UNITED COMMUNITY FINANCIAL CORF
Form 10-Q
November 04, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

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

For the transition period from to

UNITED COMMUNITY FINANCIAL CORP.

(Exact name of the registrant as specified in its charter)

OHIO 000-024399 34-1856319

(State or other jurisdiction of incorporation) (Commission File No.) (IRS Employer I.D. No.)

275 West Federal Street, Youngstown, Ohio 44503-1203

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (330) 742-0500

Not Applicable

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

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

Yes x No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No "

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

Large accelerated filer " Accelerated filer x

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

Yes " No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 47,624,307 common shares as of October 31, 2015.

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PART I—FINANCIAL INFORMATION

ITEM 1. Financial Statements

UNITED COMMUNITY FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Unaudited)

	September 30December 31, 2015 2014 (Dollars in thousands)		
Assets:			
Cash and deposits with banks	\$19,831	\$ 21,152	
Federal funds sold	24,849	11,828	
Total cash and cash equivalents	44,680	32,980	
Securities:			
Available for sale, at fair value	366,765	499,790	
Held to maturity, (fair value of \$113,152 and \$0, respectively)	113,052	_	
Loans held for sale, at lower of cost or market	14,195	20,730	
Loans held for sale, at fair value	24,079	_	
Loans, net of allowance for loan losses of \$17,482 and \$17,687	1,277,330	1,148,093	
Federal Home Loan Bank stock, at cost	18,068	18,068	
Premises and equipment, net	20,539	21,002	
Accrued interest receivable	5,530	5,763	
Real estate owned and other repossessed assets, net	3,316	3,467	
Core deposit intangible	43	84	
Cash surrender value of life insurance	54,482	46,401	
Other assets	28,808	37,172	
Total assets	\$1,970,887	\$ 1,833,550	
Liabilities and Shareholders' Equity			
Liabilities:			
Deposits:			
Interest bearing	\$1,201,886	\$ 1,159,871	
Non-interest bearing	208,598	187,965	
Total deposits	1,410,484	1,347,836	
Borrowed funds:			
Federal Home Loan Bank advances			
Long-term Federal Home Loan Bank advances	46,780	46,194	
Short-term Federal Home Loan Bank advances	216,000	140,000	
Total Federal Home Loan Bank advances	262,780	186,194	
Repurchase agreements and other	30,540	30,558	
Total borrowed funds	293,320	216,752	
Advance payments by borrowers for taxes and insurance	14,360	19,904	
Accrued interest payable	233	185	
Accrued expenses and other liabilities	8,561	8,738	

Total liabilities	1,726,958	1,593,415
Shareholders' Equity:		
Preferred stock-no par value; 1,000,000 shares authorized and no shares issued and		
outstanding	_	_
Common stock-no par value; 499,000,000 shares authorized; 54,138,910 shares		
issued and 47,613,582 and 49,239,004 shares, respectively, outstanding	174,215	174,385
Retained earnings	137,743	128,512
Accumulated other comprehensive income (loss)	(16,907)	(19,998)
Treasury stock, at cost, 6,525,328 and 4,899,906 shares, respectively	(51,122)	(42,764)
Total shareholders' equity	243,929	240,135
Total liabilities and shareholders' equity	\$1,970,887	\$ 1,833,550

See Notes to Consolidated Financial Statements.

UNITED COMMUNITY FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(Unaudited)

For	the	Three	N	Inthe	TE ₁₀₀	daHe	Nine	· 1	Inthe	Ended	
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	September 30,		September	30,
	2015 2014		2015	2014
	(Dollars in	thousands	, except per	share data)
Interest income				
Loans	\$13,426	\$12,436	\$ 39,007	\$ 36,919
Loans held for sale	390	114	1,025	237
Securities available for sale	2,599	3,002	8,139	9,368
Securities held to maturity (nontaxable)	33	_	45	_
Securities held to maturity (taxable)	17	_	17	_
Federal Home Loan Bank stock dividends	181	180	541	677
Other interest earning assets	8	4	25	51
Total interest income	16,654	15,736	48,799	47,252
Interest expense				
Deposits	1,690	1,548	4,862	4,852
Federal Home Loan Bank advances	340	537	947	1,579
Repurchase agreements and other	323	926	958	2,753
Total interest expense	2,353	3,011	6,767	9,184
Net interest income	14,301	12,725	42,032	38,068
(Recovery) provision for loan losses	673	116	1,242	(1,465)
Net interest income after provision for loan losses	13,628	12,609	40,790	39,533
Non-interest income				
Non-deposit investment income	259	408	799	1,156
Mortgage servicing fees	683	678	2,038	2,053
Deposit related fees	1,405	1,321	3,811	3,850
Mortgage servicing rights valuation	(138)	2	(92) (4)
Mortgage servicing rights amortization	(449)	(435)	(1,355) (1,259)
Other service fees	19	3	56	3
Net gains (losses):				

