

Citizens Community Bancorp Inc.
Form 10-Q
August 10, 2015

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2015

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 001-33003

CITIZENS COMMUNITY BANCORP, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)
2174 EastRidge Center, Eau Claire, WI 54701
(Address of principal executive offices)
715-836-9994
(Registrant's telephone number, including area code)

20-5120010
(IRS Employer
Identification Number)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer (do not check if a smaller reporting company) 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

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date:

At August 10, 2015 there were 5,232,579 shares of the registrant's common stock, par value \$0.01 per share, outstanding.

CITIZENS COMMUNITY BANCORP, INC.
 FORM 10-Q
 June 30, 2015
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PART 1 – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CITIZENS COMMUNITY BANCORP, INC.

Consolidated Balance Sheets

June 30, 2015 (unaudited) and September 30, 2014

(derived from audited financial statements)

(in thousands, except share data)

	June 30, 2015	September 30, 2014
Assets		
Cash and cash equivalents	\$ 19,470	\$ 11,434
Other interest-bearing deposits	1,495	245
Investment securities (available for sale securities at fair value of \$63,767 and \$62,189, and held to maturity securities at cost of \$8,441 and \$8,785 at June 30, 2015 and September 30, 2014, respectively)	72,208	70,974
Non-marketable equity securities, at cost	4,626	5,515
Loans receivable	457,208	470,366
Allowance for loan losses	(6,562	) (6,506
Loans receivable, net	450,646	463,860
Office properties and equipment, net	3,000	3,725
Accrued interest receivable	1,413	1,478
Intangible assets	118	161
Foreclosed and repossessed assets, net	919	1,050
Other assets	11,986	11,373
TOTAL ASSETS	\$565,881	\$569,815
Liabilities and Stockholders' Equity		
Liabilities:		
Deposits	\$456,453	\$449,767
Federal Home Loan Bank advances	45,891	58,891
Other liabilities	4,298	3,864
Total liabilities	506,642	512,522
Stockholders' equity:		
Common stock— \$0.01 par value, authorized 30,000,000, 5,232,720 and 5,167,061 shares issued and outstanding, respectively	52	52
Additional paid-in capital	54,726	54,257
Retained earnings	5,553	4,049
Unearned deferred compensation	(314	) (223
Accumulated other comprehensive loss	(778	) (842
Total stockholders' equity	59,239	57,293
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$565,881	\$569,815

See accompanying condensed notes to unaudited consolidated financial statements.

CITIZENS COMMUNITY BANCORP, INC.

Consolidated Statements of Operations (unaudited)

Three and Nine Months Ended June 30, 2015 and 2014

(in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	June 30, 2015	June 30, 2014	June 30, 2015	June 30, 2014
Interest and dividend income:				
Interest and fees on loans	\$5,304	\$5,589	\$16,275	\$16,830
Interest on investments	317	381	998	1,097
Total interest and dividend income	5,621	5,970	17,273	17,927
Interest expense:				
Interest on deposits	947	878	2,845	2,705
Interest on borrowed funds	148	168	476	486
Total interest expense	1,095	1,046	3,321	3,191
Net interest income before provision for loan losses	4,526	4,924	13,952	14,736
Provision for loan losses	150	455	535	1,535
Net interest income after provision for loan losses	4,376	4,469	13,417	13,201
Non-interest income:				
Total fair value adjustments and other-than-temporary impairment	—	—	—	(78)
Net gains (losses) on sale of available for sale securities	13	(7)	60	(149)
Net gains (losses) on available for sale securities	13	(7)	60	(227)
Service charges on deposit accounts	423	494	1,273	1,497
Loan fees and service charges	276	223	923	577
Other	219	211	633	582
Total non-interest income	931	921	2,889	2,429
Non-interest expense:				
Salaries and related benefits	2,195	2,435	6,548	7,079
Occupancy	589	611	2,073	1,881
Office	317	442	825	1,102
Data processing	393	380	1,177	1,125
Amortization of core deposit intangible	15	14	43	43
Advertising, marketing and public relations	126	95	410	239
FDIC premium assessment	98	104	306	313
Professional services	251	(155)	840	276
Other	374	572	1,049	1,700
Total non-interest expense	4,358	4,498	13,271	13,758
Income before provision for income taxes	949	892	3,035	1,872
Provision for income taxes	337	334	1,112	690
Net income attributable to common stockholders	\$612	\$558	\$1,923	\$1,182
Per share information:				
Basic earnings	\$0.12	\$0.11	\$0.37	\$0.23
Diluted earnings	\$0.12	\$0.11	\$0.37	\$0.23
Cash dividends paid	\$—	\$—	\$0.08	\$0.04

See accompanying condensed notes to unaudited consolidated financial statements.

