
Multi-family	-	4	-	2,640
Home equity	-	1	3	9,496
Nonresidential	-	50	4,595	22,454
Agricultural	-	-	1,519	2,759
Construction and land	-	26	792	14,686
Total real estate loans	54	809	11,751	317,048
Commercial and industrial	-	-	-	987
Consumer and other loans	-	1	34	2,352
Total loans	\$ 54	\$ 810	\$11,785	\$ 320,387

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following tables present the activity in the allowance for loan losses for the three and six months ended December 31, 2013 by portfolio segment:

Three Months Ended December 31, 2013	Beginning Balance	Provision	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
One-to-four family	\$ 747	\$ (42 )	\$ (4 )	\$ -	\$ 701
Multi-family	4	-	-	-	4
Home equity	1	-	-	-	1
Nonresidential	50	1	-	-	51
Agricultural	-	-	-	-	-
Construction and land	28	2	-	-	30
Total real estate loans	830	(39 )	(4 )	-	787
Commercial and industrial	-	-	-	-	-
Consumer and other loans	2	(1 )	-	-	1
Total loans	\$ 832	\$ (40 )	\$ (4 )	\$ -	\$ 788

Six Months Ended December 31, 2013	Beginning Balance	Provision	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
One-to-four family	\$ 665	\$ 40	\$ (4 )	\$ -	\$ 701
Multi-family	4	-	-	-	4
Home equity	1	-	-	-	1
Nonresidential	52	(1 )	-	-	51
Agricultural	-	-	-	-	-
Construction and land	27	3	-	-	30
Total real estate loans	749	42	(4 )	-	787
Commercial and industrial	-	-	-	-	-
Consumer and other loans	2	(1 )	-	-	1
Total loans	\$ 751	\$ 41	\$ (4 )	\$ -	\$ 788



Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at December 31, 2013:

At December 31, 2013	Ending Allowance on		Loans:	
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Real estate loans:				
One-to-four family	\$ 58	\$ 643	\$2,578	\$ 204,282
Multi-family	-	4	-	255
Home equity	-	1	-	251
Nonresidential	-	51	21	8,581
Agricultural	-	-	-	-
Construction and land	-	30	-	9,508
Total real estate loans	58	729	2,599	222,877
Commercial and industrial	-	-	-	-
Consumer and other loans	-	1	-	836
Total loans	\$ 58	\$ 730	\$2,599	\$ 223,713

18

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following table presents the recorded balances of loans and amount of allowance allocated based upon impairment method by portfolio segment at June 30, 2014:

At June 30, 2014	Ending Allowance on		Loans	
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Individually Evaluated for Impairment	Collectively Evaluated for Impairment
Real estate loans:				
One-to-four family	\$ 52	\$ 684	\$1,647	\$ 213,088
Multi-family	-	4	-	254
Home equity	-	1	-	227
Nonresidential	-	52	-	8,408
Agricultural	-	-	-	-
Construction and land	-	59	-	7,661
Total real estate loans	52	800	1,647	229,638
Commercial and industrial	-	-	-	-
Consumer and other loans	-	3	-	747
Total loans	\$ 52	\$ 803	\$1,647	\$ 230,385

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The tables below present loans that were individually evaluated for impairment by portfolio segment at December 31, 2014 and June 30, 2014, including the average recorded investment balance and interest earned for the six months ended December 31, 2014 and year ended June 30, 2014:

	December 31, 2014			Average	Interest
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Recorded Investment	Income Recognized
With no recorded allowance:					
Real estate loans:					
One-to-four family	\$5,173	\$ 3,934	\$ -	\$ 2,154	\$ 22
Multi-family	-	-	-	-	-
Home equity	53	3	-	2	-
Nonresidential	7,835	4,609	-	2,305	11
Agricultural	3,094	1,523	-	762	4
Construction and land	1,427	795	-	398	4
Total real estate loans	17,582	10,864	-	5,621	41
Commercial and industrial	-	-	-	-	-
Consumer and other loans	34	34	-	17	-
Total	\$17,616	\$ 10,898	\$ -	\$ 5,638	\$ 41
With recorded allowance:					
Real estate loans:					
One-to-four family	\$1,303	\$ 1,303	\$ 54	\$ 1,288	\$ 8
Multi-family	-	-	-	-	-
Home equity	-	-	-	-	-
Nonresidential	-	-	-	-	-
Agricultural	-	-	-	-	-
Construction and land	-	-	-	-	-
Total real estate loans	1,303	1,303	54	1,288	8
Commercial and industrial	-	-	-	-	-
Consumer and other loans	-	-	-	-	-
Total	\$1,303	\$ 1,303	\$ 54	\$ 1,288	\$ 8
Totals:					
Real estate loans	\$18,885	\$ 12,167	\$ 54	\$ 6,909	\$ 49