Securities available for sale (includes \$0, \$328, \$11 and \$362,

respectively, accumulated other comprehensive income

reclassifications for unrealized net gains on available

for sale securities)		328	11	362	
Mortgage banking income	288	676	3,467	1,600	
Change in fair value of loans held for sale, carried at fair value	1,421		1,836		
Real estate owned and other repossessed assets, net	(119)	(203)	(311) (628)
Card fees	1,036	837	2,777	2,461	
Other income	468	559	1,229	1,242	
Total non-interest income	4,873	4,174	14,266	10,836	

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Non-interest expense				
Salaries and employee benefits	6,894	7,001	20,968	22,863
Occupancy	819	874	2,505	2,622
Equipment and data processing	1,714	1,791	5,105	5,552
Franchise tax	272	198	924	594
Advertising	183	181	546	617
Amortization of core deposit intangible	14	17	41	52
FDIC insurance premiums	313	295	946	875
Other insurance premiums	84	138	253	410
Legal and consulting fees	361	184	889	522
Other professional fees	469	555	1,231	1,564
Debt prepayment penalty	_	1,396	_	1,396
Real estate owned and other repossessed asset expenses	134	189	293	539
Other expenses	1,028	1,433	3,473	4,415
Total non-interest expenses	12,285	14,252	37,174	42,021
Income before income taxes	6,216	2,531	17,882	8,348
Income tax expense (includes \$0, \$115, \$4 and \$127 income tax				
expense from reclassification items)	2,073	(369)	5,928	(39,050)
Net income	\$4,143	\$2,900	\$ 11,954	\$ 47,398
(Continued)				
4				

(Continued)

UNITED COMMUNITY FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(Unaudited)

For the Three Months Forded Nine Months Ended

	September 30,		September	30,
	2015	2014	2015	2014
	(Dollars	in thousand	ds, except per	r share data)
Net income	\$4,143	\$ 2,900	\$ 11,954	\$ 47,398
Other comprehensive income				
Unrealized gain on securities, net of tax	5,138	(196) 3,098	15,590
Reclassification adjustment for (gains) losses, net of tax		(213) (7) (235)
Total other comprehensive income	\$5,138	\$ (409	\$ 3,091	\$ 15,355
Comprehensive income	\$9,281	\$ 2,491	\$ 15,045	\$ 62,753
Earnings per share				
Basic	\$ 0.09	\$ 0.06	\$ 0.25	\$ 0.94
Diluted	0.09	0.06	0.24	0.94

See Notes to Consolidated Financial Statements.

UNITED COMMUNITY FINANCIAL CORP.

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

(Unaudited)

	Common			Accumulated Other		
	Shares	Common	Retained	Comprehensive	Treasury	
	Outstanding (Dollars in th		Earnings cept per sha	Income (Loss) are data)	Stock	Total
Balance January 1, 2015	49,239,004	\$174,385	\$128,512	\$ (19,998)	\$(42,764)	\$240,135
Net income			11,954			11,954
Other comprehensive income				3,091		3,091
Stock option exercises	13,000		(87)		113	26
Stock option expenses		19				19
Restricted stock grants	139,986	(744)	(469)		1,213	
Restricted stock forfeitures	(8,091)	6	12		(52)	(34)
Restricted stock amortization		549				549
Cash dividend payments (\$0.05 per						
share)			(2,179)			(2,179)
Treasury stock purchases	(1,770,317)				(9,632)	(9,632)
Balance September 30, 2015	47,613,582	\$174,215	\$137,743	\$ (16,907)	\$(51,122)	\$243,929
				Accumulated		
	Common			Other		
	Shares	Common	Retained	Comprehensive	Treasury	
	Outstanding (Dollars in th		Earnings cept per sha	Income (Loss) are data)	Stock	Total
Balance January 1, 2014	50,339,089	\$174,719	\$81,515	\$ (41,665)	\$(39,495)	\$175,074

	Shares	Common	Retained	Comprehensive	Treasury	
	Outstanding (Dollars in th		Earnings acept per sh	Income (Loss) are data)	Stock	Total
Balance January 1, 2014	50,339,089		\$81,515	\$ (41,665	\$(39,495)	\$175,074
Net income			47,398			47,398
Other comprehensive income				15,355		15,355
Stock option exercises	85,000		(700)	873	173
Stock option expenses		19				19
Restricted stock grants	248,213	(958)	(1,613)	2,571	_
Restricted stock forfeitures	(54,611)	147	133		(381)	(101)
Restricted stock amortization		356				356
Cash dividend payments (\$0.01 per						
share)			(504)		(504)
Treasury stock purchases	(935,400)				(4,064)	(4,064)
Balance September 30, 2014	49,682,291	\$174,283	\$126,229	\$ (26,310	\$(40,496)	\$233,706

See Notes to Consolidated Financial Statements.