CITIZENS COMMUNITY BANCORP, INC.
 Consolidated Statements of Comprehensive Income (Loss) (unaudited)
 Nine months ended June 30, 2015 and 2014
 (in thousands, except per share data)

	Nine Months Ended	
	June 30, 2015	June 30, 2014
Net income attributable to common stockholders	\$ 1,923	\$ 1,182
Other comprehensive income (loss), net of tax:		
Securities available for sale		
Net unrealized gains arising during period	27	1,422
Reclassification adjustment for gains (losses) included in net income	36	(89
Change for realized losses on securities available for sale for other-than-temporary impairment (OTTI) write-down	—	47
Unrealized gains on securities	63	1,380
Defined benefit plans:		
Amortization of unrecognized prior service costs and net gains	1	—
Total other comprehensive income, net of tax	64	1,380
Comprehensive income	\$ 1,987	\$ 2,562

Reclassifications out of accumulated other comprehensive income for the nine months ended June 30, 2015 were as follows:

Details about Accumulated Other Comprehensive Income Components	Amounts Reclassified from Accumulated Other Comprehensive Income	(1)	Affected Line Item on the Statement of Operations
Unrealized gains and losses			
Sale of securities	\$ 60		Net gain on sale of available for sale securities
	(24	)	Provision for income taxes
Total reclassifications for the period	\$ 36		Net income attributable to common shareholders

(1) Amounts in parentheses indicate decreases to profit/loss.

See accompanying condensed notes to unaudited consolidated financial statements.

CITIZENS COMMUNITY BANCORP, INC.

Consolidated Statement of Changes in Stockholders' Equity (unaudited)

Nine Months Ended June 30, 2015

(in thousands, except Shares)

	Common Stock		Additional	Retained	Unearned	Accumulated	Total
	Shares	Amount	Paid-In	Earnings	Deferred	Other	Stockholders'
			Capital		Compensation	Comprehensive	Equity
						Income (Loss)	
Balance, October 1, 2014	5,167,061	\$52	\$54,257	\$4,049	\$ (223)	\$ (842)	\$ 57,293
Net income				1,923			1,923
Other comprehensive income, net of tax						64	64
Surrender of vested shares	(3,796)		(35)				(35)
Common stock awarded under the equity incentive plan	17,500		161		(161)		—
Common stock options exercised	51,955		299				299
Stock option expense			44				44
Amortization of restricted stock					70		70
Cash dividends (\$0.08 per share)				(419)			(419)
Balance, June 30, 2015	5,232,720	\$52	\$54,726	\$5,553	\$ (314)	\$ (778)	\$ 59,239

See accompanying condensed notes to unaudited consolidated financial statements.

CITIZENS COMMUNITY BANCORP, INC.
Consolidated Statements of Cash Flows (unaudited)
Nine Months Ended June 30, 2015 and 2014
(in thousands, except per share data)

	Nine Months Ended	
	June 30, 2015	June 30, 2014
Cash flows from operating activities:		
Net income attributable to common stockholders	\$1,923	\$1,182
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization of premium/discount on securities	637	768
Depreciation	937	748
Provision for loan losses	535	1,535
Net realized (gain) loss on sale of securities	(60)	) 149
Other-than-temporary impairment on mortgage-backed securities	—	78
Amortization of core deposit intangible	43	43
Amortization of restricted stock	70	48
Stock based compensation expense	44	32
Loss on sale of office properties	—	326
(Benefit) provision for deferred income taxes	(151)	) 1,002
Net loss (gain) from disposals of foreclosed properties	12	(63)
Provision for valuation allowance on foreclosed properties	34	61
Decrease in accrued interest receivable and other assets	(435)	) (605)
Increase in other liabilities	435	526
Total adjustments	2,101	4,648
Net cash provided by operating activities	4,024	5,830
Cash flows from investing activities:		
Purchase of investment securities	(36,695)	) (18,581)
Purchase of bank owned life insurance	—	(3,000)
Net (increase) decrease in interest-bearing deposits	(1,250)	) 1,743
Proceeds from sale of securities available for sale	29,286	21,199
Principal payments on investment securities	5,703	4,888
Proceeds from sale of Federal Home Loan Bank (FHLB) stock	650	—
Purchase of Federal Reserve Bank Stock	—	(1,695)
Proceeds from sale of Federal Reserve Bank (FRB) Stock	239	—
Proceeds from sale of foreclosed properties	793	1,286
Net decrease (increase) in loans	11,965	(26,806)
Net capital expenditures	(217)	) (356)
Net cash received from sale of office properties	7	150
Net cash provided by investing activities	10,481	(21,172)
Cash flows from financing activities:		
Net (decrease) increase in Federal Home Loan Bank advances	(13,000)	) 14,891
Net increase (decrease) in deposits	6,686	(7,580)
Surrender of restricted shares of common stock	(35)	) (21)
Exercise of common stock options	299	—
Cash dividends paid	(419)	) (207)
Net cash (used in) provided by financing activities	(6,469)	) 7,083
Net increase (decrease) in cash and cash equivalents	8,036	(8,259)
Cash and cash equivalents at beginning of period	11,434	17,601

