

HMN FINANCIAL INC  
Form 10-Q  
August 05, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended June 30, 2015

OR

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

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

Commission File Number 0-24100

**HMN FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

41-1777397  
(I.R.S. Employer Identification No.)

1016 Civic Center Drive N.W., Rochester, MN  
(Address of principal executive offices)

55901  
(Zip Code)

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Registrant's telephone number, including area code: (507) 535-1200

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

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

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

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

Yes No

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

Class	Outstanding at July 20, 2015
Common stock, \$0.01 par value	4,482,893

**HMN FINANCIAL, INC.**

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**Part I – FINANCIAL INFORMATION****Item 1: Financial Statements****HMN FINANCIAL, INC. AND SUBSIDIARIES  
Consolidated Balance Sheets**

<i>(Dollars in thousands)</i>	June 30, 2015 (unaudited)	December 31, 2014
<b>Assets</b>		
Cash and cash equivalents	\$ 39,557	46,634
Securities available for sale:		
Mortgage-backed and related securities (amortized cost \$2,021 and \$2,755)	2,115	2,909
Other marketable securities (amortized cost \$123,773 and \$135,772)	123,326	134,925
	125,441	137,834
Loans held for sale	5,968	2,076
Loans receivable, net	368,110	365,113
Accrued interest receivable	1,779	1,713
Real estate, net	2,730	3,103
Federal Home Loan Bank stock, at cost	691	777
Mortgage servicing rights, net	1,451	1,507
Premises and equipment, net	7,007	6,982
Prepaid expenses and other assets	872	1,157
Deferred tax asset, net	10,395	10,530
Total assets	\$ 564,001	577,426
<b>Liabilities and Stockholders' Equity</b>		
Deposits	\$ 481,476	496,750
Other borrowings	10,000	0
Accrued interest payable	243	93
Customer escrows	771	788
Accrued expenses and other liabilities	4,017	3,782
Total liabilities	496,507	501,413
Commitments and contingencies		
Stockholders' equity:		
Serial preferred stock (\$.01 par value): authorized 500,000 shares; issued shares 0 and 10,000	0	10,000
Common stock (\$.01 par value): authorized 16,000,000; issued shares 9,128,662	91	91
Additional paid-in capital	50,242	50,207
Retained earnings, subject to certain restrictions	78,626	77,805
Accumulated other comprehensive loss, net of tax	(212 )	(418 )
Unearned employee stock ownership plan shares	(2,514 )	(2,610 )
Treasury stock, at cost 4,645,769 and 4,658,323 shares	(58,739 )	(59,062 )

Total stockholders' equity	67,494	76,013
Total liabilities and stockholders' equity	\$ 564,001	577,426

See accompanying notes to consolidated financial statements.

**HMN FINANCIAL, INC. AND SUBSIDIARIES****Consolidated Statements of Comprehensive Income**

(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
(Dollars in thousands, except per share data)				
Interest income:				
Loans receivable	\$4,537	4,659	8,891	9,729
Securities available for sale:				
Mortgage-backed and related	24	43	52	93
Other marketable	501	257	987	511
Cash equivalents	7	60	22	112
Other	1	1	2	2
Total interest income	5,070	5,020	9,954	10,447
Interest expense:				
Deposits	226	306	474	640
Federal Home Loan Bank advances	1	0	1	0
Other borrowings	164	0	242	0
Total interest expense	391	306	717	640
Net interest income	4,679	4,714	9,237	9,807
Provision for loan losses	(183 )	(2,178 )	(183 )	(3,788 )
Net interest income after provision for loan losses	4,862	6,892	9,420	13,595
Non-interest income:				
Fees and service charges	844	901	1,626	1,724
Mortgage servicing fees	257	263	516	524
Gain on sales of loans	530	330	815	676
Other	236	228	504	486
Total non-interest income	1,867	1,722	3,461	3,410
Non-interest expense:				
Compensation and benefits	3,540	3,273	6,986	6,751
Losses (gains) on real estate owned	65	(1,120 )	(47 )	(1,052 )
Occupancy	926	876	1,805	1,758
Deposit	74	97	144	254
Data processing	268	249	499	495
Other	927	1,089	1,844	1,955
Total non-interest expense	5,800	4,464	11,231	10,161
Income before income tax expense	929	4,150	1,650	6,844
Income tax expense	344	1,620	604	2,682
Net income	585	2,530	1,046	4,162

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Preferred stock dividends	0	(524 )	(108 )	(1,057 )
Net income available to common shareholders	585	2,006	938	3,105
Other comprehensive (loss) income, net of tax	(189 )	192	206	372
Comprehensive income available to common shareholders	\$396	2,198	1,144	3,477
Basic earnings per common share	\$0.14	0.50	0.23	0.77
Diluted earnings per common share	\$0.13	0.44	0.20	0.68

See accompanying notes to consolidated financial statements.



**HMN FINANCIAL, INC. AND SUBSIDIARIES****Consolidated Statement of Stockholders' Equity****For the Six-Month Period Ended June 30, 2015**

(unaudited)

<i>(Dollars in thousands)</i>	Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Unearned Employee Ownership Plan Shares	Treasury Stock	Total Stock- Holders' Equity
Balance, December 31, 2014	\$ 10,000	91	50,207	77,805	(418 )	(2,610 )	(59,062)	76,013
Net income				1,046				1,046
Other comprehensive income					206			206
Redemption of preferred stock	(10,000)							(10,000)
Restricted stock awards			(332 )				332	0
Forfeiture of restricted stock awards			9				(9 )	0
Amortization of restricted stock awards			327					327
Preferred stock dividends				(225 )				(225 )
Earned employee stock ownership plan shares			31			96		127
Balance, June 30, 2015	0	91	50,242	78,626	(212 )	(2,514 )	(58,739)	67,494

See accompanying notes to consolidated financial statements.

**HMN FINANCIAL, INC. AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

(unaudited)

	Six Months Ended	
	June 30,	
	2015	2014
<i>(Dollars in thousands)</i>		
Cash flows from operating activities:		
Net income	\$1,046	4,162
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for loan losses	(183 )	(3,788 )
Depreciation	333	271
Amortization of (discounts) premiums, net	(2 )	8
Amortization of deferred loan fees	(207 )	(119 )
Amortization of mortgage servicing rights	275	249
Capitalized mortgage servicing rights	(219 )	(112 )
Gain on sales of real estate owned	(47 )	(1,052 )
Gain on sales of loans	(815 )	(676 )
Proceeds from sale of loans held for sale	30,873	23,098
Disbursements on loans held for sale	(31,660)	(17,436 )
Amortization of restricted stock awards	327	112
Amortization of unearned ESOP shares	96	97
Earned employee stock ownership shares priced above original cost	31	22
(Increase) decrease in accrued interest receivable	(66 )	211
Increase (decrease) in accrued interest payable	150	(43 )
Decrease in other assets	290	132
Increase in other liabilities	273	2,534
Other, net	15	305
	510	7,975
Net cash provided by operating activities		
Cash flows from investing activities:		
Principal collected on securities available for sale	736	1,253
Proceeds collected on maturities of securities available for sale	76,070	30,000
Purchases of securities available for sale	(64,070)	(50,000 )
Purchase of Federal Home Loan Bank Stock	(119 )	0
Redemption of Federal Home Loan Bank Stock	205	7
Proceeds from sales of real estate and premises	385	4,305
Net (increase) decrease in loans receivable	(4,920 )	13,448
Purchases of premises and equipment	(358 )	(414 )
	7,929	(1,401 )
Net cash provided (used) by investing activities		
Cash flows from financing activities:		
Decrease in deposits	(15,274)	(31,080 )
Redemption of preferred stock	(10,000)	(10,000 )
Dividends to preferred stockholders	(225 )	(5,244 )

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Proceeds from borrowings	41,000	0
Repayment of borrowings	(31,000)	0
(Decrease) increase in customer escrows	(17 )	266
Net cash used by financing activities	(15,516)	(46,058 )
Decrease in cash and cash equivalents	(7,077 )	(39,484 )
Cash and cash equivalents, beginning of period	46,634	120,686
Cash and cash equivalents, end of period	\$39,557	81,202
Supplemental cash flow disclosures:		
Cash paid for interest	\$567	683
Cash paid for income taxes	135	0
Supplemental noncash flow disclosures:		
Transfer of loans to real estate	0	112
Loans transferred to loans held for sale	2,313	7,296

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See accompanying notes to consolidated financial statements.

## **HMN FINANCIAL, INC. AND SUBSIDIARIES**

### **Notes to Consolidated Financial Statements**

(unaudited)

#### **(1) *HMN Financial, Inc.***

HMN Financial, Inc. (HMN or the Company) is a stock savings bank holding company that owns 100 percent of Home Federal Savings Bank (the Bank). The Bank has a community banking philosophy and operates retail banking and loan production facilities in Minnesota, Iowa, and Wisconsin. The Bank has two wholly owned subsidiaries, Osterud Insurance Agency, Inc. (OIA), which offers financial planning products and services, and HFSB Property Holdings, LLC (HPH), which acts as an intermediary for the Bank in holding and operating certain foreclosed properties.

The consolidated financial statements included herein are for HMN, the Bank, OIA and HPH. All significant intercompany accounts and transactions have been eliminated in consolidation.

#### **(2) *Basis of Preparation***

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include all disclosures necessary for a complete presentation of the consolidated balance sheets, consolidated statements of comprehensive income, consolidated statement of stockholders' equity and consolidated statements of cash flows in conformity with U.S. generally accepted accounting principles. However, all normal recurring adjustments which are, in the opinion of management, necessary for the fair presentation of the interim financial statements have been included. The results of operations for the six-month period ended June 30, 2015 are not necessarily indicative of the results which may be expected for the entire year.

#### **(3) *Derivative Instruments and Hedging Activities***

The Company had commitments outstanding to extend credit to future borrowers that had not closed prior to the end of the quarter. The Company intends to sell these commitments, which are referred to as its mortgage pipeline. As commitments to originate loans enter the mortgage pipeline, the Company generally enters into commitments to sell the mortgage pipeline into the secondary market on a firm commitment or best efforts basis. The commitments to originate or sell loans on a firm commitment basis are derivatives and are recorded at market value. As a result of marking these derivatives to market and the related firm commitments to sell for the period ended June 30, 2015, the Company recorded an increase in other assets of \$5,000, a decrease in other liabilities of \$7,000 and a gain included in the gain on sales of loans of \$12,000. As a result of marking these derivatives to market for the period ended June 30,

2014, the Company recorded an increase in other assets of \$26,000, an increase in other liabilities of \$13,000 and a gain included in the gain on sales of loans of \$13,000.

The current commitments to sell loans held for sale are derivatives that do not qualify for hedge accounting. As a result, these derivatives are marked to market and the related loans held for sale are recorded at the lower-of-cost-or-market. The Company recorded a decrease in other liabilities of \$8,000 and a gain included in the gain on sales of loans of \$8,000 for the period ended June 30, 2015. The Company recorded an increase in other liabilities of \$64,000 and a loss included in the gain on sales of loans of \$64,000 for the period ended June 30, 2014.

#### **(4) Fair Value Measurements**

Accounting Standards Codification (ASC) 820, *Fair Value Measurements*, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system consisting of three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets that the Company has the ability to access.

Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which significant assumptions are observable in the market.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market and are used only to the extent that observable inputs are not available. These unobservable assumptions reflect our own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The following table summarizes the assets and liabilities of the Company for which fair values are determined on a recurring basis as of June 30, 2015 and December 31, 2014.

<i>(Dollars in thousands)</i>	Carrying value at June 30, 2015			
	Total	Level 1	Level 2	Level 3
Securities available for sale	\$ 125,441	0	125,441	0
Mortgage loan commitments	22	0	22	0
Total	\$ 125,463	0	125,463	0

<i>(Dollars in thousands)</i>	Carrying value at December 31, 2014			
	Total	Level 1	Level 2	Level 3
Securities available for sale	\$ 137,834	0	137,834	0
Mortgage loan commitments	16	0	16	0
Total	\$ 137,850	0	137,850	0

There were no transfers between Levels 1, 2, or 3 during the three or six month periods ended June 30, 2015.