UNITED COMMUNITY FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

Cash Flows from Operating Activities \$11,954 \$47,398 Net income \$11,954 \$47,398 Adjustments to reconcile net income to net cash provided by operating activities (Recovery) provision for loan losses 1,242 (1,660) Mortgage banking income (3,467) (1,600) - Net losses on real estate owned and other repossessed assets sold 311 628 Net egain on available for sale securities sold (11) (362) Net gain on available for sale securities sold (21) 7 Amortization of premiums and accretion of discounts 770 662 Depreciation and amortization 1,594 1,484 1,484 Net change in interest receivable 233 438 170) Net change in interest receivable 3,824 2,379 1,594 1,484 1,594 1,484 Net change in other liabilities (211) (451) 1,594 1,484 Net change in interest receivable 3,824 2,379 2,379 Net change in other liabilities (211) (451) 1,070) <		For the Nine Ended Septe 2015 (Dollars in the	ember 30, 2014
Adjustments to reconcile net income to net cash provided by operating activities 1,242 (1,465) (Recovery) provision for loans loses 1,242 (1,460) Mortgage banking income (3,467) (1,000) Changes in fair value on loans held for sale (1,836) — Net losses on real estate owned and other repossessed assets sold 311	* *		
(Recovery) provision for loan losses 1,242 (1,465) Mortgage banking income (3,467) (1,600) Changes in fair value on loans held for sale (1,136) — Net losses on real estate owned and other repossessed assets sold 311 (362) 628 Net gain on available for sale securities sold (21) 7 Amortization of premiums and accretion of discounts 770 (62) Depreciation and amortization 1,594 (1,484) Net change in interest receivable 233 (48) Net change in interest payable 48 (170) Net change in prepaid and other assets 3,824 (2,379) Net change in other liabilities (211) (451) Net change in other liabilities (111) (451) Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081) (1,076) Net cash from operating activities (2,080) 5,245	Net income	\$11,954	\$47,398
Mortgage banking income (3,467) (1,600) Changes in fair value on loans held for sale (1,836) — Net losses on real estate owned and other repossessed assets sold 311 (362) Net gain on available for sale securities sold (11) (362) Net (gain) loss on other assets sold (21) 7 Amortization of premiums and accretion of discounts 770 662 Depreciation and amortization 1,594 1,484 Net change in interest receivable 233 438 Net change in interest payable 48 (170) Net change in other liabilities (211) (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081) (1,076) Net cash from operating activities 5,541 (39,050) Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 26,486 (20,193) Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from	Adjustments to reconcile net income to net cash provided by operating activities		
Changes in fair value on loans held for sale Net losses on real estate owned and other repossessed assets sold 11			(1,465)
Net josses on real estate owned and other repossessed assets sold 311 628 Net gain on available for sale securities sold (11) (362) Net (gain) loss on other assets sold (21 7 662 Amortization of premiums and accretion of discounts 770 662 Depreciation and amortization 1,594 1,484 Net change in interest receivable 233 438 Net change in interest payable 48 (170) Net change in other liabilities (211 (451) Net change in other liabilities (211 (451) Net change in other liabilities (211 (451) Net change in other liabilities (164,356 (11,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 150,803 107,020 Net change in interest rate caps 5,541 (39,050) Net change in interest rate caps 6,080 5,245 Net cash from operating activities 6,080 5,245		(3,467)	(1,600)
Net gain on available for sale securities sold (11 (362) Net (gain) loss on other assets sold (21 7 Amortization of premiums and accretion of discounts 1,594 1,484 Depreciation and amortization 1,594 1,484 Net change in interest receivable 233 438 Net change in interest payable 48 (170) Net change in prepaid and other assets 3,824 2,379 Net change in other liabilities (211 (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050 Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and	•	(1,836)	_
Net (gain) loss on other assets sold (21) 7 Amortization of premiums and accretion of discounts 770 662 Depreciation and amortization 1,594 1,484 Net change in interest receivable 233 438 Net change in prepaid and other assets 3,824 2,379 Net change in other liabilities (211) (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081) (1,076) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Surrender value of life insurance (1,081) (1,076) Net cash from operating activities 6,080 5,245 Text change in interest rate caps 175 278 Net cash from the sale of feal estate owned and maturities of securities available for sale 26,4	Net losses on real estate owned and other repossessed assets sold	311	628
Amortization of premiums and accretion of discounts 770 662 Depreciation and amortization 1,594 1,484 Net change in interest receivable 233 438 Net change in interest payable 48 (170) Net change in prepaid and other assets 3,824 2,379 Net change in other liabilities (211 (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale 150,803 107,002 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081 (10,766) Net cash from operating activities (70 5,245 Cash Flows from Investing Activities (80 5,245 Cash Flows from the principal repayments and maurities of securities available for sale 5,153 5,470 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of premises and equipment 11,238 (710	Net gain on available for sale securities sold	(11)	(362)
Depreciation and amortization 1,594 1,484 Net change in interest receivable 233 438 Net change in interest payable 48 (170 170	Net (gain) loss on other assets sold	(21)	7
Net change in interest receivable 438 438 Net change in interest payable 48 (170) Net change in prepaid and other assets 3,824 2,379 Net change in other liabilities (211 (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Net change in deferred tax assets 5,541 (39,050) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 26,486 20,193 Proceeds from the principal repayments and maturities of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of premises and equipment 154 38 Proceeds from the sale of premises and equipment 154 30	Amortization of premiums and accretion of discounts	770	662
Net change in interest payable 48 (170 Net change in prepaid and other assets 3,824 2,379 Net change in other liabilities (211 (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081) (1,076) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Start Flows from Investing Activities 8 20,193 Proceeds from the sale of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of preal estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of premises and equipment 154 38 Proceeds from the sale of premises and equipment 154 3 Purchases of p	Depreciation and amortization	1,594	1,484
Net change in prepaid and other assets 3,824 2,379 Net change in other liabilities (211) (451) (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,49) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081) (1,076) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 26,486 20,193 Proceeds from the principal repayments and maturities of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of loans held for investment 514 38 Proceeds from the sale of premises and equipment 154 38 Purchases of premises and equipment 154 30 Purchase of municipal securities held to maturity 9,569 1 — Purchase of bank owned life insurance 7,000 1 — Ne	Net change in interest receivable	233	438
Net change in other liabilities (211) (451) Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050) Cash surrender value of life insurance (1,081) (1,076) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 5,153 5,470 Proceeds from the principal repayments and maturities of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of premises and equipment 154 38 Proceeds from the sale of premises and equipment 154 38 Purchases of premises and equipment (1,238) (710) Principal disbursed on loans, net of repayments (122,796) (90,650) Loans purchased (9,569) — Purchase of bank owned life insurance (7,000) —	Net change in interest payable	48	(170)