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Cash and cash equivalents at end of period	\$19,470	\$9,342
Supplemental cash flow information:		
Cash paid during the period for:		
Interest on deposits	\$2,842	\$2,703
Interest on borrowings	\$484	\$584
Income taxes	\$979	\$84
Supplemental noncash disclosure:		
Transfers from loans receivable to foreclosed and repossessed assets	\$714	\$1,715
See accompanying condensed notes to unaudited consolidated financial statements.		

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CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 – NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements include the accounts of Citizens Community Bancorp, Inc. (the "Company") and its wholly owned subsidiary, Citizens Community Federal N.A. (the "Bank"), and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim financial statements. Citizens Community Bancorp was a successor to Citizens Community Federal as a result of a regulatory restructuring into the mutual holding company form, which was effective on March 29, 2004. Originally, Citizens Community Federal was a credit union. In December 2001, Citizens Community Federal converted to a federal mutual savings bank. In 2004, Citizens Community Federal reorganized into the mutual holding company form of organization. In 2006, Citizens Community Bancorp completed its second-step mutual to stock conversion.

On April 16, 2014, the U.S. Office of the Comptroller of the Currency (the "OCC"), the primary federal regulator for Citizens Community Bancorp, Inc. and Citizens Community Federal, provided written notice to the Bank of the OCC's approval for the Bank to convert to a national banking association (a "National Bank") and operate under the title of Citizens Community Federal National Association ("Citizens Community Federal N.A."). The consummation of the conversion to a National Bank was effective as of May 31, 2014.

On April 18, 2014, Citizens Community Bancorp, Inc. received written notice from the Federal Reserve Bank of Minneapolis (the "FRB") notifying the Company of the FRB's approval of the Company becoming a bank holding company as

a result of the proposed conversion of the Bank from a federally-chartered savings bank to a National Bank, which approval

was also effective as of May 31, 2014.

The consolidated income of the Company is principally derived from the income of the Bank, the Company's wholly owned subsidiary. The Bank originates residential, commercial, agricultural, consumer and commercial and industrial (C&I) loans and accepts deposits from customers, primarily in Wisconsin, Minnesota and Michigan. The Bank operates 20 full-service offices, eight stand-alone locations and 12 branches predominantly located inside Walmart Supercenters.

The Bank is subject to competition from other financial institutions and non-financial institutions providing financial products. Additionally, the Bank is subject to the regulations of certain regulatory agencies and undergoes periodic examination by those regulatory agencies.

In preparing these consolidated financial statements, we evaluated the events and transactions that occurred through August 10, 2015, the date on which the financial statements were available to be issued. As of August 10, 2015, there were no subsequent events which required recognition or disclosure.

The accompanying consolidated interim financial statements are unaudited. However, in the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Unless otherwise stated herein, and except for shares and per share amounts, all amounts are in thousands.

Principles of Consolidation – The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Citizens Community Federal N.A. All significant intercompany accounts and transactions have been eliminated.

Use of Estimates – Preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying disclosures. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Estimates are used in accounting for, among other items, fair value of financial instruments, the allowance for loan losses, valuation of acquired intangible assets, useful lives for depreciation and amortization, indefinite-lived intangible assets and long-lived assets, deferred tax assets, uncertain income tax positions and contingencies.

Management does not anticipate any material changes to estimates made herein in the near term. Factors that may cause sensitivity to the aforementioned estimates include but are not limited to external market factors such as market interest rates and unemployment rates, changes to operating policies and procedures, and changes in applicable

banking regulations. Actual results may ultimately differ from estimates, although management does not generally believe such differences would materially affect the consolidated financial statements in any individual reporting period.

Investment Securities; Held to Maturity and Available for Sale – Management determines the appropriate classification of investment securities at the time of purchase and reevaluates such designation as of the date of each balance sheet.

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Securities are classified as held to maturity when the Company has the positive intent and ability to hold the securities to maturity. Held to maturity securities are stated at amortized cost. Investment securities not classified as held to maturity are classified as available for sale. Available for sale securities are stated at fair value, with unrealized holding gains and losses deemed other than temporarily impaired due to non-credit issues being reported in other comprehensive income (loss), net of tax. Unrealized losses deemed other-than-temporary due to credit issues are reported in the Company's net income in the period in which the losses arise. Interest income includes amortization of purchase premium or accretion of purchase discount. Amortization of premiums and accretion of discounts are recognized in interest income using the interest method over the estimated lives of the underlying securities.