The Company may also be required, from time to time, to measure certain other financial assets at fair value on a nonrecurring basis in accordance with generally accepted accounting principles. These adjustments to fair value usually result from the application of the lower-of-cost-or-market accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis in the second quarter of 2015 that were still held at June 30, 2015, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related individual assets or portfolios at June 30, 2015 and December 31, 2014.

<i>(Dollars in thousands)</i>	Carrying value at June 30, 2015					
	Total	Level 1	Level 2	Level 3	Three months ended	Six months ended

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					June 30, 2015	June 30, 2015
					Total (Losses)	Total (Losses)
Loans held for sale	\$5,968	0	5,968	0	(11 )	(8 )
Mortgage servicing rights	1,451	0	1,451	0	0	0
Loans <sup>(1)</sup>	11,225	0	11,225	0	(199 )	(242 )
Real estate, net <sup>(2)</sup>	2,730	0	2,730	0	(121 )	(121 )
Total	\$21,374	0	21,374	0	(331 )	(371 )

Carrying value at December 31,  
2014

					Year ended
<i>(Dollars in thousands)</i>	Total	Level 1	Level 2	Level 3	December 31, 2014 Total Gains (Losses)
Loans held for sale	\$2,076	0	2,076	0	(1 )
Mortgage servicing rights, net	1,507	0	1,507	0	0
Loans <sup>(1)</sup>	11,882	0	11,882	0	532
Real estate, net <sup>(2)</sup>	3,103	0	3,103	0	(134 )
Total	\$18,568	0	18,568	0	397

(1) Represents carrying value and related write-downs of loans for which adjustments are based on the appraised value of the collateral. The carrying value of loans fully charged-off is zero.

(2) Represents the fair value and related losses of foreclosed real estate and other collateral owned that were measured at fair value subsequent to their initial classification as foreclosed assets.

**(5) Fair Value of Financial Instruments**

Generally accepted accounting principles require interim reporting period disclosure about the fair value of financial instruments, including assets, liabilities and off-balance sheet items for which it is practicable to estimate fair value. The fair value hierarchy level for each asset and liability, as defined in note 4, have been included in the following table for June 30, 2015. The fair value estimates are made based upon relevant market information, if available, and upon the characteristics of the financial instruments themselves. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based upon judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. The estimated fair value of the Company's financial instruments as of June 30, 2015 and December 31, 2014 are shown below.

	June 30, 2015					December 31, 2014				
	Carrying amount	Estimated fair value	Fair value hierarchy			Contract amount	Carrying amount	Estimated fair value	Fair value hierarchy	
<i>(Dollars in thousands)</i>			Level 1	Level 2	Level 3			Level 1	Level 2	
Financial assets:										
Cash and cash equivalents	\$39,557	39,557	39,557				46,634	46,634	46,634	
Securities available for sale	125,441	125,441		125,441			137,834	137,834	137,834	
Loans held for sale	5,968	5,968		5,968			2,076	2,076	2,076	
Loans receivable, net	368,110	366,294		366,294			365,113	364,509	364,509	
Federal Home Loan Bank stock	691	691		691			777	777	777	
Accrued interest receivable	1,779	1,779		1,779			1,713	1,713	1,713	
Financial liabilities:										
Deposits	481,476	481,135		481,135			496,750	496,494	496,494	
Other borrowings	10,000	10,025		10,025			0	0		
Accrued interest payable	243	243		243			93	93	93	
Off-balance sheet financial instruments:										



Commitments to extend credit	22	22	230,710	16	16
Commitments to sell loans	(15	) (15	9,275	(30	) (30

*Cash and Cash Equivalents*

The carrying amount of cash and cash equivalents approximates their fair value.

*Securities Available for Sale*

The fair values of securities were based upon quoted market prices for identical or similar instruments in active markets.

*Loans Held for Sale*

The fair values of loans held for sale were based upon quoted market prices for loans with similar interest rates and terms to maturity.

*Loans Receivable, net*

The fair value of the loan portfolio, with the exception of the adjustable rate portfolio, was calculated by discounting the scheduled cash flows through the estimated maturity using anticipated prepayment speeds and using discount rates that reflect the credit and interest rate risk inherent in each loan portfolio. The fair value of the adjustable loan portfolio was estimated by grouping the loans with similar characteristics and comparing the characteristics of each group to the prices quoted for similar types of loans in the secondary market.

*Federal Home Loan Bank stock*

The carrying amount of FHLB stock approximates its fair value.

*Accrued Interest Receivable*

The carrying amount of accrued interest receivable approximates its fair value since it is short-term in nature and does not present unanticipated credit concerns.

*Deposits*

The fair value of demand deposits, savings accounts and certain money market account deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities.

The fair value estimate for deposits does not include the benefit that results from the low cost funding provided by the Company's existing deposits and long-term customer relationships compared to the cost of obtaining different sources of funding. This benefit is commonly referred to as the core deposit intangible.

*Other Borrowings*

The fair values of other borrowings with fixed maturities are estimated based on discounted cash flow analysis using as discount rates the interest rates charged by the Federal Home Loan Bank for borrowings of similar remaining maturities.

*Accrued Interest Payable*

The carrying amount of accrued interest payable approximates its fair value since it is short-term in nature.

*Commitments to Extend Credit*

The fair values of commitments to extend credit are estimated using the fees normally charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counter parties.

*Commitments to Sell Loans*

The fair values of commitments to sell loans are estimated using the quoted market prices for loans with similar interest rates and terms to maturity.

**(6) Other Comprehensive Income (Loss)**

Other comprehensive income (loss) is defined as the change in equity during a period from transactions and other events from nonowner sources. Comprehensive income (loss) is the total of net income and other comprehensive income (loss), which for the Company is comprised of unrealized gains and losses on securities available for sale. The components of other comprehensive income (loss) and the related tax effects were as follows:

<i>(Dollars in thousands)</i>	For the three months ended June 30,					
	2015			2014		
Securities available for sale:	Before tax	Tax effect	Net of tax	Before tax	Tax effect	Net of tax
Net unrealized (losses) gains arising during the period	\$(315)	(126 )	(189)	312	120	192
Other comprehensive (loss) income	\$(315)	(126 )	(189)	312	120	192

<i>(Dollars in thousands)</i>	For the six months ended June 30,					
	2015			2014		
Securities available for sale:	Before tax	Tax effect	Net of tax	Before tax	Tax effect	Net of tax
Net unrealized gains arising during the period	\$340	134	206	550	178	372
Other comprehensive income	\$340	134	206	550	178	372

**(7) Securities Available For Sale**

The following table shows the gross unrealized losses and fair value for the securities available for sale portfolio, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2015 and December 31, 2014.

<i>(Dollars in thousands)</i>	June 30, 2015							
	Less than twelve months			Twelve months or more			Total	
	# of Investments	Fair Value	Unrealized Losses	# of Investments	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Other marketable securities:								
U.S. Government agency obligations	13	\$ 64,754	(261 )	0	\$ 0	0	\$ 64,754	(261 )
Corporate preferred stock	0	0	0	1	350	(350 )	350	(350 )
Total temporarily impaired securities	13	\$ 64,754	(261 )	1	\$ 350	(350 )	\$ 65,104	(611 )
	December 31, 2014							
	Less than twelve months			Twelve months or more			Total	
<i>(Dollars in thousands)</i>	# of Investments	Fair Value	Unrealized Losses	# of Investments	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Other marketable securities:								
U.S. Government agency obligations	22	\$ 104,453	(551 )	1	\$ 4,970	(50 )	\$ 109,423	(601 )
Corporate preferred stock	0	0	0	1	420	(280 )	420	(280 )
Total temporarily impaired securities	22	\$ 104,453	(551 )	2	\$ 5,390	(330 )	\$ 109,843	(881 )

We review our investment portfolio on a quarterly basis for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the market liquidity for the investment, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer, and our intent and ability to hold the investment for a period of time sufficient to recover the temporary loss.



The unrealized losses reported for corporate preferred stock over twelve months at June 30, 2015 related to a single trust preferred security that was issued by the holding company of a small community bank. Typical of most trust preferred issuances, the issuer has the ability to defer interest payments for up to five years with interest payable on the deferred balance. In September 2014, the issuer paid all previously deferred interest that was due and all payments were current as of September 30, 2014. In January 2015, the issuer began to defer its scheduled interest payments as allowed by the terms of the security agreement. The issuer's subsidiary bank has incurred operating losses due to increased provisions for loan losses but still met the regulatory requirements to be considered "well capitalized" based on its most recent regulatory filing. Based on a review of the issuer, it was determined that the trust preferred security was not other-than-temporarily impaired at June 30, 2015. The Company does not intend to sell the trust preferred security and has the intent and ability to hold it for a period of time sufficient to recover the temporary loss. Management believes that the Company will receive all principal and interest payments contractually due on the security and that the decrease in the market value is primarily due to a lack of liquidity in the market for trust preferred securities and the deferral of interest by the issuer. Management will continue to monitor the credit risk of the issuer and may be required to recognize other-than-temporary impairment charges on this security in future periods.

A summary of securities available for sale at June 30, 2015 and December 31, 2014 is as follows:

<i>(Dollars in thousands)</i>	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<u>June 30, 2015:</u>				
Mortgage-backed securities:				
Federal Home Loan Mortgage Corporation (FHLMC)	\$ 1,020	56	0	1,076
Federal National Mortgage Association (FNMA)	1,001	38	0	1,039
	2,021	94	0	2,115
Other marketable securities:				
U.S. Government agency obligations	123,015	164	(261 )	122,918
Corporate preferred stock	700	0	(350 )	350
Corporate equity	58	0	0	58
	123,773	164	(611 )	123,326
	\$ 125,794	258	(611 )	125,441

<i>(Dollars in thousands)</i>	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<u>December 31, 2014:</u>				
Mortgage-backed securities:				
FHLMC	\$ 1,418	90	0	1,508
FNMA	1,337	64	0	1,401
	2,755	154	0	2,909

Other marketable securities:

U.S. Government agency obligations	135,014	31	(601	)	134,444
Corporate preferred stock	700	0	(280	)	420
Corporate equity	58	3	0		61
	135,772	34	(881	)	134,925
	\$ 138,527	188	(881	)	137,834

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The following table indicates amortized cost and estimated fair value of securities available for sale at June 30, 2015 based upon contractual maturity adjusted for scheduled repayments of principal and projected prepayments of principal based upon current economic conditions and interest rates.

<i>(Dollars in thousands)</i>	Amortized	Fair
	Cost	Value
Due less than one year	\$ 83,904	83,880
Due after one year through five years	41,132	41,153
Due after five years through ten years	0	0
Due after ten years	700	350
No stated maturity	58	58
Total	\$ 125,794	125,441

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The allocation of mortgage-backed securities in the table above is based upon the anticipated future cash flow of the securities using estimated mortgage prepayment speeds. The allocation of other marketable securities that have call features is based on the anticipated cash flows to the call date that it is anticipated that the security will be called, or to the maturity date if it is not anticipated to be called.

