First Savings Financial Group Inc Form 10-Q August 09, 2018

## **UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

## **FORM 10-Q**

#### (Mark One)

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

For the quarterly period ended June 30, 2018

OR

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

For the transition period from \_\_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-34155

First Savings Financial Group, Inc.

(Exact name of registrant as specified in its charter)

Indiana37-1567871(State or other jurisdiction of<br/>incorporation or organization)(I.R.S. Employer<br/>Identification Number)

#### 501 East Lewis & Clark Parkway, Clarksville, Indiana 47129

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code 1-812-283-0724

#### Not applicable

(Former name, former address and former fiscal year, 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 x No<sup>--</sup>

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 x No "

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

(Check one): Large Accelerated Filer "	Accelerated Filer x
Non-accelerated Filer "	Smaller Reporting Company

Emerging Growth Company "

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

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

The number of shares outstanding of the registrant's common stock as of July 31, 2018 was 2,292,021.

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# **PART I - FINANCIAL INFORMATION**

# FIRST SAVINGS FINANCIAL GROUP, INC.

#### CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except share and per share data)	June 30, 2018	September 30, 2017
ASSETS Cash and due from banks Interest-bearing deposits with banks Total cash and cash equivalents	\$13,725 24,277 38,002	\$ 11,017 23,242 34,259
Interest-bearing time deposits	2,756	2,435
Trading account securities, at fair value	-	7,175
Securities available for sale, at fair value	208,071	178,099
Securities held to maturity	2,687	2,878
Loans held for sale, residential mortgage	3,002	727
Loans held for sale, Small Business Administration	22,274	24,908
Loans, net of allowance for loan losses of \$9,026 and \$8,092	693,858	586,456
Federal Reserve Bank and Federal Home Loan Bank stock, at cost Premises and equipment Other real estate owned, held for sale Accrued interest receivable:	9,621 12,608 64	6,936 11,270 852
Loans	2,405	1,907
Securities	2,107	1,491
Cash surrender value of life insurance	19,861	18,297
Goodwill	9,511	7,936
Core deposit intangibles	2,463	693
Other assets	6,056	4,814
Total Assets LIABILITIES Deposits:	\$1,035,346	\$ 891,133
Noninterest-bearing	\$156,827	\$ 96,283
Interest-bearing	677,927	573,099
Total deposits	834,754	669,382

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Repurchase agreements Borrowings from Federal Home Loan Bank Accrued interest payable Advance payments by borrowers for taxes and insurance Accrued expenses and other liabilities Total Liabilities	1,351 90,000 428 808 9,136 936,477	1,348 118,065 283 1,212 7,728 798,018
STOCKHOLDERS' EQUITY		
Preferred stock of \$.01 par value per share; authorized 1,000,000 shares; none issued Common stock of \$.01 par value per share; authorized 20,000,000 shares; issued	-	-
2,560,907 shares (2,559,307 at September 30, 2017); outstanding 2,292,021 shares (2,242,454 shares at September 30, 2017)	26	25
Additional paid-in capital	27,612	27,798
Retained earnings - substantially restricted	74,123	67,583
Accumulated other comprehensive income	1,665	4,158
Unearned stock compensation	(517)	(571
Less treasury stock, at cost - 268,886 shares (316,853 shares at September 30, 2017)	(5,269)	(5,878
Total First Savings Financial Group, Inc. Stockholders' Equity	97,640	93,115
Noncontrolling interests in subsidiary	1,229	-
Total Equity	98,869	93,115
Total Liabilities and Equity	\$1,035,346	\$ 891,133

See notes to consolidated financial statements.

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# **PART I - FINANCIAL INFORMATION**

# FIRST SAVINGS FINANCIAL GROUP, INC.

#### CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	Three Mor June 30,	nths Ended	Nine Mont June 30,	hs Ended
(In thousands, except share and per share data)	2018	2017	2018	2017
INTEREST INCOME				
Loans, including fees	\$8,866	\$6,908	\$24,726	\$19,781
Securities:				
Taxable	1,201	880	2,787	2,691
Tax-exempt	920	754	2,620	2,082
Dividend income	107	79	346	235
Interest-bearing deposits with banks	112	43	299	105
Total interest income	11,206	8,664	30,778	24,894
INTEREST EXPENSE				
Deposits	1,222	689	2,891	1,930
Federal funds purchased	-	14	-	21
Repurchase agreements	1	1	3	3
Borrowings from Federal Home Loan Bank	476	428	1,601	1,232
Total interest expense	1,699	1,132	4,495	3,186
Net interest income	9,507	7,532	26,283	21,708
Provision for loan losses	266	321	1,099	1,002
Net interest income after provision for loan losses	9,241	7,211	25,184	20,706
NONINTEREST INCOME				
Service charges on deposit accounts	461	329	1,237	971
Net gain on sales of available for sale securities	99	30	99	30
Other than temporary impairment loss on securities	(95	) -	(95	) -
Net gain (loss) on trading account securities	(48	) 184	43	113
Net gain on sales of loans, residential mortgage	91	104	259	342
Net gain on sales of loans, Small Business Administration	1,558	938	4,585	2,741
Increase in cash surrender value of life insurance	112	105	325	318
Gain on life insurance	-	-	-	189
Commission income	99	78	325	283
Income (loss) on tax credit investment	340	-	340	(226
Other income	637	355	1,609	1,098

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3,254	2,123	8,727	5,859							
5,113	3,837	13,532	11,035							
894	699	2,559	1,990							
408	329	1,979	1,031							
162	126	457	363							
370	419	1,236	919							
135	113	382	342							
7	(14)	(171)	(123)							
1,033	796	2,889	2,354							
8,122	6,305	22,863	17,911							
4,373	3,029	11,048	8,654							
696	586	1,656	1,680							
3,677	2,443	9,392	6,974							
571	-	1,234	-							
\$3,106	\$2,443	\$8,158	\$6,974							
\$1.37	\$1.10	\$3.62	\$3.15							
\$1.31	\$1.04	\$3.44	\$2.98							
2,274,951	2,225,189	2,251,387	2,217,033							
2,378,839	2,351,739	2,369,710	2,340,688							
\$0.15	\$0.14	\$0.44	\$0.41							
	5,113 894 408 162 370 135 7 1,033 8,122 4,373 696 3,677 571 \$3,106 \$1.37 \$1.31 2,274,951 2,378,839	$\begin{array}{cccccccccccccccccccccccccccccccccccc$	5,113 $3,837$ $13,532$ $894$ $699$ $2,559$ $408$ $329$ $1,979$ $162$ $126$ $457$ $370$ $419$ $1,236$ $135$ $113$ $382$ $7$ $(14$ $)$ $1,033$ $796$ $2,889$ $8,122$ $6,305$ $22,863$ $4,373$ $3,029$ $11,048$ $696$ $586$ $1,656$ $3,677$ $2,443$ $9,392$ $571$ - $1,234$ $$3,106$ $$2,443$ $$8,158$ $$1.37$ $$1.10$ $$3.62$ $$1.31$ $$1.04$ $$3.44$ $2,274,951$ $2,225,189$ $2,251,387$ $2,378,839$ $2,351,739$ $2,369,710$							

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See notes to consolidated financial statements.

# **PART I - FINANCIAL INFORMATION**

# FIRST SAVINGS FINANCIAL GROUP, INC.

#### CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	Three Months Ended June 30,				Nine Mo June 30	hs Endeo	b	
(In thousands)	2018		2017		2018		2017	
Net Income	\$ 3,677		\$ 2,443		\$9,392		\$6,974	
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX Unrealized gains (losses) on securities available for sale: Unrealized holding gains (losses) arising during the period	(545	)	2,307		(3,851	)	(2,309	))
Income tax benefit (expense) Net of tax amount	35 (510	)	(800 1,507	)	742 (3,109	)	823 (1,486	)
Less: reclassification adjustment for realized gains included in net income	(99	)	(30	)	(99	)	(30	)
Income tax expense Net of tax amount	26 (73	)	10 (20	)	26 (73	)	10 (20	)
Less: reclassification adjustment for other-than-temporary impairment loss on securities included in net income	95		-		95		-	
Income tax benefit Net of tax amount	(25 70	)	-		(25 70	)	-	
Other Comprehensive Income (Loss)	(513	)	1,487		(3,112	)	(1,506	)
Comprehensive Income Less: comprehensive income attributable to noncontrolling interests	3,164 571		3,930 -		6,280 1,234		5,468 -	
Comprehensive Income Attributable to First Savings Financial Group, Inc.	\$ 2,593		\$ 3,930		\$ 5,046		\$ 5,468	

See notes to consolidated financial statements.

# PART I - FINANCIAL INFORMATION

# FIRST SAVINGS FINANCIAL GROUP, INC.

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

(Unaudited)

				Accumul Other	ccumulated Other Unearned			trolling
	Command Command Command Command		Compreh	estovk Treasury		Interest in		
(In thousands, except share and per share data)	Stoc	k Rapital	Earnings	Income	Compe	nSaoich	Subsidia	arFjotal
Nine Months Ended June 30, 2017: Balances at October 1, 2016	\$25	\$27,182	\$59,499	\$5,944	\$-	\$(6,070)	<b>\$</b> -	\$86,580
Net income	-	-	6,974	-	-	-	-	6,974
Other comprehensive loss	-	-	-	(1,506)	-	-	-	(1,506)
Common stock dividends - \$0.41 per share	-	-	(915)	-	-	-	-	(915)
Restricted stock grants - 17,265 shares	-	692	-	-	(692)	-	-	-
Stock compensation expense	-	39	-	-	86	-	-	125
Stock option exercises - 26,858 shares	-	(131 )	-	-	-	486	-	355
Purchase of 6,456 treasury shares	-	-	-	-	-	(294)	-	(294 )
Balances at June 30, 2017	\$25	\$27,782	\$65,558	\$4,438	\$(606)	\$(5,878)	\$-	\$91,319
Nine Months Ended June 30, 2018: Balances at October 1, 2017	\$25	\$27,798	\$67,583	\$4,158	\$(571)	\$(5,878)	\$-	\$93,115
Net income	-	-	8,158	-	-	-	1,234	9,392
Other comprehensive loss	-	-	-	(3,112)	-	-	-	(3,112)
Reclassification from AOCI to retained earnings for change in federal tax rate	S -	-	(619 )	619	-	-	-	-
Preferred stock dividends	-	-	-	-	-	-	-	-

Common stock dividends - \$0.44 per share	-	-	(999)	-	-	-	-	(999	)
Distributions to noncontrolling interests	-	-	-	-	-	-	(5)	(5	)
Restricted stock grants - 1,000 shares	1	56	-	-	(57)	-	-	-	
Stock compensation expense	-	50	-	-	111	-	-	161	
Stock option exercises - 55,296 shares	-	(292)	-	-	-	1,042	-	750	
Purchase of 6,729 treasury shares	-	-	-	-	-	(433 )	-	(433	)
Balances at June 30, 2018	\$26	\$27,612	\$74,123	\$1,665	\$(517)	\$(5,269)	\$1,229	\$98,86	9

See notes to consolidated financial statements.