Stock based compensation 568 274 Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050)) Cash surrender value of life insurance (1,081) (1,076)) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Net cash from Investing Activities 6,080 5,245 Proceeds from Investing Activities 26,486 20,193 Proceeds from the principal repayments and maturities of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of premises and equipment 154 38 Proceeds from the sale of premises and equipment 154 30 Purchases of premises and equipment (1,238) (710)) Purchase of municipal securities held to maturity (9,569) — Purchase of municipal securities held to maturity (9,290	Net change in prepaid and other assets	3,824	2,379
Net principal disbursed on loans originated for sale (164,356) (111,149) Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050)) Cash surrender value of life insurance (1,081) (1,076)) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 26,486 20,193 Proceeds from the principal repayments and maturities of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of premises and equipment 514 38 Proceeds from the sale of premises and equipment (1,238) (710)) Purchases of premises and equipment (1,238) (710)) Principal disbursed on loans, net of repayments (122,796) (90,650)) Loans purchased (9,569) —	Net change in other liabilities	(211)	(451)
Proceeds from sale of loans held for sale 150,803 107,020 Net change in deferred tax assets 5,541 (39,050)) Cash surrender value of life insurance (1,081) (1,076)) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities 26,486 20,193 Proceeds from the principal repayments and maturities of securities available for sale 5,153 5,470 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of loans held for investment 514 38 Proceeds from the sale of premises and equipment 154 30 Purchases of premises and equipment (1,238) (710)) Purchases of premises and equipments (122,796) (90,650)) Loans purchased (9,569) — Purchase of municipal securities held to maturity (9,290) — Purchase of bank owned life insurance	Stock based compensation	568	274
Net change in deferred tax assets Cash surrender value of life insurance Net change in interest rate caps Net cash from operating activities Cash Flows from Investing Activities Proceeds from the principal repayments and maturities of securities available for sale Proceeds from the sale of securities available for sale Proceeds from the sale of real estate owned and other repossessed assets Proceeds from the sale of loans held for investment Proceeds from the sale of premises and equipment Proceeds from the sale of premises and equipment Principal disbursed on loans, net of repayments Loans purchased Purchase of municipal securities held to maturity Purchase of bank owned life insurance Redemption of FHLB stock Net cash from investing activities Net increase in checking, savings and money market accounts Net increase (decrease) in certificates of deposit 10,081 175 278 278 278 278 278 278 279 279 279 279 279 279 279 279 279 279	Net principal disbursed on loans originated for sale	(164,356)	(111,149)
Cash surrender value of life insurance (1,081) (1,076) Net change in interest rate caps 175 278 Net cash from operating activities 6,080 5,245 Cash Flows from Investing Activities Proceeds from the principal repayments and maturities of securities available for sale 26,486 20,193 Proceeds from the sale of securities available for sale 5,153 5,470 Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of loans held for investment 514 38 Proceeds from the sale of premises and equipment 1,238 (710) Purchases of premises and equipment (1,238) (710) Principal disbursed on loans, net of repayments (122,796) (90,650) Loans purchased (9,569) — Purchase of municipal securities held to maturity (9,290) — Purchase of bank owned life insurance (7,000) — Redemption of FHLB stock — 8,396 Net cash from investing activities (115,681) (54,491) Cash Flows from Financing Activities Net increase in checking, savings and money market accounts Net increase (decrease) in certificates of deposit 12,244 (45,497)	Proceeds from sale of loans held for sale	150,803	107,020
Net change in interest rate caps175278Net cash from operating activities6,0805,245Cash Flows from Investing Activities5,245Proceeds from the principal repayments and maturities of securities available for sale26,48620,193Proceeds from the sale of securities available for sale5,1535,470Proceeds from the sale of real estate owned and other repossessed assets1,9052,742Proceeds from the sale of loans held for investment51438Proceeds from the sale of premises and equipment15430Purchases of premises and equipment(1,238)(710))Principal disbursed on loans, net of repayments(122,796)(90,650))Loans purchased(9,569)—Purchase of municipal securities held to maturity(9,290)—Purchase of bank owned life insurance(7,000)—Redemption of FHLB stock—8,396Net cash from investing activities(115,681)(54,491)Cash Flows from Financing ActivitiesNet increase in checking, savings and money market accounts50,404122Net increase (decrease) in certificates of deposit12,244(45,497)	Net change in deferred tax assets	5,541	(39,050)
Net change in interest rate caps Net cash from operating activities Cash Flows from Investing Activities Proceeds from the principal repayments and maturities of securities available for sale Proceeds from the sale of securities available for sale Proceeds from the sale of real estate owned and other repossessed assets Proceeds from the sale of loans held for investment Proceeds from the sale of premises and equipment Proceeds from the sale of premises and equipment Purchases of premises and equipment Purchases of premises and equipment Purchase of municipal securities held to maturity Purchase of bank owned life insurance Redemption of FHLB stock Net cash from investing activities Net increase in checking, savings and money market accounts Net increase (decrease) in certificates of deposit 175 278 6,080 5,245 20,193 20,498 20,498 20,193 20,498 20,498 20,193 20,498 20,498 20,498 20,193 20,498 20,49	Cash surrender value of life insurance	(1,081)	(1,076)
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Cash Flows from Investing Activities Proceeds from the principal repayments and maturities of securities available for sale Proceeds from the sale of securities available for sale Proceeds from the sale of real estate owned and other repossessed assets 1,905 2,742 Proceeds from the sale of loans held for investment Proceeds from the sale of premises and equipment 154 30 Purchases of premises and equipment Principal disbursed on loans, net of repayments Loans purchased 9,569 — Purchase of municipal securities held to maturity Purchase of bank owned life insurance Redemption of FHLB stock Net cash from investing activities Net increase in checking, savings and money market accounts Net increase (decrease) in certificates of deposit 26,486 20,193	*	6,080	5,245
Proceeds from the principal repayments and maturities of securities available for sale Proceeds from the sale of securities available for sale Proceeds from the sale of real estate owned and other repossessed assets Proceeds from the sale of loans held for investment Proceeds from the sale of premises and equipment Proceeds from the sale of premises and equipment Proceeds from the sale of premises and equipment Principal disbursed on loans, net of repayments Principal disbursed on loans, net of repayments Purchase of municipal securities held to maturity Purchase of municipal securities held to maturity Purchase of bank owned life insurance Redemption of FHLB stock Net cash from investing activities Net increase in checking, savings and money market accounts Net increase (decrease) in certificates of deposit 26,486 20,193 5,470 5,153 5,470 1,905 2,742 2,906			
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Proceeds from the sale of real estate owned and other repossessed assets Proceeds from the sale of loans held for investment Proceeds from the sale of premises and equipment Purchases of premises and equipment Principal disbursed on loans, net of repayments Loans purchased Purchase of municipal securities held to maturity Purchase of bank owned life insurance Redemption of FHLB stock Net cash from investing activities Net increase in checking, savings and money market accounts Net increase (decrease) in certificates of deposit 1,905 2,742 1,905 2,742 1,905 2,742 1,905 2,742 1,905 2,742 1,905 2,742 1,905 2,742 1,905 2,742 1,905 1,905 1,905 1,905 1,905 1,905 1,907 1,905 1,907 1,9			
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Net increase in checking, savings and money market accounts 50,404 122 Net increase (decrease) in certificates of deposit 12,244 (45,497)		(2,002)	(- , ., -)
Net increase (decrease) in certificates of deposit 12,244 (45,497)		50,404	122
•	<u> </u>	•	
	Net decrease in advance payments by borrowers for taxes and insurance	(5,544)	(6,710)