### **(8) Loans Receivable, Net**

A summary of loans receivable at June 30, 2015 and December 31, 2014 is as follows:

<i>(Dollars in thousands)</i>	June 30, 2015	December 31, 2014
1-4 family	\$71,513	69,841
Commercial real estate:		
Residential developments	25,055	19,960
Other	176,808	171,708
Consumer	201,863	191,668
	53,446	54,925



Commercial business:

Construction industry	5,900	7,121
Other	43,930	50,001
	49,830	57,122
Total loans	376,652	373,556

Less:

Unamortized discounts	12	14
Net deferred loan costs	128	97
Allowance for loan losses	8,402	8,332
Total loans receivable, net	\$368,110	365,113

**(9) Allowance for Loan Losses and Credit Quality Information**

The following tables summarize the allowance for loan losses for the periods ending June 30, 2015 and 2014:

<i>(Dollars in thousands)</i>	1-4 Family	Commercial Real Estate	Consumer	Commercial Business	Total
For the three months ended June 30, 2015:					
Balance, March 31, 2015	\$1,091	5,122	1,022	1,183	8,418
Provision for losses	(81 )	132	143	(377 )	(183 )
Charge-offs	0	(5 )	(9 )	0	(14 )
Recoveries	1	29	6	145	181
Balance, June 30, 2015	\$1,011	5,278	1,162	951	8,402
For the six months ended June 30, 2015:					
Balance, December 31, 2014	1,096	5,024	1,009	1,203	8,332
Provision for losses	(87 )	197	166	(459 )	(183 )
Charge-offs	0	(5 )	(27 )	0	(32 )
Recoveries	2	62	14	207	285
Balance, June 30, 2015	\$1,011	5,278	1,162	951	8,402
Allocated to:					
Specific reserves	\$270	370	307	127	1,074
General reserves	826	4,654	702	1,076	7,258
Balance, December 31, 2014	\$1,096	5,024	1,009	1,203	8,332
Allocated to:					
Specific reserves	\$254	304	433	84	1,075

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General reserves	757	4,974	729	867	7,327
Balance, June 30, 2015	\$1,011	5,278	1,162	951	8,402
Loans receivable at December 31, 2014:					
Individually reviewed for impairment	\$1,867	9,728	806	555	12,956
Collectively reviewed for impairment	67,974	181,940	54,119	56,567	360,600
Ending balance	\$69,841	191,668	54,925	57,122	373,556
Loans receivable at June 30, 2015:					
Individually reviewed for impairment	\$2,050	8,971	867	412	12,300
Collectively reviewed for impairment	69,463	192,892	52,579	49,418	364,352
Ending balance	\$71,513	201,863	53,446	49,830	376,652

<i>(Dollars in thousands)</i>	1-4 Family	Commercial Real Estate	Consumer	Commercial Business	Total
For the three months ended June 30, 2014:					
Balance, March 31, 2014	\$ 1,712	4,543	1,186	1,649	9,090
Provision for losses	465	(2,409)	(1)	(233)	(2,178)
Charge-offs	(92)	0	(29)	0	(121)
Recoveries	0	1,689	8	208	1,905
Balance, June 30, 2014	\$ 2,085	3,823	1,164	1,624	8,696
For the six months ended June 30, 2014:					
Balance, December 31, 2013	1,628	6,458	1,106	2,209	11,401
Provision for losses	549	(3,602)	99	(834)	(3,788)
Charge-offs	(92)	(936)	(60)	(1)	(1,089)
Recoveries	0	1,903	19	250	2,172
	\$ 2,085	3,823	1,164	1,624	8,696

Balance, June 30, 2014

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The following table summarizes the amount of classified and unclassified loans at June 30, 2015 and December 31, 2014:

<i>(Dollars in thousands)</i>	June 30, 2015					Unclassified	
	Classified Special Mention	Substandard	Doubtful	Loss	Total	Total	Total Loans
1-4 family	\$193	2,749	58	0	3,000	68,513	71,513
Commercial real estate:							
Residential developments	58	8,213	0	0	8,271	16,784	25,055
Other	1,397	11,888	0	0	13,285	163,523	176,808
Consumer	0	427	54	386	867	52,579	53,446
Commercial business:							
Construction industry	0	7	0	0	7	5,893	5,900
Other	412	1,257	0	0	1,669	42,261	43,930
	\$2,060	24,541	112	386	27,099	349,553	376,652

<i>(Dollars in thousands)</i>	December 31, 2014					Unclassified	
	Classified Special Mention	Substandard	Doubtful	Loss	Total	Total	Total Loans
1-4 family	\$0	2,493	207	0	2,700	67,141	69,841
Commercial real estate:							
Residential developments	323	9,960	0	0	10,283	9,677	19,960
Other	7,376	8,792	0	0	16,168	155,540	171,708
Consumer	0	489	55	261	805	54,120	54,925
Commercial business:							
Construction industry	0	439	0	0	439	6,682	7,121

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Other	4,255	1,156	0	0	5,411	44,590	50,001
	\$11,954	23,329	262	261	35,806	337,750	373,556

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Classified loans represent special mention, substandard (performing and non-performing), and non-performing loans categorized as doubtful and loss. Loans classified as special mention are loans that have potential weaknesses that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. Loans classified as substandard are loans that are generally inadequately protected by the current net worth and paying capacity of the obligor, or by the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Substandard loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loans classified as doubtful have the weaknesses of those classified as substandard, with additional characteristics that make collection in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. A loan classified as loss is considered uncollectible and of such little value that continuance as an asset on the balance sheet is not warranted. Loans classified as substandard or doubtful require the Bank to perform an analysis of the individual loan and charge off any loans, or portion thereof, that are deemed uncollectible.

The aging of past due loans at June 30, 2015 and December 31, 2014 is summarized as follows:

<i>(Dollars in thousands)</i>	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
<i>June 30, 2015</i>							
1-4 family	\$ 701	374	934	2,009	69,504	71,513	0
Commercial real estate:							
Residential developments	0	0	0	0	25,055	25,055	0
Other	0	0	0	0	176,808	176,808	0
Consumer	411	152	84	647	52,799	53,446	0
Commercial business:							
Construction industry	0	0	0	0	5,900	5,900	0
Other	0	0	0	0	43,930	43,930	0
	\$ 1,112	526	1,018	2,656	373,996	376,652	0
<i>December 31, 2014</i>							
1-4 family	\$ 413	673	841	1,927	67,914	69,841	0
Commercial real estate:							
Residential developments	0	0	0	0	19,960	19,960	0
Other	0	0	0	0	171,708	171,708	0
Consumer	550	176	131	857	54,068	54,925	0
Commercial business:							
Construction industry	0	0	0	0	7,121	7,121	0

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Other	136	0	0	136	49,865	50,001	0
	\$ 1,099	849	972	2,920	370,636	373,556	0

Impaired loans include loans that are non-performing (non-accruing) and loans that have been modified in a troubled debt restructuring (TDR). The following table summarizes impaired loans and related allowances as of June 30, 2015 and December 31, 2014:

<i>(Dollars in thousands)</i>	June 30, 2015			December 31, 2014		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
Loans with no related allowance recorded:						
1-4 family	\$ 982	982	-	755	755	-
Commercial real estate:						
Residential developments	6,552	9,114	-	7,416	10,040	-
Other	501	663	-	48	216	-
Consumer	312	313	-	463	464	-
Commercial business:						
Construction industry	6	124	-	80	198	-
Other	0	0	-	0	0	-
Loans with an allowance recorded:						
1-4 family	1,068	1,068	254	1,112	1,112	270
Commercial real estate:						
Residential developments	1,725	1,725	273	1,522	1,522	240
Other	193	193	31	742	743	130
Consumer	555	572	433	343	360	307
Commercial business:						



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Construction industry	0	0	0	0	0	0
Other	406	957	84	475	1,026	127
Total:						
1-4 family	2,050	2,050	254	1,867	1,867	270
Commercial real estate:						
Residential developments	8,277	10,839	273	8,938	11,562	240
Other	694	856	31	790	959	130
Consumer	867	885	433	806	824	307
Commercial business:						
Construction industry	6	124	0	80	198	0
Other	406	957	84	475	1,026	127
	\$ 12,300	15,711	1,075	12,956	16,436	1,074

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The following table summarizes the average recorded investment and interest income recognized on impaired loans for the three and six months ended June 30, 2015 and 2014:

	For the three months ended		For the six months ended	
	June 30, 2015 Average Recorded Investment	June 30, 2015 Interest Recognized	June 30, 2015 Average Recorded Investment	June 30, 2015 Interest Recognized
<i>(Dollars in thousands)</i>				
Loans with no related allowance recorded:				
1-4 family	\$857	3	823	30
Commercial real estate:				
Residential developments	6,645	96	6,902	191
Other	502	7	350	14
Consumer	291	1	348	2
Commercial business:				
Construction industry	31	0	47	0
Other	0	1	0	1
Loans with an allowance recorded:				
1-4 family	1,148	4	1,136	8
Commercial real estate:				
Residential developments	1,477	10	1,492	18
Other	195	0	377	0
Consumer	443	9	410	13
Commercial business:				
Construction industry	0	0	0	0
	433	5	447	9

Other

Total:

1-4 family	2,005	7	1,959	38
Commercial real estate:				
Residential developments	8,122	106	8,394	209
Other	697	7	727	14
Consumer	734	10	758	15
Commercial business:				
Construction industry	31	0	47	0
Other	433	6	447	10
	\$12,022	136	12,332	286

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	For the three months ended		For the six months ended	
	June 30, 2014		June 30, 2014	
	Average	Interest	Average	Interest
	Recorded	Recognized	Recorded	Recognized
	Investment	Investment	Investment	Investment
	Income	Income	Income	Income
<i>(Dollars in thousands)</i>				
Loans with no related allowance recorded:				
1-4 family	\$508	0	368	1
Commercial real estate:				
Residential developments	7,454	26	7,722	34
Other	51	0	51	0
Consumer	457	1	467	2
Commercial business:				
Construction industry	89	0	90	0
Other	0	0	0	0
Loans with an allowance recorded:				
1-4 family	1,883	6	1,855	17
Commercial real estate:				
Residential developments	2,437	0	4,289	0
Other	872	8	877	16
Consumer	506	3	480	7
Commercial business:				
Construction industry	0	0	0	0
Other	1,043	7	1,091	17
Total:	2,391	6	2,223	18

1-4 family

Commercial real estate:

Residential developments	9,891	26	12,011	34
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Other	923	8	928	16
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Consumer	963	4	947	9
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Commercial business:

Construction industry	89	0	90	0
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Other	1,043	7	1,091	17
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	\$15,300	51	17,290	94
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At June 30, 2015 and December 31, 2014, non-accruing loans totaled \$10.6 million and \$10.9 million, respectively, for which the related allowance for loan losses was \$0.8 million and \$0.8 million, respectively. All of the interest income that was recognized for non-accruing loans was recognized using the cash basis method of income recognition. Non-accruing loans for which no specific allowance has been recorded, because management determined that the value of the collateral was sufficient to repay the loan, totaled \$7.9 million and \$8.0 million at June 30, 2015 and December 31, 2014, respectively. Non-accrual loans also include certain loans that have had terms modified in a TDR.

The non-accrual loans at June 30, 2015 and December 31, 2014 are summarized as follows:

<i>(Dollars in thousands)</i>	June 30, 2015	December 31, 2014
1-4 family	\$1,807	\$ 1,564
Commercial real estate:		
Residential developments	7,759	8,483
Other	240	267
Consumer	743	486
Commercial business:		
Construction industry	7	80
Other	4	40
	\$10,560	\$ 10,920

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At June 30, 2015 and December 31, 2014 there were loans included in loans receivable, net, with terms that had been modified in a TDR totaling \$9.1 million and \$9.4 million, respectively. For the loans that were restructured in the second quarter of 2015, \$0.5 million were classified but performing, and \$0.1 million were non-performing at

June 30, 2015. For the loans that were restructured in the second quarter of 2014, no loans were classified but performing and \$0.7 million were non-performing at June 30, 2014.

The following table summarizes TDRs at June 30, 2015 and December 31, 2014:

<i>(Dollars in thousands)</i>	June 30, 2015			December 31, 2014		
	Accrual	Non-Accrual	Total	Accrual	Non-Accrual	Total
1-4 family	\$242	370	612	303	65	368
Commercial real estate	972	6,552	7,524	979	6,977	7,956
Consumer	125	458	583	320	251	571
Commercial business	402	10	412	434	121	555
	\$1,741	7,390	9,131	2,036	7,414	9,450

There were no material commitments to lend additional funds to customers whose loans were restructured or classified as nonaccrual at June 30, 2015 or December 31, 2014.