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# **PART I - FINANCIAL INFORMATION**

# FIRST SAVINGS FINANCIAL GROUP, INC.

#### CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Mon June 30,	ths Ended		
(In thousands)	2018	4	2017	
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income	\$9,392		\$6,974	
Adjustments to reconcile net income to net cash provided by (used in) operating activities:				
Provision for loan losses	1,099		1,002	
Depreciation and amortization	995		871	
Amortization of premiums and accretion of discounts on securities, net	118		516	
Decrease in trading account securities	7,175		3,436	
Loans originated for sale	(87,277	)	(67,12	
Proceeds on sales of loans	94,208		52,145	
Net gain on sales of loans	(4,844	)	(3,083	)
Net realized and unrealized gain on other real estate owned	(212	)	(168	)
Net gain on sales of available for sale securities	(99	)	(30	)
Other than temporary impairment loss on securities	95		-	
Gain on life insurance	-		(189	)
Increase in cash surrender value of life insurance	(325	)	(318	)
Net gain on sale of premises and equipment	(20	)	(30	)
(Income) loss on tax credit investment	(340	)	226	
Deferred income taxes	883		1,293	
Stock compensation expense	161		125	
Increase in accrued interest receivable	(787	)	(702	)
Increase in accrued interest payable	144		70	
Change in other assets and liabilities, net	(394	)	(755	)
Net Cash Provided By (Used In) Operating Activities	19,972	,	(5,745	)
				,
CASH FLOWS FROM INVESTING ACTIVITIES				
Investment in interest-bearing time deposits	(490	)	(445	)
Proceeds from sales of interest-bearing time deposits	2,741	-	-	-
Proceeds from maturities of interest-bearing time deposits	1,245		990	
Purchase of securities available for sale	(44,482	)	(26,42	2)
Proceeds from sales of securities available for sale	37,315	,	4,255	,
Proceeds from maturities of securities available for sale	1,280		2,830	
Proceeds from maturities of securities held to maturity	150		139	
Principal collected on securities	11,542		13,047	7
······································	11,012		10,017	

Net increase in loans	(74,357)	(48,644)
Proceeds from redemption of Federal Reserve Bank stock	21	-
Purchase of Federal Home Loan Bank stock	(2,562)	-
Proceeds from life insurance	540	-
Proceeds from sale of other real estate owned	606	186
Purchase of premises and equipment	(918)	(389)
Proceeds from sale of premises and equipment	20	19
Net cash received in the acquisition of Dearmin Bancorp and FNBO	6,667	-
Net Cash Used In Investing Activities	(60,682)	(54,434)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in deposits	73,607	94,433
Net increase in repurchase agreements	3	2
Decrease in Federal Home Loan Bank line of credit	(18,065)	(21,633)
Proceeds from Federal Home Loan Bank advances	209,500	15,000
Repayment of Federal Home Loan Bank advances	(219,500)	(15,000)
Net decrease in advance payments by borrowers for taxes and insurance	(404)	(22)
Proceeds from exercise of stock options	362	62
Taxes paid on stock award shares for employees	(46)	-
Dividends paid on common stock	(999)	(915)
Distributions to noncontrolling interests	(5)	-
Net Cash Provided By Financing Activities	44,453	71,927
Net Increase in Cash and Cash Equivalents	3,743	11,748
Cash and cash equivalents at beginning of year	34,259	29,342
Cash and Cash Equivalents at End of Year	\$38,002	\$41,090

See notes to consolidated financial statements.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

#### **1. Presentation of Interim Information**

First Savings Financial Group, Inc. (the "Company") is a financial holding company and the parent of First Savings Bank (the "Bank") and First Savings Insurance Risk Management, Inc. (the "Captive").

The Bank, which is a wholly-owned Indiana-chartered commercial bank subsidiary of the Company, provides a variety of banking services to individuals and business customers through sixteen locations in southern Indiana. The Bank attracts deposits primarily from the general public and uses those funds, along with other borrowings, primarily to originate commercial mortgage, residential mortgage, construction, commercial business and consumer loans, and to a lesser extent, to invest in mortgage-backed securities, municipal bonds and other investment securities. The Bank has two wholly-owned subsidiaries: First Savings Investments, Inc., a Nevada corporation that manages a securities portfolio, and Southern Indiana Financial Corporation, which is currently inactive.

On April 25, 2017, the Bank formed Q2 Business Capital, LLC ("Q2"), which is an Indiana limited liability company that specializes in the origination and servicing of U.S. Small Business Administration ("SBA") loans. The Bank owns 51% of Q2 with the option to purchase the minority interest between July 1, 2020 and September 30, 2020. In accordance with Q2's operating agreement, the Bank was allocated the first \$1.7 million of Q2's cumulative net income with any additional profits and losses allocated 51% to the Bank and 49% to Q2's minority members.

The Captive, which is a wholly-owned insurance subsidiary of the Company, is a Nevada corporation that provides property and casualty insurance to the Company, the Bank and the Bank's active subsidiaries. In addition, the Captive provides reinsurance to ten other third-party insurance captives for which insurance may not be currently available or economically feasible in the insurance marketplace.

In the opinion of management, the accompanying unaudited consolidated financial statements include all adjustments considered necessary to present fairly the financial position as of June 30, 2018, the results of operations for the threeand nine-month periods ended June 30, 2018 and 2017, and the cash flows for the nine-month periods ended June 30, 2018 and 2017. All of these adjustments are of a normal, recurring nature. Such adjustments are the only adjustments included in the unaudited consolidated financial statements. Interim results are not necessarily indicative of results for a full year. The unaudited consolidated financial statements and notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial statements, conform to general practices within the banking industry and are presented as permitted by the instructions to Form 10-Q. Accordingly, they do not contain certain information included in the Company's audited consolidated financial statements and related notes for the year ended September 30, 2017 included in the Company's Annual Report on Form 10-K.

The unaudited consolidated financial statements include the accounts of the Company and its subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation. Certain prior period amounts have been reclassified to conform with the current period presentation. The reclassifications had no effect on net income or stockholders' equity.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

## 2. Acquisition of Dearmin Bancorp and The First National Bank of Odon

On February 9, 2018, the Company acquired Dearmin Bancorp, Inc. ("Dearmin") and its majority owned subsidiary, The First National Bank of Odon ("FNBO"), a full service community bank located in Odon, Indiana. The acquisition expanded the Company's presence into Daviess County, Indiana. The Company expects to benefit from growth in this market area as well as from expansion of the banking services provided to the existing customers of FNBO. Cost savings are also expected for the combined bank through economies of scale, efficiencies and the consolidation of business operations.

Pursuant to the terms of the merger agreement, FNBO stockholders received \$265.00 in cash for each share of FNBO common stock for total cash consideration of \$10.6 million. Under the acquisition method of accounting, the purchase price is assigned to the identifiable assets acquired and liabilities assumed based on their fair values, net of applicable income tax effects. In accounting for the acquisition, the excess of cost over the fair value of the acquired net assets of \$1.6 million, based on management's initial preliminary valuation, has been recorded as goodwill. Transaction and integration costs related to the acquisition totaling \$1.3 million were expensed as incurred for the nine-month period ended June 30, 2018. No transaction and integration costs were recognized for the three-month period ended June 30, 2018.

Following is a condensed balance sheet providing the fair values of the assets acquired and the liabilities assumed, based on management's preliminary analysis, as of the date of acquisition:

(In	thousands)
-----	------------

Cash and due from banks	\$1,310
Interest-bearing deposits with banks	15,957
Interest-bearing time deposits with banks	3,817
Investment securities	39,978
Loans	34,467
Premises and equipment	1,125
Goodwill arising in the acquisition	1,575
Net deferred tax asset	2,083
Other assets	2,659

Total assets acquired	102,971
Deposit accounts	91,765
Net deferred tax liabilities	233
Other liabilities	373
Total liabilities assumed	92,371
Total consideration	\$10,600

Based on management's initial preliminary valuation, \$2.1 million was assigned to a core deposit intangible which is amortized over a weighted-average estimated economic life of 7.9 years. It is not anticipated that the core deposit intangible will have a significant residual value. No amount of the goodwill or core deposit intangible arising in the acquisition is deductible for income tax purposes.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*, applies to a loan with evidence of deterioration of credit quality since origination, acquired by completion of a transfer for which it is probable, at acquisition, that the investor will be unable to collect all contractually required payments receivable. On the acquisition date, no loans were identified with evidence of deterioration of credit quality since origination. Loans acquired not subject to ASC 310-30 included non-impaired loans with a fair value of \$34.5 million and gross contractual amounts receivable of \$41.5 million at the date of acquisition.