In estimating other-than-temporary impairment (OTTI), management considers: (1) the length of time and extent that fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the Company's ability and intent to hold the security for a period sufficient to allow for any anticipated recovery in fair value. The difference between the present values of the cash flows expected to be collected and the amortized cost basis is the credit loss. The credit loss is the portion of OTTI that is recognized in operations and is a reduction to the cost basis of the security. The portion of other-than-temporary impairment related to all other factors is included in other comprehensive income (loss), net of the related tax effect.

Loans – Loans that management has the intent and ability to hold for the foreseeable future, until maturity or payoff are reported at the principal balance outstanding, net of unearned interest, and net of deferred loan fees and costs. Interest income is accrued on the unpaid principal balance of these loans. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the interest method without anticipating prepayments.

Interest income on commercial, mortgage and consumer loans is discontinued according to the following schedules:

- Commercial loans, including Agricultural and C&I loans, past due 90 days or more;
- Closed end consumer loans past due 120 days or more; and
- Real estate loans and open ended consumer loans past due 180 days or more.

Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual status or charged off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not received for a loan placed on nonaccrual status is reversed against interest income. Interest received on such loans is accounted for on the cash basis or cost recovery method until qualifying for return to accrual status. Loans are returned to accrual status when payments are made that bring the loan account current with the contractual term of the loan and a 6 month payment history has been established. Interest on impaired loans considered troubled debt restructurings ("TDRs") or substandard, less than 90 days delinquent, is recognized as income as it accrues based on the revised terms of the loan over an established period of continued payment. Substandard loans, as defined by the OCC, our primary banking regulator, are loans that are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any.

Real estate loans and open ended consumer loans are charged off to estimated net realizable value less estimated selling costs at the earlier of when (a) the loan is deemed by management to be uncollectible, or (b) the loan becomes past due 180 days or more. Closed end consumer loans are charged off to net realizable value at the earlier of when (a) the loan is deemed by management to be uncollectible, or (b) the loan becomes past due 120 days or more.

Commercial loans, including Agricultural and C&I loans, are charged off to net realizable value at the earlier of when (a) the loan is deemed by management to be uncollectible, or (b) the loan becomes past due 90 days or more.

Allowance for Loan Losses – The allowance for loan losses ("ALL") is a valuation allowance for probable and inherent credit losses in our loan portfolio. Loan losses are charged against the ALL when management believes that the collectability of a loan balance is unlikely. Subsequent recoveries, if any, are credited to the ALL. Management estimates the required ALL balance taking into account the following factors: past loan loss experience; the nature, volume and composition of our loan portfolio; known and inherent risks in our loan portfolio; information about specific borrowers' ability to repay; estimated collateral values; current economic conditions; and other relevant factors determined by management. The ALL consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component covers non-impaired loans and is based on historical loss experience adjusted for certain qualitative factors. The entire ALL balance is available for any loan that,

in our management's judgment, should be charged off.

A loan is impaired when full payment under the loan terms is not expected. Impaired loans consist of all TDRs, as well as individual substandard loans not considered a TDR, when full payment under the loan terms is not expected. All TDRs are individually evaluated for impairment. See Note 3, "Loans, Allowance for Loan Losses and Impaired Loans" for more information on what we consider to be a TDR. If a TDR or substandard loan is deemed to be impaired, a specific ALL allocation may be established so that the loan is reported, net, at the lower of (a) outstanding principal balance, (b) the present

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value of estimated future cash flows using the loan's existing rate; or (c) at the fair value of any collateral, less estimated disposal costs, if repayment is expected solely from the underlying collateral of the loan. For TDRs less than 90+ days past due, and certain substandard loans that are less than 90+ days delinquent, the likelihood of the loan migrating to over 90 days past due is also taken into account when determining the specific ALL allocation for these particular loans. Large groups of smaller balance homogeneous loans, such as non-TDR commercial, consumer and residential real estate loans, are collectively evaluated for impairment, and accordingly, are not separately identified for impairment disclosures.

Foreclosed and Repossessed Assets, net – Assets acquired through foreclosure or repossession are initially recorded at fair value, less estimated costs to sell, which establishes a new cost basis. If the fair value declines subsequent to foreclosure or repossession, a valuation allowance is recorded through expense. Costs incurred after acquisition are expensed and are included in non-interest expense, other on our Consolidated Statements of Operations.

Income Taxes – The Company accounts for income taxes in accordance with the Financial Accounting Standards Board (FASB) Accounting Standards Codification (“ASC”) Topic 740, “Income Taxes.” Under this guidance, deferred taxes 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 that will apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized as income or expense in the period that includes the enactment date. See Note 6, “Income Taxes” for details on the Company’s income taxes.