TDR concessions can include reduction of interest rates, extension of maturity dates, forgiveness of principal and/or interest due, or acceptance of real estate or other assets in full or partial satisfaction of the debt. Loan modifications are not reported as TDRs after 12 months if the loan was modified at a market rate of interest for comparable risk loans, and the loan is performing in accordance with the terms of the restructured agreement for the entire 12 month period. All loans classified as TDRs are considered to be impaired.

When a loan is modified as a TDR, there may be a direct, material impact on the loans within the balance sheet, as principal balances may be partially forgiven. The financial effects of TDRs are presented in the following table and represent the difference between the outstanding recorded balance pre-modification and post-modification, for the three month and six month periods ending June 30, 2015 and June 30, 2014.

<i>(Dollars in thousands)</i>	Three Months Ended			Six Months Ended		
	June 30, 2015			June 30, 2015		
	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled debt restructurings:						
1-4 family	1	\$ 313	313	1	\$ 313	313

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Consumer	6	302	304	7	311	312
Total	7	\$ 615	617	8	\$ 624	625

<i>(Dollars in thousands)</i>	Three Months Ended			Six Months Ended		
	June 30, 2014			June 30, 2014		
	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled debt restructurings:						
1-4 family	2	\$ 760	760	2	\$ 760	760
Consumer	2	62	46	4	155	140
Total	4	\$ 822	806	6	\$ 915	900

There were no loans restructured in the 12 months preceding June 30, 2015 that defaulted in the three and six months ended June 30, 2015. Loans that were restructured within the 12 months preceding June 30, 2014 and defaulted during the three and six months ended June 30, 2014 are presented in the following table.



<i>(Dollars in thousands)</i>	Three Months Ended	Six Months Ended
	June 30, 2014	June 30, 2014
	Number of Outstanding Recorded Contracts	Number of Outstanding Recorded Contracts
<p>Troubled debt restructurings that subsequently defaulted:</p> <p>1-4 family</p>	1 \$ 640	1 \$ 640
Total	1 \$ 640	1 \$ 640

The Company considers a loan to have defaulted when it becomes 90 or more days past due under the modified terms, when it is placed in non-accrual status, when it becomes other real estate owned, or when it becomes non-compliant with some other material requirement of the modification agreement.

Loans that were non-accrual prior to modification remain on non-accrual status for at least six months following modification. Non-accrual TDR loans that have performed according to the modified terms for six months may be returned to accrual status. Loans that were accruing prior to modification remain on accrual status after the modification as long as the loan continues to perform under the new terms.

TDRs are reviewed for impairment following the same methodology as other impaired loans. For loans that are collateral-dependent, the value of the collateral is reviewed and additional reserves may be added to general reserves as needed. Loans that are not collateral-dependent may have additional reserves established if deemed necessary. The reserves for TDRs were \$0.4 million, or 5.0%, of the total \$8.4 million in loan loss reserves at June 30, 2015 and \$0.4 million, or 5.1%, of the total \$8.3 million in loan loss reserves at December 31, 2014.

**(10) Investment in Mortgage Servicing Rights**

A summary of mortgage servicing activity is as follows:

<i>(Dollars in thousands)</i>	Six Months ended	Twelve Months ended	Six Months ended
	June 30, 2015	December 31, 2014	June 30, 2014

## Mortgage servicing rights:

Balance, beginning of period	\$ 1,507	1,708	1,708
Originations	219	316	112
Amortization	(275 )	(517 )	(249 )
Balance, end of period	\$ 1,451	1,507	1,571
Fair value of mortgage servicing rights	\$ 2,608	2,562	2,710

All of the loans being serviced were single family loans under the FNMA individual loan sale program. The following is a summary of the risk characteristics of the loans being serviced at June 30, 2015.

<i>(Dollars in thousands)</i>	Loan Principal Balance	Weighted Average Interest Rate		Weighted Average Remaining Term (months)		Number of Loans
Original term 30 year fixed rate	\$208,041	4.25	%	299		1,796
Original term 15 year fixed rate	108,789	3.27	%	139		1,222
Adjustable rate	59	4.38	%	311		2

The gross carrying amount of mortgage servicing rights and the associated accumulated amortization at June 30, 2015 is presented in the following table. Amortization expense for mortgage servicing rights was \$275,000 and \$249,000 for the six months ended June 30, 2015 and 2014, respectively.

June 30, 2015  
 Gross  
 Carrying Accumulated Unamortized

*(Dollars in thousands)*

	Amount	Amortization	Amount
Mortgage servicing rights	\$3,630	(2,179 )	1,451
Total	\$3,630	(2,179 )	1,451

June 30, 2014  
 Gross  
 Carrying Accumulated Unamortized

*(Dollars in thousands)*

	Amount	Amortization	Amount
Mortgage servicing rights	\$3,604	(2,033 )	1,571
Total	\$3,604	(2,033 )	1,571

The following table indicates the estimated future amortization expense for amortized mortgage servicing rights:

	Estimated Amortization Expense
<i>(Dollars in thousands)</i>	
Year ending December 31,	
2015	\$ 219
2016	402
2017	321
2018	227
2019	162
Thereafter	120
Total	\$ 1,451

Projections of amortization are based on existing asset balances and the existing interest rate environment as of June 30, 2015. The Company's actual experiences may be significantly different depending upon changes in mortgage interest rates and other market conditions.

### **(11) Earnings per Common Share**

The following table reconciles the weighted average shares outstanding and the earnings available to common shareholders used for basic and diluted earnings per share:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	2014	2015	2014
<i>(In thousands, except per share data)</i>				
Weighted average number of common shares outstanding used in basic earnings per common share calculation	4,116	4,053	4,107	4,046
Net dilutive effect of:				
Options and warrants	516	478	519	488
Restricted stock awards	42	57	47	54
Weighted average number of shares outstanding adjusted for effect of dilutive securities	4,674	4,588	4,673	4,588
Income available to common shareholders	\$585	2,006	938	3,105
Basic earnings per common share	\$0.14	0.50	0.23	0.77
Diluted earnings per common share	\$0.13	0.44	0.20	0.68

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## **(12) Regulatory Capital**

Effective January 1, 2015 the capital requirements of the Company and the Bank were changed to implement the regulatory requirements of the Basel III capital reforms. The new requirements, among other things, (i) apply a strengthened set of capital requirements to both the Company and the Bank, including new requirements relating to common equity as a component of core capital, (ii) implement a “capital conservation buffer” against risk and a higher minimum tier 1 capital requirement, and (iii) revise the rules for calculating risk-weighted assets for purposes of such requirements. The new rules made corresponding revisions to the prompt corrective action framework and include the new capital ratios and buffer requirements which will be phased in incrementally, with full implementation scheduled for January 1, 2019. 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 financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, both the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

In the second quarter of 2015, the Board of Governors of the Federal Reserve System amended its Small Bank Holding Company Policy Statement (Policy Statement), which exempted small bank holding companies from the above capital requirements, by raising the asset size threshold for determining applicability from \$500 million to \$1 billion. The Policy Statement was also expanded to include savings and loan holding companies that meet the Policy Statement's qualitative requirements for exemption. The Company met the qualitative exemption requirements, and therefore, was exempt from the above holding company capital requirements.

Quantitative measures established by regulations to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of Common Equity Tier 1 capital to risk weighted assets (as defined in the regulations), Tier 1 capital to adjusted total assets (as defined), Tier 1 capital to risk weighted assets, and total capital to risk weighted assets.

On June 30, 2015, the Bank's tangible assets were \$558.9 million, its adjusted total assets were \$554.9 million, and its risk-weighted assets were \$424.4 million. The following table presents the Bank's capital amounts and ratios at June 30, 2015 for actual capital, required capital, and excess capital, including ratios in order to qualify as being well capitalized under the prompt corrective actions regulations.

	Actual		Required to be Adequately Capitalized		Excess Capital		To Be Well Capitalized Under Prompt Corrective Action Provisions <sup>(1)</sup>	
	Amount	Percent of Assets <sup>(2)</sup>	Amount	Percent of Assets <sup>(2)</sup>	Amount	Percent of Assets <sup>(2)</sup>	Amount	Percent of Assets <sup>(2)</sup>
<i>(Dollars in thousands)</i>								
Bank stockholder's equity	\$ 75,248							
Plus:								
Net unrealized loss on certain securities available for sale	212							
Less:								
	3,970							

Disallowed servicing and tax assets						
Common equity tier I capital	71,490					
Common equity tier I capital ratio		16.84 %	\$ 19,099	4.50 %	\$ 52,391	12.34 % \$ 27,587 6.50 %
Tier I capital	71,490					
Tier I capital to adjusted total assets (leverage ratio)		12.88 %	\$ 22,196	4.00 %	\$ 49,294	8.88 % \$ 27,745 5.00 %
Tier I capital to risk-weighted assets		16.84 %	\$ 25,465	6.00 %	\$ 46,025	10.84 % \$ 33,953 8.00 %
Plus:						
Allowable allowance for loan losses	5,372					
Risk-based capital	\$ 76,862		\$ 33,953		\$ 42,909	\$ 42,441
Risk-based capital to risk-weighted assets		18.11 %		8.00 %		10.11 % 10.00 %

(1) Under the recently issued final rules, revised requirements began to be phased in on January 1, 2015, as described above.

(2) Based upon the Bank's adjusted total assets for the purpose of leverage ratio and risk-weighted assets for the purpose of the risk-based capital ratios.

Management believes that, as of June 30, 2015, the Bank's capital ratios were in excess of those quantitative capital ratio standards set forth under the current prompt corrective action regulations described above. However, there can be no assurance that the Bank will continue to maintain such status in the future. The OCC has extensive discretion in its supervisory and enforcement activities, and can adjust the requirement to be "well-capitalized" in the future.



**(13) Preferred Stock**

The Company's certificate of incorporation authorizes the issuance of up to 500,000 shares of preferred stock, and on December 23, 2008, the Company completed the sale of 26,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the Preferred Stock) to the United States Treasury. The Preferred Stock had a liquidation value of \$1,000 per share and a related warrant was also issued to purchase 833,333 shares of HMN common stock at an exercise price of \$4.68 per share (the "Warrant"). The transaction was part of the United States Treasury's Capital Purchase Program under the Emergency Economic Stabilization Act of 2008.

In 2014, the Company redeemed 16,000 shares of Preferred Stock and on February 17, 2015, the Company redeemed the remaining 10,000 shares of outstanding Preferred Stock.

On May 21, 2015, the Treasury sold the Warrant at an exercise price of \$4.68 to three unaffiliated third party investors for an aggregate purchase price of \$5.7 million. Two of the investors received a warrant to purchase 277,777.67 shares and one investor received a warrant to purchase 277,777.66 shares. All of the warrants may be exercised at any time prior to their expiration date of December 23, 2018. The Company received no proceeds from this transaction and it had no material effect on the Company's capital, financial condition or results of operations.

**(14) Other Borrowings**

The Company funded the Preferred Stock redemption on February 17, 2015 with a \$10.0 million term loan to HMN from an unrelated third party that was evidenced by a promissory note. The principal balance of the note bears interest at a rate of 6.50% and is payable in consecutive annual installments of \$1.0 million on each December 15, beginning December 15, 2015, with the balance due on December 15, 2021.

**(15) Commitments and Contingencies**

The Bank issues standby letters of credit which guarantee the performance of customers to third parties. The standby letters of credit issued and available at June 30, 2015 were approximately \$2.4 million, expire over the next twenty months, and are collateralized primarily with commercial real estate mortgages. Since the conditions under which the Bank is required to fund the standby letters of credit may not materialize, the cash requirements are expected to be less than the total outstanding commitments.