The following unaudited pro forma combined results of operations for the three- and nine-month periods ended June 30, 2018 and 2017 assumes that the acquisition was consummated on October 1, 2016:

	Three Months Ended June 30,		Nine Month June 30,	is Ended	
	2018	2017	2018	2017	
	(Dollars in t	housands, exc	cept per share	data)	
Interest income	\$10,435	\$9,415	\$20,614	\$27,141	
Interest expense	1,426	1,155	2,820	3,258	
Net interest income	9,009	8,260	17,794	23,883	
Provision for loan losses	371	331	833	1,042	
Net interest income after provision for loan losses	8,638	7,929	16,961	22,841	
Noninterest income	2,657	2,301	5,745	6,409	
Noninterest expense	7,612	6,981	14,814	21,240	
Income before income taxes	3,683	3,249	7,982	8,010	
Income tax expense	661	638	1,384	1,377	
Net income	3,022	2,611	6,508	6,633	
Net income attributable to noncontrolling interests in subsidiary	571	-	1,234	-	
Net income attributable to First Savings Financial Group	\$2,446	\$2,611	\$5,845	\$6,633	
Weighted average common shares outstanding, basic	2,274,951	2,225,189	2,251,387	2,217,033	
Net income per common share, basic	\$1.09	\$1.17	\$2.61	\$2.99	

Weighted average common shares outstanding, basic	2,274,951	2,225,189	2,251,387	2,217,033
Add: Dilutive effect of outstanding options	96,662	121,773	111,382	121,267
Add: Dilutive effect of restricted stock	7,226	4,777	6,941	2,388
Weighted average common shares outstanding, as adjusted	2,378,839	2,351,739	2,369,710	2,340,688
Net income per common share, diluted	\$1.03	\$1.11	\$2.47	\$2.83

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

In addition to combining the historical results of operations, the pro forma calculations consider the purchase accounting adjustments and nonrecurring charges directly related to the acquisition and the related tax effects. The pro forma information for the nine months ended June 30, 2018 was adjusted to exclude \$1.3 million of acquisition-related costs incurred during the period and the pro forma information for the nine months ended June 30, 2017 was adjusted to include those costs. The pro forma calculations do not include any anticipated cost savings as a result of the acquisition. The pro forma results of operations are presented for informational purposes only and are not necessarily indicative of the actual results of operations that would have occurred had the FNBO acquisition actually been consummated on October 1, 2016, or results that may occur in the future.

#### **3. Investment Securities**

U.S. agency bonds and notes, agency mortgage-backed securities and agency collateralized mortgage obligations ("CMO") include treasury notes issued by the U.S. government; securities issued by the Government National Mortgage Association ("GNMA"), a U.S. government agency; and securities issued by the Federal National Mortgage Association ("FNMA"), the Federal Home Loan Mortgage Corporation ("FHLMC") and the Federal Home Loan Bank ("FHLB"), which are U.S. government sponsored enterprises. The Company holds municipal bonds issued by municipal governments within the U.S. The Company also holds pass-through asset-backed securities guaranteed by the SBA representing participating interests in pools of long term debentures issued by state and local development companies certified by the SBA. Privately issued CMO and asset-backed securities ("ABS") are complex securities issued by non government special purpose entities that are collateralized by residential mortgage loans and residential home equity loans.

Investment securities have been classified according to management's intent.

#### Trading Account Securities

Prior to June 30, 2018, the Company invested in small and medium lot, investment grade municipal bonds through a managed brokerage account. The brokerage account was managed by an investment advisory firm registered with the U.S. Securities and Exchange Commission. At September 30, 2017, trading account securities recorded at fair value totaled \$7.2 million and were comprised of investment grade municipal bonds. During May 2018, the Company ceased its trading activity and had no trading account securities at June 30, 2018. During the three-month period ended

June 30, 2018, the Company reported a net loss on trading account securities of \$48,000. During the three-month period ended June 30, 2017, the Company reported a net gain on trading account securities of \$184,000. During the nine-month period ended June 30, 2018, the Company reported a net gain on trading account securities of \$43,000. During the nine-month period ended June 30, 2017, the Company reported a net gain on trading account securities of \$43,000. During the nine-month period ended June 30, 2017, the Company reported a net gain on trading account securities of \$43,000.

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

#### Securities Available for Sale and Held to Maturity

The amortized cost of securities available for sale and held to maturity and their approximate fair values are as follows:

June 30, 2018:	Amortized Cost (In thousar	Unrealized Gain	Gross Unrealized Losses	Fair Value
Securities available for sale:				
Agency bonds and notes Agency mortgage-backed Agency CMO Privately-issued CMO Privately-issued ABS SBA certificates Municipal bonds	\$9,868 44,637 11,364 1,470 1,827 1,356 135,394	\$ 1 126 7 157 390 58 3,039	\$ - 583 290 51 - 6 693	\$9,869 44,180 11,081 1,576 2,217 1,408 137,740
Total securities available for sale	\$205,916	\$ 3,778	\$ 1,623	\$208,071
Securities held to maturity:				
Agency mortgage-backed Municipal bonds	\$139 2,548	\$ 9 304	\$ - -	\$148 2,852
Total securities held to maturity	\$2,687	\$ 313	\$ -	\$3,000

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Losses	Fair Value
	(In thousar	nds)		
September 30, 2017: Securities available for sale:				
Agency mortgage-backed Agency CMO Privately-issued CMO Privately-issued ABS SBA certificates Municipal bonds Total securities available for sale	\$36,439 14,605 1,825 2,691 913 115,193 \$171,666	\$ 382 37 204 757 - 5,409 \$ 6,789	\$ 85 66 28 - 1 176 \$ 356	\$36,736 14,576 2,001 3,448 912 120,426 \$178,099
Securities held to maturity: Agency mortgage-backed	\$179	\$ 16	\$ -	\$195
Municipal bonds	2,699	412	-	3,111
Total securities held to maturity	\$2,878	\$ 428	\$ -	\$3,306

The amortized cost and fair value of investment securities as of June 30, 2018 by contractual maturity are shown below. CMO, ABS, SBA certificates, and mortgage-backed securities which do not have a single maturity date are shown separately.

	Available for Sale Amortized Fair		Held to Maturi Amortize <b>F</b> air	
	Cost Value		Cost	Value
	(In thousa			
Due within one year	\$4,020	\$4,077	\$238	\$266
Due after one year through five years	16,587	17,066	992	1,111
Due after five years through ten years	38,449	39,119	929	1,044
Due after ten years	86,206	87,347	389	431
СМО	12,834	12,657	-	-

ABS	1,827	2,217	-	-
SBA certificates	1,356	1,408	-	-
Mortgage-backed securities	44,637	44,180	139	148
	\$205,916	\$208,071	\$2,687	\$3,000

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

Information pertaining to investment securities with gross unrealized losses at June 30, 2018 and September 30, 2017, aggregated by investment category and the length of time that individual securities have been in a continuous loss position, follows:

June 30, 2018: Securities available for sale:	Number of Fair Invest Methue Positions (Dollars in thou		Gross Unrealized Losses usands)	
Continuous loss position less than twelve months:	20	¢ 20 701	φ.	200
Agency mortgage-backed	20	\$30,781	\$	380
Agency CMO	6	5,633		119
SBA certificates	1	664		6
Municipal bonds	68	29,400		370
Total less than twelve months	95	66,478		875
Continuous loss position more than twelve months:				
Agency mortgage-backed	7	6,170		203
Agency CMO	7	5,246		171
Privately-issued CMO	2	74		51
Municipal bonds	7	5,941		323
		-,		
Total more than twelve months	23	17,431		748
Total securities available for sale	118	\$83,909	\$	1,623
September 30, 2017: Securities available for sale:				
Continuous loss position less than twelve months: Agency mortgage-backed Agency CMO Privately-issued CMO	12 9 2	\$13,332 9,062 113	\$	85 52 28

Municipal bonds	9	6,522	157
Total less than twelve months	32	29,029	322
Continuous loss position more than twelve months: Agency CMO SBA certificates Municipal bonds	3 1 1	2,605 912 513	14 1 19
Total more than twelve months	5	4,030	34
Total securities available for sale	37	\$33,059	5 356

At June 30, 2018 and September 30, 2017, the Company did not have any securities held to maturity with an unrealized loss.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market conditions warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

The total available for sale debt securities in loss positions at June 30, 2018, which consisted of U.S. government agency mortgage backed securities and CMOs, privately issued CMOs, SBA certificates and municipal bonds, had a fair value as a percentage of amortized cost of 98.16%. All of the agency and municipal securities are issued by U.S. government-sponsored enterprises and municipal governments, and are generally secured by first mortgage loans and municipal project revenues.

The Company evaluates the existence of a potential credit loss component related to the decline in fair value of the privately issued CMO and ABS portfolios each quarter using an independent third party analysis. At June 30, 2018, the Company held fourteen privately-issued CMO and ABS securities, acquired in a 2009 bank merger, with an aggregate amortized cost of \$1.3 million and fair value of \$1.7 million that have been downgraded to a substandard regulatory classification due to the security's credit quality rating by various nationally recognized statistical rating organizations ("NRSROs").

At June 30, 2018, two privately-issued CMO were in loss positions and had depreciated approximately 5.55% from the Company's carrying value and were collateralized by residential mortgage loans. These securities had a total fair value of \$74,000 and a total unrealized loss of \$51,000 at June 30, 2018, and were rated below investment grade by NRSROs. Based on the independent third party analysis of the expected cash flows, management has determined that no other-than-temporary impairment is required to be recognized on the remaining privately issued CMO and ABS portfolios. While the Company does not anticipate additional credit-related impairment losses at June 30, 2018, additional deterioration in market and economic conditions may have an adverse impact on the credit quality in the future and therefore, require a credit related impairment charge.

During the three-month period ended June 30, 2018, the Company recognized an other-than-temporary write-down charge to earnings of \$95,000 representing the total amortized cost of a privately-issued CMO. The security was determined to be other-than-temporarily impaired and the Company does not anticipate recovering its investment in

the security.

The unrealized losses on U.S. government agency mortgage-backed securities and CMOs, SBA certificates and municipal bonds relate principally to current interest rates for similar types of securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government, its agencies, or other governments, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. As management has the ability to hold debt securities to maturity, or for the foreseeable future if classified as available for sale, no declines are deemed to be other-than-temporary.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

During the three- and nine-month periods ended June 30, 2018, the Company realized gross gains on sales of available for sale securities of \$99,000. During the three- and nine-month periods ended June 30, 2017, the Company realized gross gains on sales of available for sale securities of \$96,000 and gross losses of \$66,000. Securities and interest-bearing time deposits acquired in the FNBO transaction with a fair value of \$35.0 million were sold within a short period of time following the merger, resulting in no gain or loss for financial reporting purposes.