The Company regularly reviews the carrying amount of its net deferred tax assets to determine if the establishment of a valuation allowance is necessary. If based on the available evidence, it is more likely than not that all or a portion of the Company’s net deferred tax assets will not be realized in future periods, a deferred tax valuation allowance would be established. Consideration is given to various positive and negative factors that could affect the realization of the deferred tax assets. In evaluating this available evidence, management considers, among other things, historical performance, expectations of future earnings, the ability to carry back losses to recoup taxes previously paid, the length of statutory carryforward periods, any experience with utilization of operating loss and tax credit carryforwards not expiring, tax planning strategies and timing of reversals of temporary differences. Significant judgment is required in assessing future earnings trends and the timing of reversals of temporary differences. Accordingly, the Company’s evaluation is based on current tax laws as well as management’s expectations of future performance.

Earnings Per Share – Basic earnings per common share is net income or loss divided by the weighted average number of common shares outstanding during the period. Diluted earnings per common share includes the dilutive effect of additional potential common shares issuable during the period, consisting of stock options outstanding under the Company’s stock incentive plans that have an exercise price that is less than the Company’s stock price on the reporting date.

Reclassifications – Certain items previously reported were reclassified for consistency with the current presentation.

Recent Accounting Pronouncements - In August, 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-14; “Receivables; Troubled Debt Restructurings by Creditors (Subtopic 310-40): Classification of Certain Government-Guaranteed Mortgage Loans upon Foreclosure”. ASU 2014-14 is intended to improve accounting and disclosure consistency related to how creditors classify government-guaranteed mortgage loans, including FHA or VA guaranteed loans, upon foreclosure. For public entities, ASU 2014-09 is effective on a prospective basis for the annual periods, and interim periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. The Company expects the adoption of ASU 2014-14 will have no material effect on the Company's consolidated results of operations, financial position or cash flows.

In May, 2014, the FASB issued ASU 2014-09; “Revenue from Contracts with Customers (Topic 606). ASU 2014-09 is intended to clarify and simplify revenue recognition principles, develop a common revenue standard across industries and accounting frameworks, and improve the usefulness and consistency of revenue reporting. For public entities, ASU 2014-09 is effective on a retrospective basis for the annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Early adoption is not permitted. The Company expects the adoption of ASU 2014-09 will have no material effect on the Company's consolidated results of operations, financial

position or cash flows.

In January, 2014, the FASB issued ASU 2014-04; "Receivables - Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force)". ASU 2014-04 is intended to improve consistency among reporting entities by clarifying when an in substance foreclosure occurs, that is, when a creditor should derecognize a loan and recognize the corresponding real estate collateral as a separate asset. For public entities, ASU 2014-04 is effective for the annual periods, and interim periods within those annual periods, beginning after December 15, 2014. Early adoption is permitted. The Company

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expects the adoption of ASU 2014-04 to have no material effect on the Company's consolidated results of operations, financial position or cash flows.

NOTE 2 – FAIR VALUE ACCOUNTING

ASC Topic 820-10, “Fair Value Measurements and Disclosures” establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The statement describes three levels of inputs that may be used to measure fair value:

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

Level 2- Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3- Significant unobservable inputs that reflect the Company’s assumptions about the factors that market participants would use in pricing an asset or liability.

A financial instrument’s categorization within the valuation hierarchy is based upon the lowest level of input within the valuation hierarchy that is significant to the fair value measurement.

The fair value of securities available for sale is determined by obtaining market price quotes from independent third parties wherever such quotes are available (Level 1 inputs); or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities’ relationship to other benchmark quoted securities (Level 2 inputs). Where such quotes are not available, the Company utilizes independent third party valuation analysis to support the Company’s estimates and judgments in determining fair value (Level 3 inputs).

Assets Measured on a Recurring Basis

The following tables present the financial instruments measured at fair value on a recurring basis as of June 30, 2015 and September 30, 2014:

	Fair Value	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2015				
Investment securities:				
U.S. government agency obligations	\$12,441	\$—	\$12,441	\$—
Obligations of states and political subdivisions	20,468	—	20,468	—
Mortgage-backed securities	30,797	—	30,797	—
Federal Agricultural Mortgage Corporation	61	—	61	—
Total	\$63,767	\$—	\$63,767	\$—
September 30, 2014				
Investment securities:				
U.S. government agency obligations	\$22,103	\$—	\$22,103	\$—
Obligations of states and political subdivisions	11,194	—	11,194	—
Mortgage-backed securities	28,827	—	28,827	—
Federal Agricultural Mortgage Corporation	65	—	65	—
Total	\$62,189	\$—	\$62,189	\$—