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Net change in short-term FHLB advances	76,000	88,000
Repayments of repurchase agreements and other borrowed funds	(18)	(30,015)
Proceeds from the exercise of stock options	26	173
Dividends paid	(2,179)	(504)
Purchase of treasury stock	(9,632)	(4,064)
Net cash from financing activities	121,301	1,505
Change in cash and cash equivalents	11,700	(47,741)
Cash and cash equivalents, beginning of period	32,980	77,331
Cash and cash equivalents, end of period	\$44,680	\$29,590
San National Connection of the Arrivant of Contract of the Connection of the Connect		

See Notes to Consolidated Financial Statements

UNITED COMMUNITY FINANCIAL CORP.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1.BASIS OF PRESENTATION

United Community Financial Corp. (United Community or the Company) was incorporated under Ohio law in February 1998 by The Home Savings and Loan Company of Youngstown, Ohio (Home Savings) in connection with the conversion of Home Savings from an Ohio mutual savings and loan association to an Ohio capital stock savings association (the Conversion). Upon consummation of the Conversion on July 8, 1998, United Community became the unitary thrift holding company for Home Savings. Home Savings, a state-chartered savings bank, conducts business from its main office located in Youngstown, Ohio, 32 full-service branches and nine loan production offices located throughout Ohio and western Pennsylvania.