Certain available for sale debt securities were pledged under repurchase agreements and to secure FHLB borrowings at June 30, 2018 and September 30, 2017, and may be pledged to secure federal funds borrowings.

#### 4. Loans and Allowance for Loan Losses

Loans at June 30, 2018 and September 30, 2017 consisted of the following:

	June 30, 2018	Se	eptember 30, 2017		
	(In thousands)				
Real estate mortgage:					
1-4 family residential	\$194,462	\$	171,863		
Commercial	341,093		273,106		
Multifamily residential	28,436		21,121		
Residential construction	17,009		15,088		
Commercial construction	7,783		18,385		
Land and land development	9,541		9,733		
Commercial business	65,632		52,724		
Consumer:					
Home equity	23,675		22,939		
Auto	12,035		7,057		
Other consumer	2,914		2,323		
Total Loans	702,580		594,339		
Deferred loan origination fees and costs, net	304		209		

Allowance for loan losses	(9,026) (8,092	)
Loans, net	\$693,858 \$ 586,456	

During the nine-month period ended June 30, 2018, there was no significant change in the Company's lending activities or methodology used to estimate the allowance for loan losses as disclosed in the Company's Annual Report on Form 10-K for the year ended September 30, 2017.

At June 30, 2018 and September 30, 2017, the recorded investment in consumer mortgage loans collateralized by residential real estate properties in the process of foreclosure was \$1.5 million and \$1.6 million, respectively.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

The following table provides the components of the recorded investment in loans as of June 30, 2018:

	Residentia	alCommercia	al			Land & Land Commerci		ial	
	<b>Real</b> Estate (In thousa	<b>Real</b> Estate nds)	MultifamilyConstruct		Land n Business Development		Consumer Total		
Recorded Investment in Loans: Principal loan balance	\$194,462	\$ 341,093	\$ 28,436	\$ 24,792	\$ 9,541	\$ 65,632	\$ 38,624	\$702,580	
Accrued interest receivable	540	1,259	102	140	23	274	67	2,405	
Net deferred loan origination fees and costs	(30)	120	(22	) 13	3	248	(28	) 304	
Recorded investment in loans	\$194,972	\$ 342,472	\$ 28,516	\$ 24,945	\$ 9,567	\$ 66,154	\$38,663	\$705,289	
Recorded Investment in Loans as Evaluated for Impairment: Individually evaluated for impairment	\$5,035	\$7,125	\$ -	\$ -	\$ 27	\$ 343	\$274	\$12,804	
Collectively evaluated for impairment	189,937	335,347	28,516	24,945	9,540	65,811	38,389	692,485	
Ending balance	\$194,972	\$ 342,472	\$ 28,516	\$ 24,945	\$ 9,567	\$ 66,154	\$38,663	\$705,289	

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

The following table provides the components of the recorded investment in loans as of September 30, 2017:

	Residenti	aCommercia	1		Land & Land	Commerci	Commercial	
	<b>Real</b> Estate (In thousa	<b>Real</b> Estate nds)	MultifamilyConstruction		on	Land Business Development		r Total
Recorded Investment in Loans: Principal loan balance	\$171,863	\$ 273,106	\$ 21,121	\$ 33,473	\$ 9,733	\$ 52,724	\$32,319	\$594,339
Accrued interest receivable	493	929	37	137	31	221	59	1,907
Net deferred loan origination fees and costs	50	26	(15	) (17 )	) 2	184	(21	) 209
Recorded investment in loans	\$172,406	\$ 274,061	\$21,143	\$ 33,593	\$ 9,766	\$ 53,129	\$32,357	\$596,455
Recorded Investment in Loans as Evaluated for Impairment: Individually evaluated for impairment	\$4,969	\$ 5,477	\$ -	\$ -	\$ 30	\$ 192	\$ 196	\$10,864
Collectively evaluated for impairment	167,437	268,584	21,143	33,593	9,736	52,937	32,161	585,591
Ending balance	\$172,406	\$274,061	\$ 21,143	\$ 33,593	\$ 9,766	\$ 53,129	\$32,357	\$596,455

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

An analysis of the allowance for loan losses as of June 30, 2018 is as follows:

	Residefitionhmercial				Land & Commer		cial	
	Estat	<b>Real</b> e Estate ousands)	Multifam	iil <b>©</b> onstructi	Land on Developm	Business ent	ConsumerTotal	
Ending Allowance Balance Attributable to Loans: Individually evaluated for impairment	\$17	\$ 324	\$ -	\$ -	\$ -	\$ -	\$ 6	\$347
Collectively evaluated for impairment	330	6,241	193	512	192	998	213	8,679
Ending balance	\$347	\$ 6,565	\$ 193	\$ 512	\$ 192	\$ 998	\$ 219	\$9,026

An analysis of the allowance for loan losses as of September 30, 2017 is as follows:

	<b>Reside fitim</b> mercial				Land &	Commer	ial	
		<b>Real</b> The Estate State (ousands)	Mult	ifamil <b>¢</b> onstruc	Land ction Developr	Business nent	Consum	nerTotal
Ending Allowance Balance Attributable to Loans: Individually evaluated for impairment	\$2	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21	\$23
Collectively evaluated for impairment	250	5,739	10	6 810	223	839	102	8,069
Ending balance	\$252	\$ 5,739	\$ 10	6 \$ 810	\$ 223	\$ 839	\$ 123	\$8,092

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

An analysis of the changes in the allowance for loan losses for the three months ended June 30, 2018 is as follows:

	Residentiahmerc	ial	Land &	Commerc	cial	
	<b>Real Real</b> Estate Estate (In thousands)	MultifamilyConstructi	Land on Developme	Rusiness	ConsumerTotal	
Changes in Allowance for Loan Losses:						
Beginning balance	\$248 \$ 6,182	\$ 146 \$ 985	\$ 230	\$ 927	\$ 146 \$8,864	
Provisions	147 383	47 (473	) (38	) 60	140 266	
Charge-offs	(69) -		-	-	(83) (152)	
Recoveries	21 -		-	11	16 48	
Ending balance	\$347 \$ 6,565	\$ 193 \$ 512	\$ 192	\$ 998	\$ 219 \$9,026	

An analysis of the changes in the allowance for loan losses for the nine months ended June 30, 2018 is as follows:

	Residentiahmerc	ial	Land &	Commerc	rial	
	<b>Real Real</b> Estate Estate (In thousands)	MultifamilyConstructi	Land on Developme	Rusiness	Consumer Total	
Changes in Allowance for Loan Losses:						
Beginning balance	\$252 \$ 5,739	\$ 106 \$ 810	\$ 223	\$ 839	\$ 123 \$ 8,092	
Provisions	146 826	87 (298	) (31	) 147	222 1,099	
Charge-offs	(93) -		-	-	(167) (260)	
Recoveries	42 -		-	12	41 95	
Ending balance	\$347 \$ 6,565	\$ 193 \$ 512	\$ 192	\$ 998	\$ 219 \$9,026	

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

An analysis of the changes in the allowance for loan losses for the three months ended June 30, 2017 is as follows:

	Residentiahmerc	ial	Land &	Commerc	rial	
	<b>Real Real</b> Estate Estate (In thousands)	MultifamilyConstructi	Land on Developme	Business	ConsumerTotal	
Changes in Allowance for Loan Losses:						
Beginning balance	\$311 \$ 5,870	\$ 116 \$ 703	\$ 267	\$ 348	\$ 103 \$7,718	
Provisions	201 (386	) (21 ) 117	(66	) 461	(15) 321	
Charge-offs	(41) -		-	-	(25) (66)	
Recoveries	4 -		-	-	18 22	
Ending balance	\$475 \$ 5,484	\$ 95 \$ 820	\$ 201	\$ 809	\$ 111 \$7,995	

An analysis of the changes in the allowance for loan losses for the nine months ended June 30, 2017 is as follows:

	Residentiahmerc	ial	Land &	Commerci	al
	<b>Real Real</b> Estate Estate (In thousands)	MultifamilyConstructi	<b>Land</b> On Developme	Business	ConsumerTotal
Changes in Allowance for Loan Losses:					
Beginning balance	\$335 \$ 5,160	\$ 109 \$ 845	\$ 295	\$ 284	\$ 94 \$7,122
Provisions	211 324	(14) (25	) (94 )	) 536	64 1,002
Charge-offs	(80) -		-	(25)	(87) (192)
Recoveries	9 -		-	14	40 63
Ending balance	\$475 \$ 5,484	\$ 95 \$ 820	\$ 201	\$ 809	\$ 111 \$7,995

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

The following table presents impaired loans individually evaluated for impairment as of June 30, 2018 and for the three and nine months ended June 30, 2018 and 2017.