**(16) Business Segments**

The Bank has been identified as a reportable operating segment in accordance with the provisions of ASC 280. HMN, OIA, and HPH did not meet the quantitative thresholds for determining reportable segments and, therefore, are included in the "Other" category.



The Company evaluates performance and allocates resources based on the segment's net income, return on average assets and equity. Each entity is managed separately with its own officers and board of directors, some of whom may overlap between the entities.

The following table sets forth certain information about the reconciliation of reported profit or loss and assets for each of the Company's reportable segments.

<i>(Dollars in thousands)</i>	Home Federal Savings Bank	Other	Eliminations	Consolidated Total
-------------------------------	------------------------------------	-------	--------------	-----------------------

**At or for the six months ended June 30, 2015:**

Interest income - external customers	\$9,954	0	0	9,954
Non-interest income - external customers	3,461	0	0	3,461
Intersegment interest income	0	1	(1	) 0
Intersegment non-interest income	102	1,311	(1,413	) 0
Interest expense	476	242	(1	) 717
Other non-interest expense	11,054	279	(102	) 11,231
Income tax expense	860	(256	) 0	604
Net income	1,311	1,046	(1,311	) 1,046
Total assets	562,957	77,331	(76,287	) 564,001

**At or for the six months ended June 30, 2014:**

Interest income - external customers	\$10,447	0	0	10,447
Non-interest income - external customers	3,410	0	0	3,410
Intersegment interest income	0	1	(1	) 0
Intersegment non-interest income	90	4,315	(4,405	) 0
Interest expense	641	0	(1	) 640
Other non-interest expense	9,852	399	(90	) 10,161
Income tax expense	2,927	(245	) 0	2,682
Net income	4,315	4,162	(4,315	) 4,162
Total assets	608,928	79,706	(78,752	) 609,882

**At or for the quarter ended June 30, 2015:**

Interest income - external customers	\$5,070	0	0	5,070
Non-interest income - external customers	1,867	0	0	1,867
Intersegment interest income	0	1	(1	) 0
Intersegment non-interest income	51	720	(771	) 0
Interest expense	227	165	(1	) 391
Other non-interest expense	5,751	100	(51	) 5,800
Income tax expense	473	(129	) 0	344

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Net income	720	585	(720 )	585
Total assets	562,957	77,331	(76,287)	564,001

**At or for the quarter ended June 30, 2014:**

Interest income - external customers	\$5,020	0	0	5,020
Non-interest income - external customers	1,722	0	0	1,722
Intersegment interest income	0	1	(1 )	0
Intersegment non-interest income	45	2,601	(2,646 )	0
Interest expense	307	0	(1 )	306
Other non-interest expense	4,318	191	(45 )	4,464
Income tax expense	1,739	(119 )	0	1,620
Net income	2,601	2,530	(2,601 )	2,530
Total assets	608,928	79,706	(78,752)	609,882

**Item 2:**

**HMN FINANCIAL, INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*Forward-looking Information*

Safe Harbor Statement

This quarterly report on Form 10-Q may contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are often identified by such forward-looking terminology as “expect,” “intend,” “look,” “believe,” “anticipate,” “estimate,” “project,” “seek,” “may,” “will,” “could,” “should,” “trend,” “target,” and “goal” or similar statements or variations of such terms and include, but are not limited to, those relating to increasing our core deposit relationships, improving credit quality, reducing non-performing assets, becoming more efficient and generating improved financial results; the adequacy and amount of available liquidity and capital resources to the Bank; the Company’s liquidity and capital requirements; our expectations for core capital and our strategies and potential strategies for improvement thereof; improvements in loan production; changes in the size of the Bank’s loan portfolio; the amount of the Bank’s non-performing assets and the appropriateness of the allowance therefor; projected amortization expense for amortized mortgage servicing rights; current and deferred income tax liabilities and benefits; anticipated results of litigation; our ability to complete the acquisition of assets of Kasson State Bank and integrate its operations; anticipated future levels of the provision for loan losses; future losses on non-performing assets; the amount and mix of interest-earning assets; the amount and mix of deposits; the availability of alternate funding sources; the payment of dividends by HMN, the future outlook for the Company; the amount of dividends paid by the FHLB on its stock; the amount of deposits that will be withdrawn from checking and money market accounts and how the withdrawn deposits will be replaced; the projected changes in net interest income based on rate shocks; the range that interest rates may fluctuate over the next twelve months; the net market risk of interest rate shocks; the future outlook for the issuer trust preferred securities held by the Bank; the ability of the Bank to pay dividends to HMN; the ability of HMN to pay the principal and interest payments on its third party note payable; the ability to remain well capitalized under revised capital rules; the impact of Basel III and the Dodd Frank Act capital standards on the Bank’s capital position; and compliance by the Bank with regulatory standards generally (including the Bank’s status as “well-capitalized”) and other supervisory directives or requirements to which the Company or the Bank are or may become expressly subject, specifically, and possible responses of the Office of the Comptroller of the Currency (OCC), Board of Governors of the Federal Reserve System (FRB), the Bank, and the Company to any failure to comply with any such regulatory standard, directive or requirement.

A number of factors could cause actual results to differ materially from the Company’s assumptions and expectations. These include but are not limited to the adequacy and marketability of real estate and other collateral securing loans to borrowers; federal and state regulation and enforcement; possible legislative and regulatory changes, including additional changes to regulatory capital rules; the ability of the Bank to comply with other applicable regulatory capital requirements; enforcement activity of the OCC and FRB in the event of our non-compliance with any applicable regulatory standard or requirement; adverse economic, business and competitive developments such as

shrinking interest margins, reduced collateral values, deposit outflows, changes in credit or other risks posed by the Company's loan and investment portfolios; changes in costs associated with alternate funding sources, including changes in collateral advance rates and policies of the Federal Home Loan Bank; technological, computer-related or operational difficulties; results of litigation; reduced demand for financial services and loan products; changes in accounting policies and guidelines, or monetary and fiscal policies of the federal government or tax laws; international economic developments; the Company's access to and adverse changes in securities markets; the market for credit related assets; the future operating results, financial condition, cash flow requirements and capital spending priorities of the Company and the Bank; the availability of internal and, as required, external sources of funding; acquisition integration costs; or other significant uncertainties. Additional factors that may cause actual results to differ from the Company's assumptions and expectations include those set forth in the Company's most recent filings on Forms 10-K and 10-Q with the Securities and Exchange Commission. All forward-looking statements are qualified by, and should be considered in conjunction with, such cautionary statements. For additional discussion of the risks and uncertainties applicable to the Company, see the "Risk Factors" sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2014 and Part II, Item 1A of its subsequently filed Quarterly Reports on Form 10-Q.

All statements in this quarterly report on Form 10-Q, including forward-looking statements, speak only as of the date they are made, and we undertake no duty to update any of the forward-looking statements after the date of this quarterly report on Form 10-Q.

### ***General***

The earnings of the Company are primarily dependent on the Bank's net interest income, which is the difference between interest earned on loans and investments, and the interest paid on interest-bearing liabilities such as deposits and other borrowings. The difference between the average rate of interest earned on assets and the average rate paid on liabilities is the "interest rate spread." Net interest income is produced when interest-earning assets equal or exceed interest-bearing liabilities and there is a positive interest rate spread. Net interest income and net interest rate spread are affected by changes in interest rates, the volume and mix of interest-earning assets and interest-bearing liabilities, and the level of non-performing assets. The Company's net income is also affected by the generation of non-interest income, which consists primarily of gains or losses from the sale of securities, gains from the sale of loans, fees for servicing mortgage loans, and the generation of fees and service charges on deposit accounts. The Bank incurs expenses in addition to interest expense in the form of salaries and benefits, occupancy expenses, provisions for loan losses, and amortization of mortgage servicing assets. The earnings of financial institutions, such as the Bank, are also significantly affected by prevailing economic and competitive conditions, particularly changes in interest rates, government monetary and fiscal policies, and regulations of various regulatory authorities. Lending activities are influenced by the demand for and supply of business credit, single family and commercial properties, competition among lenders, the level of interest rates and the availability of funds. Deposit flows and costs of deposits are influenced by prevailing market rates of interest on competing investments, account maturities and the levels of personal income and savings.

### ***Critical Accounting Estimates***

Critical accounting policies are those policies that the Company's management believes are the most important to understanding the Company's financial condition and operating results. These critical accounting policies often involve estimates and assumptions that could have a material impact on the Company's financial statements. The Company has identified the following critical accounting policies that management believes involve the most difficult, subjective, and/or complex judgments that are inherently uncertain. Therefore, actual financial results could differ significantly depending upon the estimates, assumptions and other factors used.

#### ***Allowance for Loan Losses and Related Provision***

The allowance for loan losses is based on periodic analysis of the loan portfolio. In this analysis, management considers factors including, but not limited to, specific occurrences of loan impairment, changes in the size of the portfolios, national and regional economic conditions such as unemployment data, loan portfolio composition, loan delinquencies, local economic growth rates, historical experience and observations made by the Company's ongoing internal audit and regulatory exam processes. Loans are charged off to the extent they are deemed to be uncollectible. The Company has established separate processes to determine the appropriateness of the loan loss allowance for its homogeneous single-family and consumer loan portfolios and its non-homogeneous loan portfolios. The

determination of the allowance on the homogeneous single-family and consumer loan portfolios is calculated on a pooled basis with individual determination of the allowance of all non-performing loans. The determination of the allowance for the non-homogeneous commercial, commercial real estate, and multi-family loan portfolios involves assigning standardized risk ratings and loss factors that are periodically reviewed. The loss factors are estimated based on the Company's own loss experience and are assigned to all loans without identified credit weaknesses. For each non-performing loan, the Company also performs an individual analysis of impairment that is based on the expected cash flows or the value of the assets collateralizing the loans and establishes any necessary reserves or charges off all loans or portion thereof that are deemed uncollectable.

The appropriateness of the allowance for loan losses is dependent upon management's estimates of variables affecting valuation, appraisals of collateral, evaluations of performance and status, and the amounts and timing of future cash flows expected to be received on impaired loans. Such estimates, appraisals, evaluations and cash flows may be subject to adjustments due to changing economic prospects of borrowers or properties. The estimates are reviewed periodically and adjustments, if any, are recorded in the provision for loan losses in the periods in which the adjustments become known. Because of the size of some loans, changes in estimates can have a significant impact on the loan loss provision. The allowance is allocated to individual loan categories based upon the relative risk characteristics of the loan portfolios and the actual loss experience. The Company increases and decreases its allowance for loan losses by charging or crediting the provision for loan losses against income. The methodology for establishing the allowance for loan losses takes into consideration probable losses that have been identified in connection with specific loans as well as probable losses in the loan portfolio for which additional specific reserves are not required. Although management believes that based on current conditions the allowance for loan losses is maintained at an appropriate amount to provide for probable loan losses inherent in the portfolio as of the balance sheet date, future conditions may differ substantially from those anticipated in determining the allowance for loan losses and adjustments may be required in the future.

### *Income Taxes*

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. These calculations are based on many complex factors including estimates of the timing of reversals of temporary differences, the interpretation of federal and state income tax laws and a determination of the differences between the tax and the financial reporting basis of assets and liabilities. Actual results could differ significantly from the estimates and interpretations used in determining the current and deferred income tax liabilities.

The Company maintains significant net deferred tax assets for deductible temporary differences, the largest of which relates to the allowance for loan and real estate losses and net operating loss carryforwards. For income tax purposes, only net charge-offs are deductible, not the entire provision for loan losses. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is “more likely than not” that the deferred tax asset will not be realized. The determination of whether the deferred tax assets are realizable is highly subjective and dependent upon management’s judgment and evaluation of both positive and negative evidence, including the forecasts of future income, tax planning strategies and assessments of the current and future economic and business conditions. The Company considers both positive and negative evidence regarding the ultimate realization of deferred tax assets. Positive evidence includes the Company’s cumulative net income in the prior three year period and the probability that taxable income will be generated in future periods. Negative evidence includes the general business and economic environment. The determination that a valuation reserve was not required at June 30, 2015 was based primarily upon the existence of a three-year cumulative net income and expectations of future taxable income. It is possible that future conditions may differ substantially from those anticipated in determining the valuation allowance on deferred tax assets and adjustments may be required in future periods.