The accompanying consolidated financial statements of United Community have been prepared in accordance with instructions relating to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles (U.S. GAAP) for complete financial statements. However, such information reflects all adjustments (consisting solely of normal recurring adjustments) that are, in the opinion of management, necessary for a fair statement of results for the interim periods.

The results of operations for the three and nine months ended September 30, 2015, are not necessarily indicative of the results to be expected for the year ending December 31, 2015. The consolidated financial statements and notes thereto should be read in conjunction with the audited financial statements and notes contained in United Community's Form 10-K for the year ended December 31, 2014.

Some items in the prior year financial statements were reclassified to conform to the current presentation. These reclassifications had no effect on prior year consolidated statements of operations or shareholders' equity.

2. RECENT ACCOUNTING DEVELOPMENTS

In January 2014, FASB issued Accounting Standards Update (ASU) 2014-04, Receivables—Troubled Debt Restructurings by Creditors (Subtopic 310-40): Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure (a consensus of the FASB Emerging Issues Task Force). The ASU clarifies when an in-substance repossession or foreclosure occurs and a creditor is considered to have received physical possession of real estate property collateralizing a consumer mortgage loan.

Specifically, the new ASU requires a creditor to reclassify a collateralized consumer mortgage loan to real estate property upon obtaining legal title to the real estate collateral, or the borrower voluntarily conveying all interest in the real estate property to the lender to satisfy the loan through a deed in lieu of foreclosure or similar legal agreement. Additional disclosures are required detailing the amount of foreclosed residential real estate property held by the creditor and the recorded investment in consumer mortgages collateralized by real estate property that are in the process of foreclosure. The new guidance is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements, but did result in additional disclosures.

In May 2014, FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). The ASU creates a new topic, Topic 606, to provide guidance on revenue recognition for entities that enter into contracts with customers

to transfer goods or services or enter into contracts for the transfer of nonfinancial assets. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additional disclosures are required to provide quantitative and qualitative information regarding the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The new guidance is effective for annual reporting periods, and interim reporting periods within those annual periods, beginning after December 15, 2017. Early adoption is not permitted. Management is currently evaluating the impact of the adoption of this guidance on the Company's consolidated financial statements.

In June 2014, the FASB issued Accounting Standards Update 2014-11, Transfers and Servicing (Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures. The amendments in this ASU change the accounting for repurchase-to-maturity transactions and linked repurchase financings to secured borrowing accounting, which is consistent with the accounting for other repurchase agreements. The amendments also require two new disclosures. The first disclosure requires an entity to disclose information on transfers accounted for as sales in transactions that are economically similar to repurchase agreements. The second disclosure provides increased transparency about the types of collateral pledged in repurchase agreements and similar transactions accounted for as secured borrowings. The accounting changes are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2014. The disclosure for certain transactions accounted for as a sale is required to

be presented for interim and annual periods beginning after December 15, 2014, with all other disclosure requirements required to be presented for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. The adoption of this guidance as of January 1, 2015 did not have an impact on the Company's consolidated financial statements, but did result in additional disclosures.

In February 2015, the FASB issued ASU 2015-02, Consolidation (Topic 810): Amendments to the Consolidation Analysis. The ASU amends the current consolidation guidance and affects both the variable interest entity and voting interest entity consolidation models. The new guidance is effective for annual reporting periods and interim reporting periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted. Management is currently evaluating the impact of the adoption of this guidance on the Company's consolidated financial statements.

3. STOCK COMPENSATION Stock Options:

On April 30, 2015, shareholders approved the United Community Financial Corp. 2015 Long Term Incentive Compensation Plan (the 2015 Plan). The purpose of the 2015 Plan is to provide a means through which United Community may attract and retain employees and non-employee directors, to provide incentives that align their interest with those of United Community's shareholders and promote the success of United Community's business. All employees and non-employee directors are eligible to participate in the 2015 Plan. The 2015 Plan provides for the issuance of up to 1,200,000 shares that are to be used for awards of stock options, stock awards, stock units, stock appreciation rights, annual bonus awards and long term incentive awards.

On April 26, 2007, shareholders approved the United Community Financial Corp. 2007 Long-Term Incentive Plan (as amended, the 2007 Plan). The purpose of the 2007 Plan was to promote and advance the interests of United Community and its shareholders by enabling United Community to attract, retain and reward directors, directors emeritus, managerial and other key employees of United Community, including Home Savings, by facilitating their purchase of an ownership interest in United Community. The 2007 Plan was terminated on April 30, 2015 upon the adoption of the 2015 Plan, although the 2007 Plan survives so long as awards issued under the 2007 Plan remain outstanding and exercisable. The 2007 Plan provided for the issuance of up to 2,000,000 shares that were to be used for awards of restricted stock, stock options, performance awards, stock appreciation rights (SARs), or other forms of stock-based incentive awards.

On July 12, 1999, shareholders approved the United Community Financial Corp. 1999 Long-Term Incentive Plan (as amended, the 1999 Plan). The purpose of the 1999 Plan was the same as the 2007 Plan. The 1999 Plan terminated on May 20, 2009, although the 1999 Plan survives so long as options issued under the 1999 Plan remain outstanding and exercisable.