The following table presents a reconciliation of non-agency mortgage-backed securities held by the Bank measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the nine months ended June 30, 2015 and 2014:

	Nine Months Ended	
	June 30, 2015	June 30, 2014
Balance beginning of period	\$—	\$1,226
Total gains or losses (realized/unrealized):		
Included in earnings	—	(274)
Included in other comprehensive loss	—	615
Sales	—	(1,321)
Payments, accretion and amortization	—	(246)
Balance end of period	\$—	\$—

Assets Measured on a Nonrecurring Basis

The following tables present the financial instruments measured at fair value on a nonrecurring basis as of June 30, 2015 and September 30, 2014:

	Fair Value	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2015				
Foreclosed and repossessed assets, net	\$919	\$—	\$—	\$919
Impaired loans with allocated allowances	1,965	—	—	1,965
Total	\$2,884	\$—	\$—	\$2,884
September 30, 2014				
Foreclosed and repossessed assets, net	\$1,050	\$—	\$—	\$1,050
Impaired loans with allocated allowances	2,929	—	—	2,929
Total	\$3,979	\$—	\$—	\$3,979

The fair value of TDRs was determined by obtaining independent third party appraisals and/or internally developed collateral valuations to support the Company's estimates and judgments in determining the fair value of the underlying collateral supporting TDRs.

The fair value of foreclosed and repossessed assets was determined by obtaining market price valuations from independent third parties wherever such valuations were available for other collateral owned. The Company utilized independent third party appraisals to support the Company's estimates and judgments in determining fair value for other real estate owned.

Fair Values of Financial Instruments

ASC 825-10 and ASC 270-10, Interim Disclosures about Fair Value Financial Instruments, require disclosures about fair value financial instruments and significant assumptions used to estimate fair value. The estimated fair values of financial instruments not previously disclosed are determined as follows:

Cash and Cash Equivalents

Due to their short-term nature, the carrying amounts of cash and cash equivalents are considered to be a reasonable estimate of fair value.

Other Interest-Bearing Deposits

Fair value of interest bearing deposits is estimated based on their carrying amounts.

Non-marketable Equity Securities, at cost

Non-marketable equity securities are comprised of Federal Home Loan Bank stock and Federal Reserve Bank stock carried at cost, which are their redeemable fair values since the market for each category of this stock is restricted.

Loans Receivable, net

Fair value is estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as real estate, C&I and consumer. The fair value of loans is calculated by discounting scheduled cash flows through the estimated maturity date using market discount rates reflecting the credit and interest rate risk inherent in the loan. The estimate of maturity is based on the Bank's repayment schedules for each loan classification.

Accrued Interest Receivable and Payable

Due to their short-term nature, the carrying amounts of accrued interest receivable and payable are considered to be a reasonable estimate of fair value.

Deposits

The fair value of deposits with no stated maturity, such as demand deposits, savings accounts, and money market accounts, is the amount payable on demand at the reporting date. The fair value of fixed rate certificate accounts is calculated by using discounted cash flows applying interest rates currently being offered on similar certificates.

Federal Home Loan Bank Advances

The fair value of long-term borrowed funds is estimated using discounted cash flows based on the Bank's current incremental borrowing rates for similar borrowing arrangements. The carrying value of short-term borrowed funds approximates their fair value.

Off-Balance-Sheet Instruments

The fair value of off-balance sheet commitments would be estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements, the current interest rates, and the present creditworthiness of the customers. Since this amount is immaterial to the Company's consolidated financial statements, no amount for fair value is presented.

The carrying amount and estimated fair value of the Company's financial instruments as of the dates indicated below were as follows:

	June 30, 2015		September 30, 2014	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash and cash equivalents	\$19,470	\$19,470	\$11,434	\$11,434
Interest-bearing deposits	1,495	1,495	245	245
Investment securities	72,208	72,326	70,974	70,997
Non-marketable equity securities, at cost	4,626	4,626	5,515	5,515
Loans receivable, net	450,646	466,377	463,860	479,961
Accrued interest receivable	1,413	1,413	1,478	1,478
Financial liabilities:				
Deposits	\$456,453	\$460,989	\$449,767	\$454,170
FHLB advances	45,891	46,270	58,891	59,331
Accrued interest payable	16	16	13	13

NOTE 3 – LOANS, ALLOWANCE FOR LOAN LOSSES AND IMPAIRED LOANS

The ALL represents management's estimate of probable and inherent credit losses in the Bank's loan portfolio. Estimating the amount of the ALL requires the exercise of significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans

based on historical loss experience, and consideration of other qualitative factors such as current economic trends and conditions, all of which may be susceptible to significant change.