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Consumer and other loans	34	34	-	17	-
Total	\$18,919	\$ 12,201	\$ 54	\$ 6,926	\$ 49

20

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

	June 30, 2014				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no recorded allowance:					
Real estate loans:					
One-to-four family	\$374	\$ 374	\$ -	\$ 1,054	\$ 8
Multi-family	-	-	-	-	-
Home equity	-	-	-	-	-
Nonresidential	-	-	-	-	-
Agricultural	-	-	-	-	-
Construction and land	-	-	-	-	-
Total real estate loans	374	374	-	1,054	8
Commercial and industrial	-	-	-	-	-
Consumer and other loans	-	-	-	-	-
Total	\$374	\$ 374	\$ -	\$ 1,054	\$ 8
With recorded allowance:					
Real estate loans:					
One-to-four family	\$1,273	\$ 1,273	\$ 52	\$ 763	\$ 9
Multi-family	-	-	-	-	-
Home equity	-	-	-	-	-
Nonresidential	-	-	-	-	-
Agricultural	-	-	-	-	-
Construction and land	-	-	-	-	-
Total real estate loans	1,273	1,273	52	763	9
Commercial and industrial	-	-	-	-	-
Consumer and other loans	-	-	-	-	-
Total	\$1,273	\$ 1,273	\$ 52	\$ 763	\$ 9
Totals:					
Real estate loans	\$1,647	\$ 1,647	\$ 52	\$ 1,817	\$ 17
Consumer and other loans	-	-	-	-	-
Total	\$1,647	\$ 1,647	\$ 52	\$ 1,817	\$ 17

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

The following table presents the aging of the recorded investment in past due loans at December 31, 2014 and June 30, 2014 by portfolio segment of loans:

**December 31, 2014**

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans	Accruing Loans Past Due 90 Days or More
Real estate loans:							
One-to-four family	\$ 6,276	\$ 1,099	\$ 2,363	\$ 9,738	\$ 260,117	\$ 269,855	\$ -
Multi-family	-	-	-	-	2,640	2,640	-
Home equity	579	21	29	629	8,870	9,499	-
Nonresidential	21	167	550	738	26,311	27,049	-
Agricultural	-	-	501	501	3,777	4,278	-
Construction and land	39	-	190	229	15,249	15,478	-
Total real estate loans	6,915	1,287	3,633	11,835	316,964	328,799	-
Commercial and industrial	-	-	-	-	987	987	-
Consumer and other loans	24	1	-	25	2,361	2,386	-
Total	\$ 6,939	\$ 1,288	\$ 3,633	\$ 11,860	\$ 320,312	\$ 332,172	\$ -

**June 30, 2014**

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans	Accruing Loans Past Due 90 Days or More
Real estate loans:							
One-to-four family	\$ 4,856	\$ 893	\$ 1,053	\$ 6,802	\$ 207,933	\$ 214,735	\$ -
Multi-family	-	-	-	-	254	254	-
Home equity	-	-	-	-	227	227	-
Nonresidential	87	-	-	87	8,321	8,408	-
Construction and land	-	-	-	-	7,661	7,661	-
Total real estate loans	4,943	893	1,053	6,889	224,396	231,285	-
Consumer and other loans	-	-	-	-	747	747	-

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Total	\$ 4,943	\$ 893	\$ 1,053	\$ 6,889	\$225,143	\$232,032	\$	-
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At December 31, 2014, nonaccrual loans were \$4,757, of which \$4,134 are classified in the "90 Days or More" category, one loan for \$110 in the "60 to 89" day category, one loan for \$214 in the "30 to 59" day category, and one loan for \$298 that was less than 30 days past due category. Nonaccrual loans at June 30, 2014 were \$1,647. All of these loans are disclosed by portfolio segment above in the "90 days or more past due" column at June 30, 2014, except one loan in the "60-89 days past due" category with a carrying amount of \$220 and one loan in the "30-59 days past due" category with a carrying amount of \$374.

There were no troubled debt restructures at December 31, 2014 or June 30, 2014.

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

All loans graded pass, pass-watch, special mention, substandard and doubtful not specifically evaluated for impairment are collectively evaluated for impairment by portfolio segment. To develop and document a systematic methodology for determining the portion of the allowance for loan losses for loans evaluated collectively, the Company has divided the loan portfolio into eight portfolio segments, each with different risk characteristics and methodologies for assessing risk, and the Company utilizes a loan grading system whereby all loans within each portfolio segment are assigned a risk grade based on the risk profile of each loan. Loan risk grades are determined based on an evaluation of relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. All loans, regardless of size, are analyzed and assigned a grade based upon management's assessment of the ability of borrowers to service their debts. The following describes each of the Company's loan grades and general information as to the risk profile of each of the Company's loan portfolio segments:

**Loan Grades:**

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

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

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

**Substandard:** Loan assets of this grade are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain



some loss if the deficiencies are not corrected.