Determining the ultimate settlement of any tax position requires significant estimates and judgments in arriving at the amount of tax benefits to be recognized in the financial statements. It is possible that the tax benefits realized upon the ultimate resolution of a tax position may result in tax benefits that are significantly different from those estimated.

## **RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2015 COMPARED TO THE SAME PERIODS ENDED JUNE 30, 2014**

### *Net Income*

Net income for the second quarter of 2015 was \$0.6 million, a decrease of \$1.9 million, compared to net income of \$2.5 million for the second quarter of 2014. The net income available to common shareholders was \$0.6 million for



the second quarter of 2015, a decrease of \$1.4 million from the net income available to common shareholders of \$2.0 million for the second quarter of 2014. Diluted earnings per common share for the second quarter of 2015 was \$0.13, a decrease of \$0.31 from the diluted earnings per common share of \$0.44 for the second quarter of 2014. The decrease in net income in the second quarter of 2015 was due primarily to a \$2.0 million increase in the provision for loan losses because there were fewer recoveries on previously charged off loans and fewer credit rating upgrades in the second quarter of 2015 compared to the same period in 2014. A decrease of \$1.2 million in the gains on real estate owned that was due primarily to a large gain recognized on the sale of a single property in the second quarter of 2014 also contributed to the decrease in net income between the periods. These decreases in net income were partially offset by a \$1.3 million decrease in income tax expense between the periods due to the decreased income in the second quarter of 2015 compared to the second quarter of 2014.

Net income was \$1.0 million for the six month period ended June 30, 2015, a decrease of \$3.2 million, or 74.9%, compared to net income of \$4.2 million for the six month period ended June 30, 2014. The net income available to common shareholders was \$0.9 million for the six month period ended June 30, 2015, a decrease of \$2.2 million, or 69.8%, compared to net income available to common shareholders of \$3.1 million for the same period of 2014. Diluted earnings per common share for the six month period ended June 30, 2015 was \$0.20, a decrease of \$0.48 per share compared to diluted earnings per common share of \$0.68 for the same period in 2014. The decrease in net income for the six month period ended June 30, 2015 was primarily due to a \$3.6 million increase in the provision for loan losses because there were fewer recoveries on previously charged off loans and fewer credit rating upgrades in the first six months of 2015 when compared to the same period in 2014. Gains on sales of real estate owned decreased \$1.0 million between the periods primarily because of a large gain recognized on the sale of a single property in the second quarter of 2014. Net interest income decreased \$0.6 million between the periods. These decreases in net income were partially offset by a \$2.1 million decrease in income tax expense due to the decreased income between the periods.

### *Net Interest Income*

Net interest income was \$4.7 million for the second quarter of 2015, the same as the second quarter of 2014. Interest income was \$5.1 million for the second quarter of 2015, an increase of \$0.1 million, or 1.0%, from \$5.0 million for the same period in 2014. Interest income increased between the periods primarily because of the change in the mix of average interest-earning assets held, which increased the average yields earned between the periods. While the average interest-earning assets decreased \$63.3 million between the periods, the average interest-earning assets held in lower yielding cash decreased \$83.4 million, the average interest-earning assets held in higher yielding investments increased \$26.5 million, and the amount of average interest-earning assets held in higher yielding loans decreased \$6.4 million between the periods. The decrease in the average cash balances was the result of funding anticipated deposit withdrawals. The increase in the average investment balance was the result of investing excess cash balances based on projected liquidity needs. The decrease in the average outstanding loans between the periods was primarily the result of a decrease in the average commercial loan portfolio, which occurred primarily because of loan prepayments or non-renewals as a result of the Company's focus on improving credit quality and managing net interest margin. The average yield earned on interest-earning assets was 3.86% for the second quarter of 2015, an increase of 45 basis points from the 3.41% average yield for the second quarter of 2014. The increase in average yield is due primarily to the change in the mix of assets held between the periods and an increase in investment yields earned.

Interest expense was \$0.4 million for the second quarter of 2015, an increase of \$0.1 million, or 27.8%, compared to \$0.3 million for the second quarter of 2014. Interest expense increased because of the change in the mix of the average interest-bearing liabilities held, which resulted in an increase in the average rate paid between the periods. While the average interest-bearing liabilities decreased \$51.4 million between the periods, the average interest-bearing liabilities held in higher rate borrowings increased \$11.2 million, the average interest-bearing liabilities held in higher rate certificates of deposits decreased \$20.0 million, and the amount of interest-bearing liabilities held in other lower rate deposit accounts decreased \$42.6 million between the periods. The decrease in the average outstanding interest-bearing liabilities between the periods was the result of using existing cash balances to fund maturing certificates of deposits and other deposit withdrawals. The increase in the average rate paid was primarily due to the \$10.0 million holding company note payable that was funded in the first quarter of 2015 in connection with the final redemption of the outstanding Preferred Stock. Interest expense increases related to borrowing costs were partially offset by the lower interest rates paid on money market accounts and certificates of deposits between the periods. The

decreased rates paid on these accounts were the result of the low interest rate environment that continued to exist during the second quarter of 2015. The average interest rate paid on interest-bearing liabilities was 0.32% for the second quarter of 2015, an increase of 9 basis points from the 0.23% average interest rate paid in the second quarter of 2014.

Net interest margin (net interest income divided by average interest earning assets) for the second quarter of 2015 was 3.56%, an increase of 36 basis points, compared to 3.20% for the second quarter of 2014.

Net interest income was \$9.2 million for the first six months of 2015, a decrease of \$0.6 million, or 5.8%, from \$9.8 million for the same period in 2014. Interest income was \$9.9 million for the six month period ended June 30, 2015, a decrease of \$0.5 million, or 4.7%, from \$10.4 million for the same six month period in 2014. Interest income decreased between the periods primarily because of a decrease in the average interest-earning assets held between the periods that was partially offset by an increase in average yields earned as a result of the change in the mix of assets held. While the average interest-earning assets decreased \$49.4 million between the periods, the average interest-earning assets held in lower yielding cash decreased \$70.9 million, the average interest-earning assets held in higher yielding investments increased \$32.2 million, and the amount of average interest-earning assets held in higher yielding loans decreased \$10.6 million between the periods. The decrease in the average cash balances was the result of funding anticipated deposit withdrawals. The increase in the average investment balance was the result of investing excess cash balances based on projected liquidity needs. The decrease in the average outstanding loans between the periods was primarily the result of a decrease in the average commercial loan portfolio, which occurred primarily because of loan prepayments or non-renewals as a result of the Company's focus on improving credit quality and managing net interest margin. The average yield earned on interest-earning assets was 3.76% for the first six months of 2015, an increase of 15 basis points from the 3.61% average yield for the first six months of 2014.

Interest expense was \$0.7 million for the first six months of 2015, an increase of \$0.1 million, or 12.0%, compared to \$0.6 million for the first six months of 2014. Interest expense increased because of the change in the mix of the average interest-bearing liabilities held between the periods which resulted in an increase in the average rate paid. While the average interest-bearing liabilities decreased \$38.1 million between the periods, the average interest-bearing liabilities held in higher rate borrowings increased \$8.0 million, the average interest-bearing liabilities held in higher rate certificates of deposits decreased \$23.0 million and the amount of interest-bearing liabilities held in other lower rate deposit accounts decreased \$23.1 million between the periods. The decrease in the average outstanding interest-bearing liabilities between the periods was the result of using existing cash to fund maturing certificates of deposits and other deposit withdrawals. The increase in the average rate paid was primarily due to the \$10.0 million holding company note payable that was funded in the first quarter of 2015 in connection with the final redemption of the outstanding Preferred Stock. Interest expense increases related to borrowing costs were partially offset by the lower interest rates paid on money market accounts and certificates of deposits between the periods. The decreased rates paid on these accounts were the result of the low interest rate environment that continued to exist during the first six months of 2015. The average interest rate paid on interest-bearing liabilities was 0.30% for the first six months of 2015, an increase of 6 basis points from the 0.24% average interest rate paid in the first six months of 2014.

Net interest margin (net interest income divided by average interest earning assets) for the first six months of 2015 was 3.49%, an increase of 10 basis points, compared to 3.39% for the first six months of 2014.

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A summary of the Company's net interest margin for the three and six month periods ended June 30, 2015 and June 30, 2014 is as follows:

<i>(Dollars in thousands)</i>	For the three month period ended June 30, 2015			June 30, 2014		
	Average	Interest	Yield/	Average	Interest	Yield/
	Outstanding Balance	Earned/ Paid	Rate <sup>(2)</sup>	Outstanding Balance	Earned/ Paid	Rate <sup>(2)</sup>
Interest-earning assets:						
Securities available for sale	\$ 141,777	525	1.48 %	\$ 115,206	300	1.05 %
Loans held for sale	2,310	16	2.74	1,550	15	3.88
Mortgage loans, net <sup>(1)</sup>	70,721	739	4.19	74,533	845	4.55
Commercial loans, net <sup>(1)</sup>	244,011	3,125	5.14	246,319	3,113	5.07
Consumer loans, net <sup>(1)</sup>	52,273	657	5.04	53,333	686	5.16
Cash equivalents	15,574	7	0.19	98,965	60	0.24
Federal Home Loan Bank stock	736	1	0.69	777	1	0.52
Total interest-earning assets	527,402	5,070	3.86	590,683	5,020	3.41
Interest-bearing liabilities:						
NOW accounts	75,469	4	0.02	72,267	4	0.02
Savings accounts	49,398	8	0.06	47,726	8	0.07
Money market accounts	146,834	81	0.22	166,404	101	0.24
Certificates	93,211	133	0.57	113,186	193	0.68
Advances and other borrowings	11,125	165	5.95	0	0	N/A
Total interest-bearing liabilities	376,037			399,583		
Non-interest checking	107,077			134,986		
Other non-interest bearing deposits	898			850		
Total interest-bearing liabilities and non-interest bearing deposits	\$ 484,012	391	0.32	\$ 535,419	306	0.23

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Net interest income	4,679			\$ 4,714		
Net interest rate spread		3.54	%			3.18 %
Net interest margin		3.56	%			3.20 %

(1) Average balances of loans include non-accrual loans

(2) Annualized

<i>(Dollars in thousands)</i>	For the six month period ended						
	June 30, 2015			June 30, 2014			
	Average Outstanding Balance	Interest Earned/ Paid	Yield/ Rate <sup>(2)</sup>	Average Outstanding Balance	Interest Earned/ Paid	Yield/ Rate <sup>(2)</sup>	
Interest-earning assets:							
Securities available for sale	\$ 144,233	1,039	1.45 %	\$ 112,057	604	1.09 %	
Loans held for sale	1,902	23	2.49	1,147	24	4.22	
Mortgage loans, net <sup>(1)</sup>	70,136	1,476	4.24	75,093	1,649	4.43	
Commercial loans, net <sup>(1)</sup>	241,486	6,074	5.07	247,651	6,671	5.43	
Consumer loans, net <sup>(1)</sup>	52,866	1,318	5.03	53,148	1,385	5.26	
Cash equivalents	22,249	22	0.20	93,192	112	0.24	
Federal Home Loan Bank stock	755	2	0.59	780	2	0.52	
Total interest-earning assets	533,627	9,954	3.76	583,068	10,447	3.61	
Interest-bearing liabilities:							
NOW accounts	76,229	7	0.02	71,141	8	0.02	
Savings accounts	48,503	15	0.06	46,906	16	0.07	
Money market accounts	148,386	178	0.24	159,249	200	0.25	
Certificates	94,467	274	0.58	115,828	404	0.70	
Brokered deposits	0	0	N/A	1,673	12	1.45	
Advances and other borrowings	7,986	243	6.14	0	0	N/A	
Total interest-bearing liabilities	375,571			394,797			
Non-interest checking	111,354			130,288			
Other non-interest bearing deposits	970			873			
Total interest-bearing liabilities and non-interest bearing deposits	\$ 487,895	717	0.30	\$ 525,958	640	0.24	
Net interest income		9,237			\$ 9,807		
Net interest rate spread			3.46 %			3.37 %	
Net interest margin			3.49 %			3.39 %	

(1) Average balances of loans include non-accrual loans

(2) Annualized



***Provision for Loan Losses***

The provision for loan losses was (\$0.2) million for the second quarter of 2015, an increase of \$2.0 million from the \$2.2 million credit provision for loan losses for the second quarter of 2014. The provision for loan losses was (\$0.2) million for the first six months of 2015, an increase of \$3.6 million from the \$3.8 million credit provision for loan losses for the same six month period in 2014. The provision increased in the second quarter and the first six months of 2015 primarily because there were fewer recoveries on previously charged off loans and fewer credit rating upgrades in the second quarter and first six months of 2015 when compared to the same periods of 2014.