There are many factors affecting the ALL; some are quantitative, while others require qualitative judgment. The process for determining the ALL (which management believes adequately considers potential factors which result in probable credit losses), includes subjective elements and, therefore, may be susceptible to significant change. To the extent actual outcomes differ from management estimates, additional provision for loan losses could be required that could adversely affect the Company's earnings or financial position in future periods. Allocations of the ALL may be made for specific loans but the entire ALL is available for any loan that, in management's judgment, should be charged-off or for which an actual loss is realized.

As an integral part of their examination process, various regulatory agencies also review the Bank's ALL. Such agencies may require that changes in the ALL be recognized when such regulators' credit evaluations differ from those of our management based on information available to the regulators at the time of their examinations.

Changes in the ALL by loan type for the periods presented below were as follows:

	Real Estate	Consumer and Other	Total
Nine months Ended June 30, 2015:			
Allowance for Loan Losses:			
Beginning balance, October 1, 2014	\$2,759	\$3,747	\$6,506
Charge-offs	(320	) (399	) (719
Recoveries	22	218	240
Provision	333	202	535
Ending balance, June 30, 2015	\$2,794	\$3,768	\$6,562
Allowance for Loan Losses at June 30, 2015:			
Amount of Allowance for Loan Losses arising from loans individually evaluated for impairment	\$432	\$119	\$551
Amount of Allowance for Loan Losses arising from loans collectively evaluated for impairment	\$2,362	\$3,649	\$6,011
Loans Receivable as of June 30, 2015:			
Ending balance	\$251,792	\$205,416	\$457,208
Ending balance: individually evaluated for impairment	\$5,361	\$855	\$6,216
Ending balance: collectively evaluated for impairment	\$246,431	\$204,561	\$450,992
	Real Estate	Consumer and Other	Total
Year ended September 30, 2014			
Allowance for Loan Losses:			
Beginning balance, October 1, 2013	\$2,541	\$3,639	\$6,180
Charge-offs	(1,238	) (689	) (1,927
Recoveries	94	249	343
Provision	1,362	548	1,910
Ending balance, September 30, 2014	\$2,759	\$3,747	\$6,506
Allowance for Loan Losses at September 30, 2014:			
Amount of Allowance for Loan Losses arising from loans individually evaluated for impairment	\$525	\$207	\$732
Amount of Allowance for Loan Losses arising from loans collectively evaluated for impairment	\$2,234	\$3,540	\$5,774
Loans Receivable as of September 30, 2014:			
Ending balance	\$261,315	\$209,051	\$470,366
Ending balance: individually evaluated for impairment	\$6,542	\$1,267	\$7,809

Ending balance: collectively evaluated for impairment	\$254,773	\$207,784	\$462,557
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The Bank has originated substantially all loans currently recorded on the Company's accompanying Consolidated Balance Sheet, except as noted below.

During October 2012, the Bank entered into an agreement to purchase short term consumer loans from a third party on an ongoing basis. As part of the servicer agreement entered into in connection with this purchase agreement, the third party seller agreed to purchase or substitute performing consumer loans for all contracts that become 120 days past due. Pursuant to the ongoing loan purchase agreement, a Board of Director determinant was originally established to limit the purchase of these consumer loans under this arrangement to a maximum of \$40,000 and a restricted reserve account was established at 3% of the outstanding consumer loan balances purchased up to a maximum of \$1,000, with such percentage amount of the loans being deposited into a segregated reserve account. The funds in the reserve account are to be released to compensate the Bank for any purchased loans that are not purchased back by the seller or substituted with performing loans and are ultimately charged off by the Bank. During the first quarter of fiscal 2015, the Board of Directors increased the limit of these purchased consumer loans to a maximum of \$50,000. As of June 30, 2015, the balance of the consumer loans purchased was \$36,846. The balance in the cash reserve account has reached the maximum allowed balance of \$1,000, which is included in Deposits on the accompanying Consolidated Balance Sheet. To date, none of the purchased loans have been charged off or have experienced losses.

Loans receivable by loan type as of the end of the periods shown below were as follows:

	Real Estate Loans		Consumer and Other Loans		Total Loans	
	June 30, 2015	September 30, 2014	June 30, 2015	September 30, 2014	June 30, 2015	September 30, 2014
Performing loans						
Performing TDR loans	\$3,654	\$4,535	\$517	\$797	\$4,171	\$5,332
Performing loans other	246,760	255,564	204,617	207,885	451,377	463,449
Total performing loans	250,414	260,099	205,134	208,682	455,548	468,781
Nonperforming loans (1)						
Nonperforming TDR loans	289	202	49	47	338	249
Nonperforming loans other	1,089	1,014	233	322	1,322	1,336
Total nonperforming loans	\$1,378	\$1,216	\$282	\$369	\$1,660	\$1,585
Total loans	\$251,792	\$261,315	\$205,416	\$209,051	\$457,208	\$470,366

(1) Nonperforming loans are either 90+ days past due or nonaccrual.