The 1999 Plan provided for the grant of either incentive or nonqualified stock options. Options were awarded at exercise prices that were not less than the fair market value of the share at the grant date. The maximum number of common shares that could be issued under the 1999 Plan was 3,569,766. Because the 1999 Plan terminated, no additional options may be issued under it. All of the options awarded became exercisable on the date of grant except that options granted in 2009 became exercisable over three years beginning on December 31, 2009. All options expire 10 years from the date of grant.

There were 6,618 stock options granted in the nine months ended September 30, 2015 and there were 5,443 stock options granted in the nine months ended September 30, 2014. The options must be exercised within 10 years from the date of grant. Expenses related to stock option grants are included with salaries and employee benefits. The Company recognized \$6,000 and 19,000, in stock option expenses for the three and nine months ended September 30, 2015. The Company recognized \$6,000 and \$19,000 in stock option expenses for the three and nine months ended

September 30, 2014. The Company expects to recognize additional expense of \$5,000 for the remainder of 2015, \$8,000 in 2016 and \$1,000 in 2017.

A summary of activity in the plans is as follows:

	For the nine months ended					
	September	r 30, 2015				
		Weighted	Aggregate			
		average	intrinsic value			
	Shares	exercise price	(in thousands)			
Outstanding at beginning of year	579,905	\$ 2.52				
Granted	6,618	5.42				
Exercised	(13,000)	1.98				
Forfeited and expired		_				
Outstanding at end of period	573,523	2.56	\$ 1,464			
Options exercisable at end of period	554,311	2.50	\$ 1,450			

Information related to the stock option plans for the nine months ended September 30, 2015 and 2014 follows:

	September 30,	September 30,
	2015	2014
Intrinsic value of options exercised	\$ 43,641	\$ 147,410
Cash received from option exercises	25,700	173,000
Tax benefit realized from option exercises	_	10,267
Weighted average fair value of options granted, per share	\$ 1.70	\$ 2.07

As of September 30, 2015, the cost of nonvested stock options is expected to be recognized over a weighted-average period of 2.0 years.

The fair value of options granted during the three and nine months ended September 30, 2015 and 2014 was determined using the following weighted-average assumptions as of the grant date:

	Three months ended			Nine mor	ths ended	
	September 30,			Septembe	Sôp ţembe	er 30,
	2015	2014		2015	2014	
Risk-free interest rate	1.63 %	1.74	%	1.49 %	1.74	%
Expected term (years)	5	5		5	5	
Expected stock volatility	35.05%	55.96	%	35.95%	62.02	%
Dividend yield	0.74 %	_	%	0.74 %	_	%

Outstanding stock options at September 30, 2015 have a weighted average remaining life of 4.30 years and may be exercised in the range of \$1.20 to \$5.89.

Restricted Stock Awards:

The 2007 Plan permitted the issuance of restricted stock awards to employees and nonemployee directors. Nonvested shares at September 30, 2015 aggregated 264,877, of which 25,255 will vest during the remainder of 2015, 104,910 will vest in 2016, 83,789 will vest in 2017 and 50,923 will vest in 2018. Expenses related to restricted stock awards are charged to salaries and employee benefits and are recognized over the vesting period of the awards based on the market value of the shares at the grant date. The Company recognized approximately \$183,000 and \$549,000 in restricted stock award expenses for the three and nine months ended September 30, 2015, respectively, and approximately \$120,000 and \$356,000 in restricted stock award expenses for the three and nine months ended September 30, 2014. The Company expects to recognize additional expenses of approximately \$175,000 in 2015, \$528,000 in 2016, \$253,000 in 2017 and \$93,000 in 2018.

A summary of changes in the Company's nonvested restricted shares for the nine months ended September 30, 2015 is as follows:

	For the nine months ended		
	September	r 30, 2015	
		Weighted	
		average	
		grant date	
	Shares	fair value	
Nonvested at beginning of year	223,624	\$ 3.88	
Granted	139,986	\$ 5.32	
Vested	(90,642)	\$ 4.19	
Forfeited	(8,091)	\$ 4.87	
Nonvested shares at end of period	264,877	\$ 4.50	

Executive Incentive Plan

The Executive Incentive Plan ("EIP") provides incentive compensation awards to certain officers of the Company. Executive incentive awards are generally based upon the actual performance of the Company for the twelve months ending December 31, compared to the actual performance of a peer group during the same twelve month period. The target incentive awards for each year are measured as a percentage of the base salary of participating officers. Once the awards under the EIP are calculated, they are paid 80% in cash and 20% in restricted stock. The restricted stock will be granted and vest equally over three years, beginning on the first anniversary of the date the restricted stock is issued. The Company incurred \$63,000 and \$193,000 in expense for the restricted stock portion of the EIP and \$244,000 and \$731,000 for the cash portion of the EIP for the three and nine months ended September 30, 2015, respectively. The Company incurred \$46,000 and \$204,000 in expense for the restricted stock portion of the EIP and \$168,000 and \$565,000 for the cash portion of the EIP for the three and nine months ended September 30, 2014, respectively. Restricted stock expenses for the EIP are included in the total restricted stock expenses discussed above.