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

### **Portfolio Segments:**

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

Multi-family: Multi-family real estate loans generally have a maximum term of 5 years with a 30 year amortization period and a final balloon payment and are secured by properties containing five or more units in the Company's market area. These loans are generally made in amounts of up to 75% of the lesser of the appraised value or the purchase price of the property with an appropriate projected debt service coverage ratio. The Company's underwriting analysis includes considering the borrower's expertise and requires verification of the borrower's credit history, income and financial statements, banking relationships, independent appraisals, references and income projections for the property. The Company generally obtains personal guarantees on these loans.

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

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

**Home Equity:** The Company offers home equity loans and lines of credit secured by first or second deeds of trust on primary residences in the Company's 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. The Company offers adjustable-rate and fixed-rate options for these loans with a maximum term of 10 years. The repayment terms on lines of credit are interest only monthly with principle due at maturity. Home equity loans have a more traditional repayment structure with principle and interest due monthly. The maximum term on home equity loans is 10 years with an amortization schedule not exceed 20 years.

**Nonresidential Real Estate:** Non-residential 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 non-residential real estate loans that we originate generally have terms of 5 to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of our non-residential real estate loans is generally 75%.

Loans secured by non-residential real estate generally are larger than one- to four-family residential loans and involve greater credit risk. Non-residential real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions. In addition, because a church's financial stability often depends on donations from congregation members, some of whom may not reside in our market area, 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 non-residential real estate.

**Agricultural:** As a result of the Stephens Federal acquisition, we acquired agricultural real estate loans. These loans are secured by farmland and related improvements in the Company's market area. These loans generally have terms of 5 to 20 years with amortization periods up to 20 years. The maximum loan-to-value ratio of these loans is generally 75%. The Company is managing a small number of these loans in our portfolio. We continue to closely monitor our existing relationships.

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

**Construction and Land:** We make construction loans to individuals for the construction of their primary residences and interim construction loans for non-residential properties. These loans generally have maximum terms of eight months, and upon completion of construction convert to conventional amortizing mortgage loans. These construction loans have rates and terms comparable to one- to four-family residential mortgage 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. Finally, we make loans secured by land to complement our construction and non-residential lending activities. These loans generally have terms of up to 10 years, and maximum loan-to-value ratios of 75% for improved lots and 65% for unimproved land.

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.

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

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

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

**Consumer and Other Loans:** We offer installment loans for various consumer purposes to individuals for household, family and other personal expenditures. The maximum terms of consumer loans is 36 months for unsecured loans, 12 months for loans secured by marketable securities and 18-60 months for loans secured by a vehicle, depending on the age of the vehicle. We generally only extend consumer loans to existing customers or their immediate family members, and these loans generally have relatively low limits.

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.

To separate acquired loans from originated loans for presentation purposes, the Company has prepared the following tables showing each portfolio segment by risk grade for originated and for acquired loans at December 31, 2014. Loan risk grades were determined based on an analysis performed at December 31, 2014.

**Originated loans:**

December 31, 2014	Pass	Pass- Watch	Special Mention	Substandard	Doubtful	Total
Real estate loans:						
One-to-four family	\$217,069	\$ -	\$ -	\$ 2,160	\$ -	\$219,229
Multi-family	251	-	-	-	-	251
Home equity	201	-	-	-	-	201
Nonresidential	8,281	-	-	-	-	8,281
Agricultural	-	-	-	-	-	-
Construction and land	7,770	-	-	-	-	7,770
Total real estate loans	233,572	-	-	2,160	-	235,732
Commercial and industrial	-	-	-	-	-	-
Consumer and other loans	527	-	-	-	-	527
Total	\$234,099	\$ -	\$ -	\$ 2,160	\$ -	\$236,259

Table of Contents

OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

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

**Acquired loans:**

December 31, 2014	Pass	Pass-Watch	Special Mention	Substandard	Doubtful	Total
Real estate loans:						
One-to-four family	\$41,524	\$ 5,355	\$ 1,727	\$ 2,685	\$ -	\$51,291
Multi-family	2,394	-	-	-	-	2,394
Home equity	9,078	114	189	29	-	9,410
Nonresidential	7,600	5,458	1,174	4,310	299	18,841
Agricultural	1,271	442	1,046	1,523	-	4,282
Construction and land	4,691	883	512	795	-	6,881
Total real estate loans	66,558	12,252	4,648	9,342	299	93,099
Commercial and industrial	935	16	41	-	-	992
Consumer and other loans	1,805	4	2	11	-	1,822
Total	\$69,298	\$ 12,272	\$ 4,691	\$ 9,353	\$ 299	\$95,913

The following table present total loans by segment and loan risk grade at June 30, 2014:

**June 30, 2014** Pass Pass-Watch