	At June 30, 2018			Three Mo 2018	-			Nine Months Ended June 30,           2018         2018         2017         2			), 2017
		Principal enflalance		l Average n <b>Re</b> corded Investme	Incom	Kecoraea	l Incon	Average ne Recorde	Incom d Recogi		Interest <sup>1</sup> Income <sup>ent</sup> Recognized
Loans with no	(In thous	,	orded								
Residential real estate	\$4,524	\$5,025	\$ -	\$4,964	\$ 37	\$4,371	\$ 36	\$5,054	\$ 108	\$4,264	\$ 106
Commercial real estate	6,605	6,795	-	6,847	81	5,731	50	6,677	225	6,085	149
Multifamily Construction	-	-	-	-	-	-	-	-	-	-	-
Land and land development	27	28	-	29	-	270	1	29	-	254	1
Commercial business	343	352	-	355	3	206	1	309	9	211	4
Consumer	135 \$11,634	136 \$12,336	- \$ -	139 \$12,334	1 \$ 122	120 \$10,698	1 \$ 89	118 \$12,187	3 \$ 345	151 \$10,965	3 \$ 263
Loans with an	allowance	recorded:									
Residential real estate	\$511	\$526	\$17	\$376	\$ -	\$406	\$ -	\$308	\$ -	\$444	\$ -
Commercial real estate	520	543	324	136	-	-	-	54	-	-	-
Multifamily	-	-	-	-	-	-	-	-	-	-	-
Construction Land and land development	-	-	-	-	-	-	-	-	-	-	-

Commercial business Consumer	- 139 \$1,170	- 145 \$1,214	- 6 \$ 347	- 145 \$657	- - \$ -	- 88 \$494	- - \$ -	- 133 \$495	- - \$ -	- 86 \$530	- - \$ -
Total:											
Residential real estate	\$5,035	\$5,551	\$17	\$5,340	\$ 37	\$4,777	\$ 36	\$5,362	\$ 108	\$4,708	\$ 106
Commercial real estate	7,125	7,338	324	6,983	81	5,731	50	6,731	225	6,085	149
Multifamily	-	-	-	-	-	-	-	-	-	-	-
Construction	-	-	-	-	-	-	-	-	-	-	-
Land and land development	27	28	-	29	-	270	1	29	-	254	1
Commercial business	343	352	-	355	3	206	1	309	9	211	4
Consumer	274	281	6	284	1	208	1	251	3	237	3
	\$12,804	\$13,550	\$ 347	\$12,991	\$ 122	\$11,192	\$ 89	\$12,682	\$ 345	\$11,495	\$ 263

The Company did not recognize any interest income using the cash receipts method during the three- and nine-month periods ended June 30, 2018 and 2017.

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

The following table presents impaired loans individually evaluated for impairment as of September 30, 2017.

	Recorded Investme (In thouse	Related Allowance		
Loans with no related allowa				
Residential real estate	\$4,745	\$4,980	\$	-
Commercial real estate	5,477	5,645		-
Multifamily	-	-		-
Construction	-	-		-
Land and land development	30	30		-
Commercial business	192	199		-
Consumer	95	95		-
	\$10,539	\$ 10,949	\$	-
Loans with an allowance rec	orded:			
Residential real estate	\$224	\$268	\$	2
Commercial real estate	-	-		-
Multifamily	-	-		-
Construction	-	-		-
Land and land development	-	-		-
Commercial business	-	-		-
Consumer	101	101		21
	\$325	\$ 369	\$	23
Total:				
Residential real estate	\$4,969	\$ 5,248	\$	2
Commercial real estate	5,477	5,645	Ŷ	-
Multifamily	-	-		_
Construction	_	_		_
Land and land development	30	30		_
Commercial business	192			_
Consumer	192	199		21
Consumer			¢	
	\$10,864	\$11,318	\$	23

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

Nonperforming loans consist of nonaccrual loans and loans over 90 days past due and still accruing interest. The following table presents the recorded investment in nonperforming loans at June 30, 2018:

	Nonacc		ans 90+ ys	То	Total	
			st Due		onperforming Dans	
		Sti	ll Accruing			
	(In thou	sanc	ds)			
Residential real estate	\$2,608	\$	-	\$	2,608	
Commercial real estate	593		-		593	
Multifamily	-		-		-	
Construction	-		-		-	
Land and land development	27		-		27	
Commercial business	-		124		124	
Consumer	187		-		187	
Total	\$3,415	\$	124	\$	3,539	

The following table presents the recorded investment in nonperforming loans at September 30, 2017:

			ns 90+				
	Nonacc	rual	3	To	otal		
	Loans	Past Due		Nonperforming Loans			
		Stil	Accruing				
	(In thou	sands	5)				
Residential real estate	\$2,358	\$	83	\$	2,441		
Commercial real estate	1,253		-		1,253		
Multifamily	-		-		-		
Construction	-		-		-		
Land and land development	30		-		30		

Commercial business	81	-	81
Consumer	101	10	111
Total	\$3,823 \$	93	\$ 3,916

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

The following table presents the aging of the recorded investment in past due loans at June 30, 2018:

	30-59	61	)-89	90 +			
	Days		ays	Days	Total	Current	Total
	Past Due	Pa	ast Due	Past Due	Past Due		Loans
	(In thou	sar	nds)				
Residential real estate	\$1,952	\$	675	\$ 1,698	\$ 4,325	\$190,647	\$194,972
Commercial real estate	1,549		-	-	1,549	340,923	342,472
Multifamily	-		-	-	-	28,516	28,516
Construction	-		-	-	-	24,945	24,945
Land and land development	103		-	-	103	9,464	9,567
Commercial business	26		-	124	150	66,004	66,154
Consumer	94		14	33	141	38,522	38,663
Total	\$3,724	\$	689	\$ 1,855	\$ 6,268	\$699,021	\$705,289

The following table presents the aging of the recorded investment in past due loans at September 30, 2017:

	30-59	60-89	90 +			
	Days	Days	Days	Total	Current	Total
	Past Due	Past Due	Past Due	Past Due		Loans
	(In thou	sands)				
Residential real estate	\$2,288	\$ 1,255	\$ 1,540	\$ 5,083	\$167,323	\$172,406
Commercial real estate	-	-	-	-	274,061	274,061
Multifamily	176	-	-	176	20,967	21,143
Construction	-	-	-	-	33,593	33,593
Land and land development	48	-	30	78	9,688	9,766
Commercial business	201	-	-	201	52,928	53,129
Consumer	29	11	10	50	32,307	32,357

Total \$2,742 \$1,266 \$1,580 \$5,588 \$590,867 \$596,455

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, public information, historical payment experience, credit documentation, and current economic conditions and trends, among other factors. The Company classifies loans based on credit risk at least quarterly. The Company uses the following regulatory definitions for risk ratings:

*Special Mention:* Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company's credit position at some future date.

*Substandard:* Loans classified as substandard 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 Company 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.

*Loss:* Loans classified as loss are considered uncollectible and of such little value that their continuance on the Company's books as an asset is not warranted.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass-rated loans. As of June 30, 2018, and based on the most recent analysis performed, the recorded investment in loans by risk category was as follows:

	Residentia	al Commercial	Multifamily	Construction	Land and Land	Commercial	e <b>rcial</b> Consumer Total	
	Real Estate	Real Estate	wiunnanniy	Construction	Development	Business	Consumer	Total
Pass	(In thousau \$189,811	nds) \$334,414	\$ 28,009	\$ 24,945	\$ 9,540	\$ 63,711	\$ 38,607	\$689,037
	\$109,011	\$ 334,414	\$ 28,009	\$ 24,945	\$ 9,340	\$ 05,711	\$ 38,007	\$089,057
Special Mention	-	355	-	-	-	-	-	355
Substandard	5,017	7,703	507	-	27	2,443	56	15,753
Doubtful	144	-	-	-	-	-	-	144
Loss	-	-	-	-	-	-	-	-
Total	\$194,972	\$ 342,472	\$ 28,516	\$ 24,945	\$ 9,567	\$ 66,154	\$ 38,663	\$705,289

As of September 30, 2017, the recorded investment in loans by risk category was as follows:

	Residentia	al Commercial		Construction	Land and Land	Commercial	Consumer	Total	
	Real Estate	Real Estate	withining	Construction	Development	Business	Consumer	10111	
Pass	(In thousau \$165,192	,	\$ 20,299	\$ 33,500	\$ 9,736	\$ 52,398	\$ 32,172	\$581,778	
Special Mention	895	1,982	844	93	-	641	53	4,508	
Substandard	6,152	3,598	-	-	30	90	111	9,981	
Doubtful	167	-	-	-	-	-	21	188	
Loss	-	-	-	-	-	-	-	-	
Total	\$172,406	\$ 274,061	\$ 21,143	\$ 33,593	\$ 9,766	\$ 53,129	\$ 32,357	\$596,455	

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

Troubled Debt Restructurings

Modification of a loan is considered to be a troubled debt restructuring ("TDR") if the debtor is experiencing financial difficulties and the Company grants a concession to the debtor that it would not otherwise consider. By granting the concession, the Company expects to obtain more cash or other value from the debtor, or to increase the probability of receipt, than would be expected by not granting the concession. The concession may include, but is not limited to, reduction of the stated interest rate of the loan, reduction of accrued interest, extension of the maturity date or reduction of the face amount or maturity amount of the debt. A concession will be granted when, as a result of the restructuring, the Company does not expect to collect all amounts due, including interest at the original stated rate. A concession may also be granted if the debtor is not able to access funds elsewhere at a market rate for debt with similar risk characteristics as the restructured debt. The Company's determination of whether a loan modification is a TDR considers the individual facts and circumstances surrounding each modification.

Loans modified in a TDR may be retained on accrual status if the borrower has maintained a period of performance in which the borrower's lending relationship was not greater than ninety days delinquent at the time of restructuring and the Company determines the future collection of principal and interest is reasonably assured. Loans modified in a TDR that are placed on nonaccrual status at the time of restructuring will continue on nonaccrual status until the Company determines the future collection of principal and interest is reasonably assured, which generally requires that the borrower demonstrate a period of performance according to the restructured terms of at least six consecutive months.

The following table summarizes the Company's recorded investment in TDRs at June 30, 2018 and September 30, 2017. There was no specific reserve included in the allowance for loan losses related to TDRs at June 30, 2018 and September 30, 2017.

	Accruin (In thou	Total	
June 30, 2018:			
Residential real estate	\$2,427	\$ 25	\$2,452
Commercial real estate	6,532	73	6,605
Commercial business	343	-	343

Consumer Total	87 \$9,389	\$	- 98	87 \$9,487
Total	Ψ,507	Ψ	70	ψ, 107
September 30, 2017:				
Residential real estate	\$2,610	\$	25	\$2,635
Commercial real estate	4,225		1,253	5,478
Commercial business	111		82	193
Consumer	95		-	95
Total	\$7,041	\$	1,360	\$8,401

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

The following table summarizes information in regard to TDRs that were restructured during the three- and nine-month periods ended June 30, 2018 and 2017:

	Pre-		Pe	Post-	
	Number Modification of		Modification		
	Lo	Pi ans	rincipal	P	rincipal
	(In		alance ousands)	B	alance
Three Months Ended June 30, 2018: Total	-	\$	-	\$	-
Nine Months Ended June 30, 2018:					
Residential real estate	1	\$	140	\$	120
Commercial real estate	1		1,674		1,674
Commercial business	1		170		170
Consumer	1		3		3
Total	4	\$	1,987	\$	1,967
Three Months Ended June 30, 2017:					
Residential real estate	1	\$	21	\$	21
Commercial business	1		103		103
Total	2	\$	124	\$	124
Nine Months Ended June 30, 2017:					
Residential real estate	2	\$	472	\$	474
Land and land development	1		31		32
Commercial business	1		103		103
Total	4	\$	606	\$	609

No loans were modified as TDRs during the three-month period ended June 30, 2018. For the TDRs listed above, the terms of modification included deferral of contractual principal and interest payments, reduction of the stated interest rate and extension of the maturity date where the debtor was unable to access funds elsewhere at a market interest rate for debt with similar risk characteristics.