A reconciliation of the Company's allowance for loan losses for the three and six month periods ended June 30, 2015 and 2014 is summarized as follows:

<i>(Dollars in thousands)</i>	2015	2014
Balance at March 31,	\$8,418	\$9,090
Provision	(183 )	(2,178)
Charge offs:		
One-to-four family	0	(92 )
Consumer	(9 )	(30 )
Commercial business	(5 )	0
Recoveries	181	1,906
Balance at June 30,	\$8,402	\$8,696
Allocated to:		
General allowance	\$7,327	\$6,342
Specific allowance	1,075	2,354
	\$8,402	\$8,696

<i>(Dollars in thousands)</i>	2015	2014
Balance at January 1,	\$8,332	\$11,401
Provision	(183 )	(3,788 )
Charge offs:		
One-to-four family	0	(92 )
Consumer	(27 )	(60 )
Commercial business	(5 )	(1 )
Commercial real estate	0	(936 )
Recoveries	285	2,172
Balance at June 30,	\$8,402	\$8,696

***Non-Interest Income***



Non-interest income was \$1.9 million for the second quarter of 2015, an increase of \$0.2 million, or 8.4%, from \$1.7 million for the same period of 2014. Gain on sales of loans increased \$0.2 million between the periods primarily because of an increase in single family loan sales in the second quarter of 2015 when compared to the same period of 2014.

Non-interest income was \$3.5 million for the first six months of 2015, an increase of \$0.1 million, or 1.5%, from \$3.4 million for the first six months of 2014. Gain on sales of loans and other non-interest income increased \$0.2 million between the periods primarily because of an increase in single family loan sales in the first six months of 2015 when compared to the same period of 2014. Fees and service charges decreased \$0.1 million between the periods primarily because of a decrease in overdraft charges on deposit accounts.

### *Non-Interest Expense*

Non-interest expense was \$5.8 million for the second quarter of 2015, an increase of \$1.3 million, or 29.9%, from \$4.5 million for the same period of 2014. The gains on real estate owned decreased \$1.2 million due primarily to a large gain recognized on the sale of a single property in the second quarter of 2014. Compensation expense increased \$0.3 million between the periods due to an increase in wages and restricted stock award expenses. These increases in non-interest expense were partially offset by a \$0.2 million decrease in other non-interest expense primarily because of a decrease in legal and other collection expenses between the periods.

Non-interest expense was \$11.2 million for the first six months of 2015, an increase of \$1.0 million, or 10.5%, from \$10.2 million for the same period of 2014. The gain on real estate owned decreased \$1.0 million due primarily to a large gain recognized on the sale of a single property in the second quarter of 2014. Compensation expense increased \$0.2 million between the periods due to an increase in wages and restricted stock award expenses. These increases in non-interest expense were partially offset by a \$0.1 million decrease in other non-interest expense primarily because of a decrease in legal and other collection expenses between the periods. Deposit insurance costs decreased \$0.1 million primarily because of a decrease in assets and insurance rates between the periods.

### ***Income Taxes***

Income tax expense was \$0.3 million for the second quarter of 2015, a decrease of \$1.3 million from \$1.6 million for the second quarter of 2014. Income tax expense was \$0.6 million for the first six months of 2015, a decrease of \$2.1 million from \$2.7 million for the first six months of 2014. The decrease in income tax expense between the periods is primarily related to the decrease in income in the second quarter and first six months of 2015 when compared to the same periods of 2014.

### ***Net Income Available to Common Shareholders***

The net income available to common shareholders was \$0.6 million for the second quarter of 2015, a decrease of \$1.4 million from the \$2.0 million income available to common shareholders in the second quarter of 2014. The net income available to common shareholders was \$0.9 million for the first six months of 2015, a decrease of \$2.2 million from the \$3.1 million net income available to common shareholders in the first six months of 2014. The net income available to common shareholders decreased primarily because of the decrease in the net income between the periods that was partially offset by a reduction in the dividends required to be paid on the outstanding Preferred Stock. On February 17, 2015, the Company redeemed the final 10,000 shares of its outstanding Preferred Stock which eliminated the dividends required to be paid on the Preferred Stock in the second quarter of 2015 and increased interest expense between the periods as the redemption was funded by a \$10.0 million holding company note payable to an unrelated third party.

## **FINANCIAL CONDITION**

### ***Non-Performing Assets***

The following table summarizes the amounts and categories of non-performing assets in the Bank's portfolio and loan delinquency information as of the end of the three most recently completed quarters.

	June 30,	March	December
	2015	31,	31,
		2015	2014
<i>(Dollars in thousands)</i>			
Non-Performing Loans:			

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One-to-four family real estate	\$1,807	\$1,658	\$1,564		
Commercial real estate	7,999	7,692	8,750		
Consumer	743	542	486		
Commercial business	11	97	120		
Total	10,560	9,989	10,920		
Foreclosed and Repossessed Assets:					
One-to-four family real estate	0	50	50		
Commercial real estate	2,730	2,916	3,053		
Total non-performing assets	\$13,290	\$12,955	\$14,023		
Total as a percentage of total assets	2.36 %	2.29 %	2.43 %		
Total non-performing loans	\$10,560	\$9,989	\$10,920		
Total as a percentage of total loans receivable, net	2.87 %	2.77 %	2.99 %		
Allowance for loan loss to non-performing loans	79.57 %	84.28 %	76.30 %		
Delinquency Data:					
Delinquencies <sup>(1)</sup>					
30+ days	\$1,382	\$1,462	\$1,682		
90+ days	0	0	0		
Delinquencies as a percentage of loan portfolio <sup>(1)</sup>					
30+ days	0.36 %	0.39 %	0.45 %		
90+ days	0.00 %	0.00 %	0.00 %		

<sup>(1)</sup> Excludes non-accrual loans.

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Total non-performing assets were \$13.3 million at June 30, 2015, an increase of \$0.3 million, or 2.6%, from \$13.0 million at March 31, 2015. Non-performing loans increased \$0.5 million and foreclosed and repossessed assets decreased \$0.2 million during the second quarter of 2015. The non-performing loan and foreclosed and repossessed asset activity for the second quarter of 2015 was as follows:

*(Dollars in thousands)*

<b>Non-performing loans</b>		<b>Foreclosed and repossessed assets</b>	
March 31, 2015	\$9,989	March 31, 2015	\$2,966
Classified as non-performing	1,503	Other foreclosures/repossessions	0
Charge offs	(14 )	Real estate sold	(165 )
Principal payments received	(903 )	Net gain on sale of assets	56
Classified as accruing	(15 )	Write downs	(127 )
Transferred to real estate owned	0	Transferred from non-performing loans	0
June 30, 2015	\$10,560	June 30, 2015	\$2,730

The increase in non-performing loans relates primarily to new loans classified as being non-performing exceeding the principal payments received on non-performing loans. Of the \$1.5 million in loans newly classified as non-performing during the quarter, \$0.3 million related to a single family loan, \$0.3 million related to consumer home equity loans, and \$0.9 million related to loans to a residential builder for the construction of residential properties where the construction had not been completed.

Total non-performing assets were \$13.3 million at June 30, 2015, a decrease of \$0.7 million, or 5.2%, from \$14.0 million at December 31, 2014. Non-performing loans decreased \$0.3 million and foreclosed and repossessed assets decreased \$0.4 million during the first six months of 2015. The non-performing loan and foreclosed and repossessed asset activity for the first six months of 2015 was as follows:

*(Dollars in thousands)*

<b>Non-performing loans</b>		<b>Foreclosed and repossessed assets</b>	
January 1, 2015	\$10,920	January 1, 2015	\$3,103
Classified as non-performing	2,151	Other foreclosures/repossessions	0
Charge offs	(32 )	Real estate sold	(408 )
Principal payments received	(2,464 )	Net gain on sale of assets	168
Classified as accruing	(15 )	Write downs	(133 )
Transferred to real estate owned	0	Transferred from non-performing loans	0
June 30, 2015	\$10,560	June 30, 2015	\$2,730

The decrease in non-performing loans during the first six months of 2015 related primarily to principal payments received. Of the \$2.5 million in principal payments received during the period, \$1.9 million related to construction loans to residential builders where the construction had been completed and the borrower paid off the loan from the home sale proceeds.

The following table summarizes the number and types of commercial real estate loans (the largest category of non-performing loans) that were non-performing as of the end of the three most recently completed quarters.

<i>(Dollars in thousands)</i>	# of relationships	Principal Amount of Loans at	# of relationships	Principal Amount of Loans at	# of relationships	Principal Amount of Loans at
		June 30, 2015		March 31, 2015		December 31, 2014
Property Type						
Developments/land	3	\$ 7,999	3	\$ 7,692	3	\$ 8,750

## LIQUIDITY AND CAPITAL RESOURCES

For the six months ended June 30, 2015, the net cash provided by operating activities was \$0.5 million. The Company collected \$76.1 million from the maturities of securities, \$0.7 million from principal repayments on securities, \$0.2 million from the redemption of FHLB stock, and \$0.4 million in proceeds from the sale of real estate. The Company purchased securities of \$64.1 million, FHLB stock of \$0.1 million, and premises and equipment of \$0.4 million. Net loans receivable increased \$4.9 million. The Company had a net decrease in deposit balances of \$15.3 million (primarily in ethanol-related deposits), redeemed \$10.0 million of Preferred Stock, and paid \$0.2 million in Preferred Stock dividends. The Company also received \$41.0 million in proceeds from borrowings and repaid \$31.0 million in borrowings.

The Company has certificates of deposits with outstanding balances of \$56.0 million that mature over the next 12 months. Based upon past experience, management anticipates that the majority of the deposits will renew for another term. The Company believes that cash outflow from certificates that do not renew will be replaced with other deposits or FHLB advances. Federal Reserve borrowings or proceeds from the sale of securities could also be used to fund unanticipated outflows of certificates of deposits.

The Company had four deposit customers with aggregate deposits greater than \$5.0 million as of June 30, 2015. The \$53.4 million in funds held by these customers may be withdrawn at any time and management anticipates that some of these deposits will be withdrawn from the Bank over the next twelve months due to the anticipated cash needs of the customers. If these deposits are withdrawn, it is anticipated that they would be funded with available cash or replaced with deposits from other customers or FHLB advances. Federal Reserve borrowings or proceeds from the sale of securities could also be used to replace unanticipated outflows of large checking and money market deposits.

The Company has the ability to borrow \$92.2 million from the FHLB at June 30, 2015, based on the collateral value of the loans pledged. The credit policy of the FHLB relating to the collateral value of the loans collateralizing the available line of credit with the FHLB may change such that the current collateral pledged to secure future advances is no longer acceptable or the formulas for determining the excess pledged collateral may change. The FHLB could also reduce the amount of funds it will lend to the Bank. It is not anticipated that the Bank will need to find alternative funding sources in the next twelve months to replace the available borrowings from the FHLB. However, if needed, excess collateral currently pledged to the FHLB could be pledged to the FRB and the Bank could borrow additional funds from the FRB based on the increased collateral levels or obtain additional deposits.