Long-term Incentive Plan

The Long-term Incentive Plan ("LTIP") provides a long-term incentive compensation opportunity to certain executive officers, whose participation and target award opportunities will be approved by the Compensation Committee of the Board of Directors. Each participant in the LTIP will be granted a target number of Performance Share Units ("PSUs"). Target PSUs will be determined as a percentage of base salary and translated into share units based on the Company's average stock price at the appropriate measurement date. The performance period for the annual grant for a given year will be from January 1, year 1 through December 31, year 3. The Company incurred \$1,000 and \$72,000 in expense for the LTIP for the three and nine months ended September 30, 2015, respectively. The Company incurred \$22,000 and \$66,000 in expense for the LTIP for the three and nine months ended September 30, 2014, respectively.

4. SECURITIES

Components of the available for sale portfolio are as follows:

	cost	30, 2015 Gross unrealized gains thousands)	Gross unrealized losses	Fair value
Available for Sale	`			
U.S. Treasury and government sponsored entities' securities	\$226,267	\$ 630	\$ (1,746	\$225,151
Mortgage-backed GSE securities: residential	140,845	833	(64) 141,614
Total	\$367,112	\$ 1,463	\$ (1,810	\$366,765
11				

	December 31, 2014 Gross Amortized unrealized cost gains (Dollars in thousands)	losses value
Available for Sale		
U.S. Treasury and government sponsored entities' securities	\$232,225 \$ 184	\$ (4,452) \$227,957
Mortgage-backed GSE securities: residential	274,204 331	(2,702) 271,833
Total	\$506.429 \$ 515	\$ (7.154) \$499,790

Components of held to maturity securities portfolio are as follows:

	Amortized cost (Dollars in	Gr un ga	oss recognized ins	unı	oss recognized ses	Fair value
Held to maturity						
Mortgage-backed GSE securities: residential	\$103,769	\$	70	\$	(36) \$103,803
States of the U.S. and political subdivisions	9,283		72		(6) 9,349
Total	\$113,052	\$	142	\$	(42) \$113,152

The Company had no held to maturity securities at December 31, 2014.

Debt securities available for sale by contractual maturity, repricing or expected call date are shown below:

	September Amortized	-
	cost	value
	(Dollars in	l
	thousands)	
Due in one year or less	\$	\$
Due after one year through five years		
Due after five years through ten years	198,973	198,338
Due after ten years	27,294	26,813
Mortgage-backed GSE securities: residential	140,845	141,614
Total	\$367 112	\$366,765

Debt securities held to maturity by contractual maturity, repricing or expected call date are shown below:

	September	30, 2015
	Amortized	l Fair
	cost	value
	(Dollars in	l
	thousands))
Due in one year or less	\$—	\$—
Due after one year through five years	_	_
Due after five years through ten years	2,252	2,277
Due after ten years	7,031	7,072
Mortgage-backed GSE securities: residential	\$103,769	\$103,803
Total	\$113,052	\$113,152

Securities pledged for participation in the Ohio Linked Deposit Program were \$0 at September 30, 2015 and approximately \$501,000 at December 31, 2014. Securities pledged for public funds were approximately \$109.4 million at September 30, 2015 and \$36.2 million at December 31, 2014. Securities pledged for borrowings, including repurchase agreements, were approximately \$64.3 million at September 30, 2015 and \$82.2 million at December 31, 2014.

Securities available for sale that have been in an unrealized loss position for less than twelve months or twelve months or more are as follows:

	Septemb Less than Fair value (Dollars	n 12 U Lo			ns or more Unrealized Loss	Total Fair value	Unrealized Loss
Description of securities:			,				
U.S. Treasury and government sponsored entities	\$96,099	\$	(744) \$55,463	\$ (1.002	\$151.562	\$ (1,746)
Mortgage-backed GSE securities: residential		4	-	14,669	(64)		(64)
Total temporarily impaired securities	\$96,099	\$	(744	\$70,132	,	\$166,231	\$ (1,810)
	Fair value	n 12 Un Los	2 months realized loss	12 months Fair value	or more Unrealized Loss	Total Fair value	Unrealized Loss
Description of securities:							
U.S. Treasury and government sponsored	Ф	Ф		ф о 14 405	ф (4.450 <u>)</u>	Ф О 14 405	ф (4.4 50)
entities Mortgage-backed GSE securities: residential	\$— 4,625	\$	(40)	193,434	(2,662)		\$ (4,452) (2,702)
Total temporarily impaired securities		\$	` ,	,	. , , ,	,	\$ (7,154)
Securities held to maturity that have been in a or more are as follows:			,			-	
	September	r 30	. 2015				
	Less than		•	12 month	s or more	Total	
	Fair	Uni	realized loss	Fair	Unrealized	Fair	Unrealized

value

\$16,954 \$

2,308

\$19,262

Description of securities:

residential

Mortgage-backed GSE securities:

Total temporarily impaired securities

States of the U.S. and political subdivisions

Loss

(22

(6

(Dollars in thousands)

value

Loss

) \$86,849 \$ (1,480

value

2,308

Loss

(6

\$103,803 \$ (1,502)