At June 30, 2018 and September 30, 2017, the Company had committed to lend \$1,000 and \$17,000, respectively, to customers with outstanding loans classified as TDRs.

There were no principal charge-offs recorded as a result of TDRs during the three- and nine-month periods ended June 30, 2018 and 2017. There was no specific allowance for loan losses related to TDRs modified during the three- and nine-month periods ended June 30, 2018 and 2017. In the event that a TDR subsequently defaults, the Company evaluates the restructuring for possible impairment. As a result, the related allowance for loan losses may be increased or charge-offs may be taken to reduce the carrying amount of the loan.

During the three- and nine-month periods ended June 30, 2018 and 2017, the Company did not have any TDRs that were modified within the previous twelve months and for which there was a payment default.

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

Loan Servicing Rights

The Company originates loans to commercial customers under the SBA 7(a) and other programs, and sells the guaranteed portion of the SBA loans with servicing rights retained. Loan servicing rights on originated SBA loans that have been sold are initially recorded at fair value. Capitalized servicing rights are then amortized in proportion to and over the period of estimated net servicing income. Impairment of servicing rights is assessed using the present value of estimated future cash flows.

The aggregate fair value of loan servicing rights approximates its carrying value. A valuation model employed by an independent third party calculates the present value of future cash flows and is used to estimate fair value at the date of sale and on a quarterly basis for impairment analysis purposes. Management periodically compares the valuation model inputs and results to published industry data in order to validate the model results and assumptions. Key assumptions used to estimate the fair value of the loan servicing rights include the discount rate and prepayment speed assumptions. For purposes of impairment, risk characteristics such as interest rate, loan type, term and investor type are used to stratify the loan servicing rights. Impairment is recognized through a valuation allowance to the extent that fair value is less than the carrying amount. Changes in the valuation allowance are reported in net gain on sales of loans in the consolidated statements of income.

The unpaid principal balance of SBA loans serviced for others was \$113.5 million, \$61.2 million and \$45.1 million at June 30, 2018, September 30, 2017 and June 30, 2017, respectively. Contractually specified late fees and ancillary fees earned on SBA loans were \$3,000 and \$12,000 for the three- and nine-month periods ended June 30, 2018, respectively. Contractually specified late fees and ancillary fees earned on SBA loans were \$1,000 and \$45,000 for the three- and nine-month periods ended June 30, 2017, respectively. Net servicing income (contractually specified servicing fees offset by direct servicing expenses) related to SBA loans were \$240,000 and \$581,000 for the three- and nine-month periods ended June 30, 2018, respectively. Net servicing costs (contractually specified servicing fees offset by direct servicing expenses) related to SBA loans were \$41,000 and \$110,000 for the three- and nine-month periods ended June 30, 2018, respectively. Net servicing costs (contractually specified servicing fees offset by direct servicing expenses) related to SBA loans were \$41,000 and \$110,000 for the three- and nine-month periods ended June 30, 2017, respectively. Net servicing and \$110,000 for the three- and nine-month periods ended June 30, 2017, respectively. Net servicing and \$110,000 for the three- and nine-month periods ended June 30, 2017, respectively. Net servicing income and costs are included in other noninterest income in the consolidated statements of income.

An analysis of SBA loan servicing rights for the three- and nine-month periods ended June 30, 2018 and 2017 is as follows:

	Three Months Ended		Nine Months Endeo		
	June 30,		June 30,		
	2018	2017	2018	2017	
	(In thous	sands)			
Balance, beginning of period	\$2,116	\$783	\$ 1,389	\$ 310	
Servicing rights resulting from transfers of loans	430	274	1,297	781	
Amortization	(83)	(31)	(223)	(65)	
(Increase) decrease in valuation allowance	(18)	-	(18)	-	
Balance, end of period	\$2,445	\$1,026	\$ 2,445	\$ 1,026	
Valuation allowance, end of period	\$18	\$-	\$18	\$ -	

Residential mortgage loans originated for sale in the secondary market continue to be sold with servicing released.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

#### 5. Investment in Historic Tax Credit Entity

On October 15, 2014, the Bank entered into an agreement to participate in the rehabilitation of a certified historic structure located in Louisville, Kentucky with a regional commercial developer. As part of the agreement, the Bank committed to invest \$4.2 million into a limited liability company organized in Kentucky by the commercial developer, for which it received a 99% equity interest in the entity and will receive an allocation of 99% of the operating profit and losses and any historic tax credits generated by the entity. The tax credits initially expected to be allocated to the Bank include federal rehabilitation investment credits totaled \$4.7 million available under Internal Revenue Code Section 47. Subsequently, during the three-month period ended March 31, 2017, the estimate of tax credits increased to \$5.0 million and the Company's investment in equity increased to \$4.5 million, or 90% of the anticipated credits to be received.

The Bank's investment in the historic tax credit entity is accounted for using the equity method of accounting. During the three- and nine-month periods ended June 30, 2018, the Bank recognized income related to distributions from the historic tax credit entity of \$340,000. During the nine-month period ended June 30, 2017, the Company recognized impairment losses in noninterest income of \$226,000 and recorded historic tax credits as an offset to income tax expense of \$249,000.

#### 6. Deposits

Deposits at June 30, 2018 and September 30, 2017 consisted of the following:

#### June 30, September 30,

	2018	2017	
	(In thousands)		
Noninterest-bearing demand deposits	\$156,827	\$ 96,283	
NOW accounts	171,506	182,068	
Money market accounts	116,830	70,775	
Savings accounts	122,017	90,360	
Retail time deposits	124,732	123,010	

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Brokered time deposits	142,842	106,886
Total	\$834,754	\$ 669,382

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

#### 7. Supplemental Disclosure for Earnings Per Share

Earnings per share information is presented below for the three- and nine-month periods ended June 30, 2018 and 2017.

	Three Months Ended June 30,		Nine Month June 30,	s Ended	
	2018 2017		2018	2017	
	(Dollars in t	housands, exc	cept per share	data)	
Basic:					
Earnings:					
Net income attributable to First Savings Financial Group, Inc.	\$3,106	\$2,443	\$8,158	\$6,974	
Shares:					
Weighted average common shares outstanding, basic	2,274,951	2,225,189	2,251,387	2,217,033	
Net income per common share, basic	\$1.37	\$1.10	\$3.62	\$3.15	
Diluted:					
Earnings:					
Net income attributable to First Savings Financial Group, Inc.	\$3,106	\$2,443	\$8,158	\$6,974	
Shares:	. ,	. ,	. ,	. ,	
Weighted average common shares outstanding, basic	2,274,951	2,225,189	2,251,387	2,217,033	
Add: Dilutive effect of outstanding options	96,662	121,773	111,382	121,267	
Add: Dilutive effect of restricted stock	7,226	4,777	6,941	2,388	
Weighted average common shares outstanding, as adjusted	2,378,839	2,351,739	2,369,710	2,340,688	
	¢ 1 - 2 1	¢1.04	ф <b>Э</b> .44	¢ <b>2</b> 00	
Net income per common share, diluted	\$1.31	\$1.04	\$3.44	\$2.98	

Nonvested restricted stock shares are not considered as outstanding for purposes of computing weighted average common shares outstanding.

There were no antidilutive restricted stock awards excluded from the calculation of diluted net income per share for the three- and nine-month periods ended June 30, 2018 and 2017. Stock options for 4,800 shares of common stock were excluded from the calculation of diluted net income per common share for the three- and nine-month periods ended June 30, 2018, because their effect was antidilutive. Stock options for 51,295 shares of common stock were excluded from the calculation of diluted net income per common share for the nine-month period ended June 30, 2017, because their effect was antidilutive. No stock options were excluded from the calculation of diluted net income per common share for the nine-month period ended June 30, 2017, because their effect was antidilutive. No stock options were excluded from the calculation of diluted net income per common share for the three-month period ended June 30, 2017.

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8.

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

# (Unaudited)

# Supplemental Disclosures of Cash Flow Information

	Nine Moi June 30,	nths Ended
	2018 (In thous	2017 <b>ands</b> )
Cash payments for:	(	
Interest	\$ 4,348	\$ 3,140
Income taxes (net of refunds received)	1,762	301
Transfers from loans held for sale to loans	509	903
Transfers from loans to foreclosed real estate	69	163
Proceeds from sales of foreclosed real estate financed through loans	427	189
Noncash exercise of stock options	387	293

#### 9. Fair Value Measurements and Disclosures about Fair Value of Financial Instruments

FASB ASC Topic 820, *Fair Value Measurements*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC Topic 820 are described as follows:

Level Inputs to the valuation methodology are quoted prices, unadjusted, for identical assets or liabilities in active markets. A quoted market price in an active market provides the most reliable evidence of fair value and shall be used to measure fair value whenever available.

Inputs to the valuation methodology include quoted market prices for similar assets or liabilities in active Level markets; quoted market prices for identical or similar assets or liabilities in markets that are not active; or

2: inputs that are derived principally from or can be corroborated by observable market data by correlation or other means.

Inputs to the valuation methodology are unobservable and significant to the fair value measurement. Level 3 Level assets and liabilities include financial instruments whose value is determined using discounted cash flow

3: methodologies, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Company's financial assets carried at fair value or the lower of cost or fair value. The tables below present the balances of financial assets measured at fair value on a recurring and nonrecurring basis as of June 30, 2018 and September 30, 2017. The Company had no liabilities measured at fair value as of June 30, 2018 or September 30, 2017.