On February 17, 2015, the Company redeemed the remaining 10,000 shares of its outstanding Preferred Stock after redeeming 16,000 shares in 2014. These redemptions reduced the amount of dividends paid on the Preferred Stock and increased interest expense in the first six months of 2015 when compared to the same period of 2014 as the redemption was funded by a \$10.0 million holding company note payable to an unrelated third party.

The Company's primary source of cash is dividends from the Bank. At June 30, 2015, the Company had \$1.0 million in cash and other assets that could readily be turned into cash. The primary use of cash by the Company is the payment of operating expenses and principal and interest on the third party note payable. The interest payments on the note payable are due quarterly and a principal payment of \$1.0 million is due on December 15, 2015. It is anticipated that the Bank will dividend to the Company a sufficient amount in the third quarter of 2015 in order for it to make the required principal and interest payments on the note and pay for its ongoing other operating expenses.

The Company also serves as a source of capital, liquidity and financial support to the Bank. Depending upon the operating performance of the Bank and the Company's other liquidity and capital needs, including potentially Company-level expenses, including the payment of principal and interest on the Company's outstanding note payable, the Company may find it prudent, subject to prevailing capital market conditions and other factors, to raise additional

capital through issuance of its common stock or other equity securities. Additional capital would also potentially permit the Company to implement a strategy of growing Bank assets. Depending on the circumstances, if it were to raise capital, the Company may deploy it to the Bank for general banking purposes, or may retain some or all of it for use by the Company.

If the Company were to raise capital through the issuance of additional shares of common stock or other equity securities, it could dilute the ownership interests of existing stockholders, potentially could dilute the Company's earnings per share, and, if issued at a price less than the Company's book value, would dilute the per share book value of our common stock, and could result in a change in control of the Company and the Bank. New investors may also have rights, preferences and privileges senior to the Company's current stockholders, which may adversely impact the Company's current stockholders. The Company's ability to raise additional capital through the issuance of equity securities, if deemed prudent, will depend on, among other factors, conditions in the capital markets at that time, which are outside of its control, and on the Company's financial performance and plans. Accordingly, the Company may not be able to raise additional capital, if deemed prudent, on favorable economic terms, or other terms acceptable to it. If the Bank cannot satisfactorily address its respective capital needs as they arise, the Company's ability to maintain or expand its operations, maintain compliance with the regulatory capital requirements, to pay dividends to the Company, to operate without additional regulatory or other restrictions, and its operating results, could be materially adversely affected.

**Market Risk**

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest rate risk inherent in its investing, lending and deposit taking activities. Management actively monitors and manages its interest rate risk exposure.

The Company's profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact the Company's earnings to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent, or on the same basis. The Company monitors the projected changes in net interest income that occur if interest rates were to suddenly change up or down. The *Rate Shock Table* located in the Asset/Liability Management section of this report, which follows, discloses the Company's projected changes in net interest income based upon immediate interest rate changes called rate shocks. The Company utilizes a model that uses the discounted cash flows from its interest-earning assets and its interest-bearing liabilities to calculate the current market value of those assets and liabilities. The model also calculates the changes in market value of the interest-earning assets and interest-bearing liabilities under different interest rate changes.

The following table discloses the projected changes in the market value to the Company's interest-earning assets and interest-bearing liabilities based upon incremental 100 basis-point changes in interest rates from interest rates in effect on June 30, 2015.

	Market Value			
<i>(Dollars in thousands)</i>				
Basis point change in interest rates	-100	0	+100	+200
Total market risk sensitive assets	\$555,766	548,202	536,587	523,407
Total market risk sensitive liabilities	478,721	449,931	429,626	416,260
Off-balance sheet financial instruments	(530 )	0	239	525
Net market risk	\$77,575	98,271	106,722	106,622
Percentage change from current market value	(21.06 )%	0.00 %	8.60 %	8.50 %

The preceding table was prepared utilizing a model using the following assumptions (the Model Assumptions) regarding prepayment and decay ratios, which were determined by management based upon their review of historical prepayment speeds and future prepayment projections. Fixed rate loans were assumed to prepay at annual rates of between 4% to 58%, depending on the note rate and the period to maturity. Adjustable rate mortgages (ARMs) were assumed to prepay at annual rates of between 18% and 138%, depending on the note rate and the period to maturity. Mortgage-backed securities were projected to have prepayments based upon the underlying collateral securing the



instrument. Certificate accounts were assumed not to be withdrawn until maturity. Passbook accounts were assumed to decay at an annual rate of 6% and retail money market accounts were assumed to decay at an annual rate of 8%. Retail checking accounts were assumed to decay at an annual rate of 3%. Commercial checking accounts and money market accounts were assumed to decay at annual rates of 7% and 12%, respectively. Commercial non-interest checking accounts were assumed to decay at an annual rate of 7%. Callable investments were projected to be called at the first call date where the projected interest rate on similar remaining term instruments exceeded the interest rate on the callable advance or investment.

Certain shortcomings are inherent in the method of analysis presented in the table above. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in market interest rates. The model assumes that the difference between the current interest rate being earned or paid compared to a treasury instrument or other interest index with a similar term to maturity (the Interest Spread) will remain constant over the interest changes disclosed in the table. Changes in Interest Spread could impact projected market value changes. Certain assets, such as ARMs, have features which restrict changes in interest rates on a short-term basis and over the life of the assets. The market value of the interest-bearing assets which are approaching their lifetime interest rate caps could be different from the values disclosed in the table. In the event of a change in interest rates, prepayment and early withdrawal levels may deviate significantly from those assumed in calculating the foregoing table. The ability of many borrowers to service their debt may decrease in the event of a substantial sustained interest rate increase.

***Asset/Liability Management***

The Company's management reviews the impact that changing interest rates will have on its net interest income projected for the next twelve months to determine if its current level of interest rate risk is acceptable. The following table projects the estimated impact on net interest income during the twelve month period ending June 30, 2016 of immediate interest rate changes called rate shocks.

*(Dollars in thousands)*

Rate Shock in Basis Points	Projected Change in Net Interest Income	Percentage Change	
+200	\$ 2,435	13.02	%
+100	\$ 1,466	7.84	%
0	\$ 0	0.00	%
-100	\$(2,138 )	(11.43	)%

The preceding table was prepared utilizing the Model Assumptions. Certain shortcomings are inherent in the method of analysis presented in the foregoing table. In the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the foregoing table. The ability of many borrowers to service their debt may decrease in the event of a substantial increase in interest rates and could impact net interest income. The increase in interest income in a rising rate environment is primarily because more loans than deposits are scheduled to reprice in the next twelve months.

In an attempt to manage its exposure to changes in interest rates, management closely monitors interest rate risk. The Bank has an Asset/Liability Committee which meets frequently to discuss changes in the interest rate risk position and projected profitability. This Committee makes adjustments to the asset/liability position of the Bank, which are reviewed by the Board of Directors of the Bank. This Committee also reviews the Bank's portfolio, formulates investment strategies and oversees the timing and implementation of transactions to assure attainment of the Board's objectives in the most effective manner. In addition, each quarter the Board reviews the Bank's asset/liability position, including simulations of the effect on the Bank's capital of various interest rate scenarios.

In managing its asset/liability mix, the Bank may, at times, depending on the relationship between long-term and short-term interest rates, market conditions and consumer preference, place more emphasis on managing net interest margin than on better matching the interest rate sensitivity of its assets and liabilities in an effort to enhance net interest income. Management believes that the increased net interest income resulting from a mismatch in the maturity of its asset and liability portfolios can, in certain situations, provide high enough returns to justify the increased exposure to sudden and unexpected changes in interest rates.

To the extent consistent with its interest rate spread objectives, the Bank attempts to manage its interest rate risk and has taken a number of steps to restructure its balance sheet in order to better match the maturities of its assets and liabilities. In the past, more fixed rate loans were placed into the single family loan portfolio. Over the past several years, the Bank has primarily focused its fixed rate one-to-four family residential lending program on loans that are saleable to third parties and generally placed only those fixed rate loans that met certain risk characteristics into its loan portfolio. The Bank's commercial loan production continued to emphasize adjustable rate loans with minimum interest rate floors; however, a majority of the commercial portfolio is comprised of fixed rate loans with an average maturity of less than five years.

### *Off-Balance Sheet Arrangements*

The Company has no off-balance sheet arrangements other than commitments to originate and sell loans in the ordinary course of business.

**Item 3: Quantitative and Qualitative Disclosures About Market Risk**

Not applicable.

**Item 4: Controls and Procedures**

*Evaluation of disclosure controls and procedures.* As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the principal executive officer and principal financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

*Changes in internal controls.* There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

**HMN FINANCIAL, INC.**

**PART II - OTHER INFORMATION**

**ITEM 1. Legal Proceedings.**

From time to time, the Company is party to legal proceedings arising out of its lending and deposit operations. The Company is, and expects to become, engaged in a number of foreclosure proceedings and other collection actions as part of its collection activities. Based on our current understanding of these pending legal proceedings, management does not believe that judgements or settlements, if any and if determined adversely to the Company, arising from pending legal matters individually or in the aggregate, would have a material adverse effect on the consolidated financial position, operating results or cash flows of the Company. Litigation is often unpredictable and the actual results of litigation cannot be determined with any certainty.

**ITEM 1A. Risk Factors.**

There have been no material changes to the Company's risk factors contained in its Annual Report on Form 10-K for the year ended December 31, 2014 and Form 10-Q for the quarter ended March 31, 2015. For a further discussion of our Risk Factors, see Part I, Item 1.A. of the Company's Annual Report on Form 10-K for the year ended December 31, 2014 and Form 10-Q for the quarter ended March 31, 2015.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None.

**ITEM 3. Defaults Upon Senior Securities.**

None.

**ITEM 4. Mine Safety Disclosures.**

Not applicable.

**ITEM 5. Other Information.**

None.

**ITEM 6. Exhibits.**

Incorporated by reference to the index to exhibits included with this report immediately following the signature page.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HMN FINANCIAL, INC.  
Registrant

Date: August 5, 2015

By: /s/ Bradley Krehbiel  
Bradley Krehbiel, President and  
Chief Executive Officer  
(Principal Executive Officer)

Date: August 5, 2015

By: /s/ Jon Eberle  
Jon Eberle,  
Senior Vice President, Chief  
Financial Officer, and Treasurer  
(Principal Financial Officer)

**HMN FINANCIAL, INC.**

**INDEX TO EXHIBITS**

**FOR FORM 10-Q**

Regulation S-K Exhibit Number	Document Attached Hereto	Sequential Page Numbering Where Attached Exhibits Are Located in This Form 10-Q Report
31.1	Rule 13a-14(a)/15d-14(a) Certification of CEO	Filed Electronically
31.2	Rule 13a-14(a)/15d-14(a) Certification of CFO	Filed Electronically
32	Section 1350 Certifications of CEO and CFO	Filed Electronically
101	Financial statements from the Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2015, filed with the SEC on August 5, 2015, formatted in Extensible Business Reporting Language (XBRL); (i) the Consolidated Balance Sheet at June 30, 2015 and	Filed Electronically



December 31, 2014,  
(ii) the Consolidated  
Statements of  
Comprehensive  
Income for the  
Three Month and  
Six Month Periods  
Ended June 30, 2015  
and 2014, (iii) the  
Consolidated  
Statement of  
Stockholders' Equity  
for the Six Month  
Period Ended June  
30, 2015, (iv) the  
Consolidated  
Statements of Cash  
Flows for the Six  
Month Period Ended  
June 30, 2015 and  
2014, and (v) Notes  
to Consolidated  
Financial  
Statements.