An aging analysis of the Company's real estate, consumer and other loans and purchased third party loans as of June 30, 2015 and September 30, 2014, respectively, was as follows:

	30-59 Days Past Due	61-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 89 days and Accruing
June 30, 2015							
Real estate loans	\$838	\$73	\$1,131	\$2,042	\$249,750	\$251,792	\$ 671
Consumer and other loans	598	62	66	726	167,844	168,570	11
Purchased third party loans	220	199	123	542	36,304	36,846	123
Total	\$1,656	\$334	\$1,320	\$3,310	\$453,898	\$457,208	\$ 805
September 30, 2014							
Real estate loans	\$678	\$80	\$989	\$1,747	\$259,568	\$261,315	\$ 228
Consumer and other loans	354	73	178	605	175,634	176,239	99
Purchased third party loans	190	136	73	399	32,413	32,812	74
Total	\$1,222	\$289	\$1,240	\$2,751	\$467,615	\$470,366	\$ 401

At June 30, 2015, the Company has identified \$4,509 of TDR loans and \$1,707 of substandard loans as impaired, totaling \$6,216, which includes \$4,171 of performing TDR loans. A loan is identified as impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement. Performing TDRs consist of loans that have been modified and are performing in accordance with the modified terms for a sufficient length of time, generally six months, or loans that were modified on a proactive basis. A summary of the Company's impaired loans as of June 30, 2015 and September 30, 2014 was as follows:

	With No Related Allowance Recorded			With An Allowance Recorded			Totals		
	Consumer		Total	Consumer		Total	Consumer		Total
	Real Estate and Other			Real Estate and Other			Real Estate and Other		
Recorded investment at June 30, 2015	\$ 3,714	\$ 537	\$ 4,251	\$ 1,647	\$ 318	\$ 1,965	\$ 5,361	\$ 855	\$ 6,216
Unpaid balance at June 30, 2015	3,714	537	4,251	1,647	318	1,965	5,361	855	6,216
Recorded investment at September 30, 2014	4,345	535	4,880	2,197	732	2,929	6,542	1,267	7,809
Unpaid balance at September 30, 2014	4,345	535	4,880	2,197	732	2,929	6,542	1,267	7,809
Average recorded investment; nine months ended June 30, 2015	3,350	489	3,839	2,283	600	2,883	5,633	1,089	6,722
Average recorded investment; twelve months ended September 30, 2014	4,722	614	5,336	3,137	823	3,960	7,859	1,437	9,296
Interest income received; nine months ended June 30, 2015	52	10	62	7	6	13	59	16	75
Interest income received; twelve months ended September 30, 2014	149	32	181	68	24	92	217	56	273

Troubled Debt Restructuring – A TDR includes a loan modification where a borrower is experiencing financial difficulty and the Bank grants a concession to that borrower that the Bank would not otherwise consider except for the borrower’s financial difficulties. Concessions include an extension of loan terms, renewals of existing balloon loans, reductions in interest rates and consolidating existing Bank loans at modified terms. A TDR may be either on accrual or nonaccrual status based upon the performance of the borrower and management’s assessment of collectability. If a TDR is placed on nonaccrual status, it remains there until a sufficient period of performance under the restructured terms has occurred at which time it is returned to accrual status. There were 4 delinquent TDRs greater than 60 days past due with a recorded investment of \$263 at June 30, 2015, compared to 4 such loans with a recorded investment of \$191 at September 30, 2014. A summary of loans by loan type modified in a troubled debt restructuring as of June 30, 2015 and June 30, 2014, and during each of the nine months then ended, and as of September 30, 2014 and during the twelve months then ended was as follows:

	Real Estate	Consumer and Other	Total
June 30, 2015 and Nine Months then Ended:			
Accruing / Performing:			
Beginning balance	\$4,535	\$797	\$5,332
Principal payments	(495	) (272	) (767
Charge-offs	—	(8	) (8
Advances	10	—	10
New restructured (1)	17	42	59
Class transfers out (2)	(181	) —	(181
Transfers between accrual/non-accrual	(232	) (42	) (274
Ending balance	\$3,654	\$517	\$4,171
Non-accrual / Non-performing:			
Beginning balance	\$202	\$47	\$249
Principal payments	(104	) (9	) (113
Charge-offs	(41	) (31	) (72
Advances	—	—	—
New restructured (1)	—	—	—
Class transfers out (2)	—	—	—
Transfers between accrual/non-accrual	232	42	