	Lev 1	rrying Value vel Level 2 thousands)	e Level 3	Total
June 30, 2018:				
Assets Measured - Recurring Basis:				
Securities available for sale:				
Agency bond and notes	\$-	\$9,869	<b>\$</b> -	\$9,869
Agency mortgage-backed	-	44,180	-	44,180
Agency CMO	-	11,081	-	11,081
Privately issued CMO	-	1,576	-	1,576
Privately issued ABS	-	2,217	-	2,217
SBA certificates	-	1,408	-	1,408
Municipal	-	137,740	-	137,740
Total securities available for sale	\$-	\$208,071	<b>\$</b> -	\$208,071
Assets Measured - Nonrecurring Basis: Impaired loans:				
Residential real estate	\$_	<b>\$</b> -	\$5,018	\$5,018
Commercial real estate	φ-	φ- -	6,801	6,801
Land and land development	_	_	27	27
Commercial business	_	_	343	343
Consumer	_	_	268	
Total impaired loans	<b>\$</b> -	<b>\$</b> -	\$12,457	
Total Imparios Iouns	Ψ	Ψ	ф1 <b>2</b> ,107	φ1 <b>2</b> ,107
Loans held for sale:				
Residential mortgage loans held for sale	<b>\$</b> -	\$3,002	<b>\$</b> -	\$3,002
SBA loans held for sale	-	-	22,274	22,274

Total loans held for sale	\$-	\$3,002	\$22,274	\$25,276
Loan servicing rights	\$-	\$-	\$2,445	\$2,445
Other real estate owned, held for sale: Residential real estate Total other real estate owned	\$- \$-		\$64 \$64	\$64 \$64

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

Santambar 30, 2017:	Lev 1	rrying Value vel Level 2 thousands)	e Level 3	Total
September 30, 2017: Assets Measured - Recurring Basis: Trading account securities	\$-	\$7,175	\$-	\$7,175
Securities available for sale: Agency mortgage-backed Agency CMO Privately-issued CMO Privately-issued ABS SBA certificates Municipal Total securities available for sale	\$- - - - - \$-	\$36,736 14,576 2,001 3,448 912 120,426 \$178,099	\$- - - - - \$-	\$36,736 14,576 2,001 3,448 912 120,426 \$178,099
Assets Measured - Nonrecurring Basis: Impaired loans: Residential real estate Commercial real estate Land and land development Commercial business Consumer Total impaired loans	\$- - - - \$-	- - -	\$4,967 5,477 30 192 175 \$10,841	\$4,967 5,477 30 192 175 \$10,841
Loans held for sale: Residential mortgage loans held for sale SBA loans held for sale Total loans held for sale Loan servicing rights	\$- - \$- \$-	\$727 24,908 \$25,635 \$-	\$- - \$- \$1,389	\$727 24,908 \$25,635 \$1,389
Other real estate owned, held for sale: Residential real estate Commercial real estate Land and land development Total other real estate owned	\$- - - \$-	\$- - - \$-	\$310 260 282 \$852	\$310 260 282 \$852

Fair value is based upon quoted market prices where available. If quoted market prices are not available, fair value is based on internally developed models or obtained from third parties that primarily use, as inputs, observable market-based parameters or a matrix pricing model that employs the Bond Market Association's standard calculations for cash flow and price/yield analysis and observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value, or at the lower of cost or fair value. These adjustments may include unobservable parameters. Any such valuation adjustments have been applied consistently over time.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Other than SBA loans held for sale (see discussion below), there have been no changes in the valuation techniques and related inputs used for assets measured at fair value on a recurring and nonrecurring basis during the nine-month period ended June 30, 2018.

*Trading Account Securities and Securities Available for Sale.* Securities classified as trading and available for sale are reported at fair value on a recurring basis. These securities are classified as Level 1 of the valuation hierarchy where quoted market prices from reputable third-party brokers are available in an active market. If quoted market prices are not available, the Company obtains fair value measurements from an independent pricing service. These securities are reported using Level 2 inputs and the fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, U.S. government and agency yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the security's terms and conditions, among other factors. For securities where quoted market prices, market prices of similar securities or prices from an independent third party pricing service are not available, fair values are calculated using discounted cash flows or other market indicators and are classified within Level 3 of the fair value hierarchy. Changes in fair value of trading account securities are reported in noninterest income. Changes in fair value of securities available for sale are recorded in other comprehensive income, net of income tax effect.

*Impaired Loans*. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly. The fair value of impaired loans is classified as Level 3 in the fair value hierarchy.

Impaired loans are measured at the present value of estimated future cash flows using the loan's effective interest rate or the fair value of the collateral if the loan is a collateral-dependent loan. Collateral may be real estate and/or business assets, including equipment, inventory and/or accounts receivable, and its fair value is generally determined based on real estate appraisals or other independent evaluations by qualified professionals. The appraisals are generally then discounted by management in order to reflect management's estimate of the fair value of the collateral given the current market conditions and the condition of the collateral. At June 30, 2018 and September 30, 2017, the significant unobservable inputs used in the fair value measurement of impaired loans included discounts from appraised value ranging from 0.0% to 15.0% and estimated costs to sell the collateral ranging from 0.0% to 6.0%. During the nine-month periods ended June 30, 2018 and 2017, the Company recognized provisions for loan losses of \$349,000

and \$181,000, respectively, for impaired loans. During the three-month periods ended June 30, 2018 and 2017, the Company recognized provisions for loan losses of \$331,000 and \$139,000, respectively, for impaired loans.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

*Loans Held for Sale*. Loans held for sale are carried at the lower of cost or market value. The portfolio is comprised of residential mortgage loans and the guaranteed portion of SBA loans. At June 30, 2018, the fair value of residential mortgage loans held for sale is based on specific prices of the underlying contracts for sale to investors and is classified as Level 2 in the fair value hierarchy, and the fair value of SBA loans held for sale reflects management's estimate based on the weighted average price of SBA loans sold to investors during the prior quarter and is classified as Level 3 in the fair value hierarchy. At September 30, 2017, the fair value of residential mortgage and SBA loans held for sale is based on specific prices of the underlying contracts for sale to investors, and is classified as Level 2 in the fair value hierarchy.

*Loan Servicing Rights*. Loan servicing rights represent the value associated with servicing SBA loans that have been sold. The fair value of loan servicing rights is determined on a quarterly basis by an independent third party valuation model using market-based discount rate and prepayment assumptions, and is classified as Level 3 in the fair value hierarchy. At June 30, 2018, the significant unobservable inputs used in the fair value measurement of loan servicing rights included discount rates ranging from 10.46% to 16.40% with a weighted average of 12.37% and prepayment speed assumptions ranging from 3.97% to 13.30% with a weighted average rate of 9.64%. At September 30, 2017, the significant unobservable inputs used in the fair value measurement of loan servicing rights included discount rates ranging from 9.12% to 13.90% with a weighted average of 11.66% and prepayment speed assumptions ranging from 2.94% to 8.87% with a weighted average rate of 6.63%. Impairment of the loan servicing rights is recognized on a quarterly basis through a valuation allowance to the extent that fair value is less than the carrying amount. The Company recognized \$18,000 of impairment charges on loan servicing rights for the three- and nine-month periods ended June 30, 2017.

*Other Real Estate Owned*. Other real estate owned held for sale is reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly. The fair value of other real estate owned is classified as Level 3 in the fair value hierarchy.

Other real estate owned is reported at fair value less estimated costs to dispose of the property. The fair values are determined by real estate appraisals, which are then generally discounted by management in order to reflect management's estimate of the fair value of the property given current market conditions and the condition of the property. At June 30, 2018, the significant unobservable inputs used in the fair value measurement of other real estate owned included a discount from appraised value (including estimated costs to sell the property) ranging from 15.0% to 100% with a weighted average of 60.5%. At September 30, 2017, the significant unobservable inputs used in the

fair value measurement of other real estate owned included a discount from appraised value (including estimated costs to sell the property) ranging from 16.1% to 58.8% with a weighted average of 46.6%. The Company recognized charges of \$4,000 and \$63,000 to write-down other real estate owned to fair value for the three- and nine-month periods ended June 30, 2018. The Company recognized charges of \$3,000 and \$13,000 to write-down other real estate owned to fair value for the three and nine months ended June 30, 2017.

*Transfers Between Categories*. As previously described, management changed its valuation methodology related to SBA loans held for sale during the three-month period ended March 31, 2018, resulting in a change in classification from Level 2 to Level 3 for those types of instruments. Other than that change, there were no transfers into or out of Levels 1, 2, or 3 of the fair value hierarchy for the three- and nine-month periods ended June 30, 2018 and 2017.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

GAAP requires disclosure of fair value information about financial instruments for interim reporting periods, whether or not recognized in the consolidated balance sheet. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instruments. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company. The carrying amounts and estimated fair values of the Company's financial instruments are as follows.

	Carrying	Fair Value Measurements Using:			
	Amount (In thousa	Level 1	Level 2	Level 3	
June 30, 2018:					
Financial assets:					
Cash and due from banks	\$13,725	\$13,725	\$-	\$-	
Interest-bearing deposits with banks	24,277	24,277	-	-	
Interest-bearing time deposits	2,756	-	2,749	-	
Securities available for sale	208,071	-	208,071	-	
Securities held to maturity	2,687	-	3,000	-	
Loans, net	693,858	-	-	670,519	
Residential mortgage loans held for sale	3,002	-	3,002	-	
SBA loans held for sale	22,274	-	-	24,266	
FRB and FHLB stock	9,621	N/A	N/A	N/A	
Accrued interest receivable	4,512	-	4,512	-	
Loan servicing rights (included in other assets)	2,445	-	-	2,447	
Financial liabilities:					
Deposits	834,754	-	-	832,952	
Short-term repurchase agreements	1,351	-	1,351	-	
Borrowings from FHLB	90,000	-	85,300	-	
Accrued interest payable	428	-	428	-	
Advance payments by borrowers for taxes and insurance	808	-	808	-	

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

	Carrying	Fair Value Measurements <sup>1g</sup> Using:		nents
	Amount	Level 1	Level 2	Level 3
	(In thousa	nds)		
September 30, 2017:				
Financial assets:				
Cash and due from banks	\$11,017	-	<b>\$</b> -	<b>\$</b> -
Interest-bearing deposits with banks	23,242	23,242	-	-
Interest-bearing time deposits	2,435	-	2,435	-
Trading account securities	7,175	-	7,175	-
Securities available for sale	178,099	-	178,099	-
Securities held to maturity	2,878	-	3,306	-
Loans, net	586,456	-	-	579,074
Residential mortgage loans held for sale	727	-	727	-
SBA loans held for sale	24,908	-	27,980	-
FRB and FHLB stock	6,936	N/A	N/A	N/A
Accrued interest receivable	3,398	-	3,398	-
Loan servicing rights (included in other assets)	1,389	-	-	1,456
Financial liabilities:				
Deposits	669,382	-	-	670,050
Short-term repurchase agreements	1,348	-	1,348	-
Borrowings from FHLB	118,065	-	117,920	-
Accrued interest payable	283	-	283	-
Advance payments by borrowers for taxes and insurance	1,212	-	1,212	-

The carrying amounts in the preceding tables are included in the consolidated balance sheets under the applicable captions. The fair value of financial instruments with off-balance-sheet risk is not material. The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value:

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

#### **Cash and Cash Equivalents**

For cash and short-term instruments, including cash and due from banks, interest-bearing deposits with banks with original maturities of 90 days or less, and money market funds, the carrying amount is a reasonable estimate of fair value.

#### **Investment Securities and Interest-Bearing Time Deposits**

For debt securities and interest-bearing time deposits, the Company obtains fair value measurements from an independent pricing service and the fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, U.S. government and agency yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information, and the security's terms and conditions, among other factors.

#### Loans

The fair value of loans, excluding loans held for sale, is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and terms. Impaired loans are valued at the lower of their carrying value or fair value, as previously described. The carrying amount of accrued interest receivable approximates its fair value.

The fair value of residential mortgage loans held for sale is estimated based on specific prices of underlying contracts for sales to investors, as previously described. The fair value of SBA loans held for sale at June 30, 2018 is estimated based on the weighted average price of similar loan sold to investors during the prior quarter, as previously discussed.

It is not practical to determine the fair value of FRB and FHLB stock due to restrictions placed on transferability.

#### Loan Servicing Rights

The fair value of loan serving rights is determined by a valuation model employed by an independent third party using market-based discount rate and prepayment assumptions, as previously described.

#### **Deposits**

The fair value of demand and savings deposits and other transaction accounts is the amount payable on demand at the balance sheet date. The fair value of fixed-maturity time deposits is estimated by discounting the future cash flows using the rates currently offered for deposits with similar remaining maturities. The carrying amount of accrued interest payable approximates its fair value.

#### **Borrowed Funds**

Borrowed funds include borrowings from the FHLB and repurchase agreements. Fair value for FHLB advances and long-term repurchase agreements is estimated by discounting the future cash flows at current interest rates for FHLB advances of similar maturities. For short-term repurchase agreements and FHLB line of credit borrowings, the carrying value is a reasonable estimate of fair value.

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

#### **10. Employee Stock Ownership Plan**

On October 6, 2008, the Company established a leveraged employee stock ownership plan ("ESOP") covering substantially all employees. The ESOP trust acquired 203,363 shares of Company common stock at a cost of \$10.00 per share financed by a term loan with the Company. The employer loan and the related interest income are not recognized in the consolidated financial statements because the debt is serviced from Company contributions. Dividends payable on allocated shares are charged to retained earnings and are satisfied by the allocation of cash dividends to participant accounts or by utilizing the dividends as additional debt service on the ESOP loan. Dividends payable on unallocated shares are not considered dividends for financial reporting purposes. Shares held by the ESOP trust are allocated to participant accounts based on the ratio of the current year principal and interest payments to the total of the current year and future years' principal and interest to be paid on the employer loan. Compensation expense is recognized based on the average fair value of shares released for allocation to participant accounts during the year with a corresponding credit to stockholders' equity. The ESOP loan was repaid in full during the quarter ended December 31, 2015 and all shares have been allocated to participants in the plan therefore no compensation expense was recognized for the three- and nine-month periods ended June 30, 2018 and 2017. The ESOP trust held 155,907 and 161,115 shares of Company common stock at June 30, 2018 and September 30, 2017, respectively.

#### 11.

#### **Stock Based Compensation Plans**

The Company maintains two equity incentive plans under which stock options and restricted stock have or can be granted, the 2010 Equity Incentive Plan ("2010 Plan") approved by the Company's shareholders in February 2010 and the 2016 Equity Incentive Plan ("2016 Plan") approved by the Company's shareholders in February 2016. The aggregate number of shares of the Company's common stock available for issuance under the 2016 Plan may not exceed 88,000 shares, consisting of 66,000 stock options and 22,000 shares of restricted stock. At June 30, 2018, 13,458 shares of the Company's common stock were available for issuance under the 2010 Plan as stock options and 11,140 shares of the Company's common stock were available for issuance under the 2016 Plan, consisting of 7,405 stock options and 3,735 shares of restricted stock.

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

Stock Options

Under the plans, the Company may grant both non-statutory and incentive stock options that may not have a term exceeding ten years. In the case of incentive stock options, the aggregate fair value (determined at the time the incentive stock options are granted) which are first exercisable during any calendar year shall not exceed \$100,000. Exercise prices generally may not be less than the fair market value of the underlying stock at the date of the grant. The terms of the plans also include provisions whereby all unearned options and restricted shares become immediately exercisable and fully vested upon a change in control.

Stock options granted generally vest ratably over five years and are exercisable in whole or in part for a period up to ten years from the date of the grant. Compensation expense is measured based on the fair market value of the options at the grant date and is recognized ratably over the period during which the shares are earned (the vesting period). The fair market value of stock options granted is estimated at the date of grant using a binomial option pricing model. Expected volatilities are based on historical volatility of the Company's stock. The expected term of options granted represents the period of time that options are expected to be outstanding. The risk free rate for the expected life of the options is based on the U.S. Treasury yield curve in effect at the grant date.

The fair value of options granted during the nine-month period ended June 30, 2018 was determined using the following assumptions:

Expected dividend yield	1.75	%
Risk-free interest rate	2.13	%
Expected volatility	14.6	%
Expected life of options	7.5 yea	rs
Weighted average fair value at grant date	\$6.13	

A summary of stock option activity as of June 30, 2018, and changes during the nine-month period then ended is presented below.

# Weighted

	Number of Shares		Av	eighted /erage /ercise Price	Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at beginning of period Granted Exercised Forfeited or expired Outstanding at end of period Vested and expected to vest	(Dollars in t 197,529 9,000 (55,296 (1,200 150,033 150,033	)	\$ \$	nds, except pe 20.15 63.23 13.54 56.56 24.88 24.88	(Years) er share data) 4.5 4.5	\$ 7,293 \$ 7,293
Exercisable at end of period	101,597		\$	15.78	2.5	\$ 5,864

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

#### (Unaudited)

The intrinsic value of stock options exercised during the nine-month period ended June 30, 2018 was \$2.8 million. The Company recognized compensation expense related to stock options of \$17,000 and \$50,000 for the three- and nine-month periods ended June 30, 2018, respectively. The company recognized compensation expense related to stock options of \$16,000 and \$39,000 for the three- and nine-month periods ended June 30, 2017, respectively. At June 30, 2018, there was \$255,000 of unrecognized compensation expense related to nonvested stock options. The compensation expense is expected to be recognized over the remaining vesting period of 4.9 years.

#### Restricted Stock

The vesting period of restricted stock granted under the plans is generally five years beginning one year after the date of grant of the awards. Compensation expense is measured based on the fair market value of the restricted stock at the grant date and is recognized ratably over the vesting period. Compensation expense related to restricted stock recognized for the three- and nine-month periods ended June 30, 2018 was \$37,000 and \$111,000, respectively. Compensation expense related to restricted stock recognized for the three- and nine-month periods the three- and nine-month periods ended June 30, 2018 was \$37,000 and \$111,000, respectively. 2017 was \$35,000 and \$87,000, respectively.

A summary of the Company's nonvested restricted shares activity as of June 30, 2018 and changes during the nine-month period then ended is presented below.

	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested at October 1, 2017 Granted Vested Forfeited Nonvested at June 30, 2018	1,500 (3,453) (500)	\$ 40.09 \$ 56.56 \$ 40.09 \$ 56.56 \$ 41.20

There were 3,453 restricted shares vested during the nine-month period ended June 30, 2018 and the total fair value that vested during the nine-month period ended June 30, 2018 was \$195,000. There were no restricted shares that vested during the three-month period ended June 30, 2018 or the three- and nine-month periods ended June 30, 2017. At June 30, 2018 there was \$517,000 of unrecognized compensation expense related to nonvested restricted shares. The compensation expense is expected to be recognized over the remaining vesting period of 4.4 years.

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# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

# 12. Regulatory Capital

The Company and Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and Bank must meet specific capital guidelines that involve quantitative measures of the Company's and Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's and Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company and Bank to maintain minimum amounts and ratios (set forth in the table below) of total, Tier 1 and common equity Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and Tier 1 capital (as defined) to average assets (as defined). The final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks ("Basel III rules") became effective for the Company and the Bank on January 1, 2015, with full compliance with all of the requirements being phased in over a multi-year schedule through 2019. Under the Basel III rules, the Bank must hold a conservation buffer above the adequately capitalized risk-based capital ratios disclosed in the table below. The capital conservation buffer is being phased in from 0.0% for 2015 to 2.5% by 2019. The capital conservation buffer was 1.25% for 2017 and is 1.875% for 2018. The Company and Bank met all capital adequacy requirements to which they are subject as of June 30, 2018 and September 30, 2017.

As of June 30, 2018, the most recent notification from the Federal Reserve Bank categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, common equity Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table below. There are no conditions or events since that notification that management believes have changed the Bank's category.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

(Unaudited)

The Company's and Bank's actual capital amounts and ratios are also presented in the table. No amount was deducted from capital for interest-rate risk at either period.