

HomeTrust Bancshares, Inc.
Form 10-K
September 13, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K
(Mark One)

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

For the Fiscal Year Ended June 30, 2016
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 1-35593

HOMETRUST BANCSHARES, INC.

(Exact Name of Registrant as Specified in its Charter)

Maryland

45-5055422

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

10 Woodfin Street, Asheville, North Carolina

28801

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (828) 259-3939

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC

Securities Registered Pursuant to Section 12(g) of the Act:

Preferred Share Purchase Rights

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 [] (Do not check if a smaller reporting company) Smaller reporting company []

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

As of September 8, 2016, there were issued and outstanding 17,999,150 shares of the Registrant’s Common Stock. The aggregate market value of the voting stock held by non-affiliates of the Registrant computed by reference to the closing price of such stock as of December 31, 2015, was \$362.8 million. (The exclusion from such amount of the market value of the shares owned by any person shall not be deemed an admission by the Registrant that such person is an affiliate of the Registrant).

HOMETRUST BANCSHARES, INC.
 FORM 10-K
 FOR THE FISCAL YEAR ENDED JUNE 30, 2016
 TABLE OF CONTENTS

	Page
PART I	
Item 1 <u>Business</u>	<u>4</u>
Item 1A. <u>Risk Factors</u>	<u>36</u>
Item 1B. <u>Unresolved Staff Comments</u>	<u>45</u>
Item 2 <u>Properties</u>	<u>45</u>
Item 3 <u>Legal Proceedings</u>	<u>45</u>
Item 4 <u>Mine Safety Disclosures</u>	<u>45</u>
PART II	
Item 5 <u>Market for Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u>	<u>45</u>
Item 6 <u>Selected Financial Data</u>	<u>48</u>
Item 7 <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>50</u>
Item 7A. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>65</u>
Item 8 <u>Financial Statements and Supplementary Data</u>	<u>66</u>
Item 9 <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>115</u>
Item 9A. <u>Control and Procedures</u>	<u>115</u>
Item 9B. <u>Other Information</u>	<u>116</u>
PART III	
Item 10 <u>Directors, Executive Officers and Corporate Governance</u>	<u>116</u>
Item 11 <u>Executive Compensation</u>	<u>116</u>
Item 12 <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>116</u>
Item 13 <u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>116</u>
Item 14 <u>Principal Accountant Fees and Services</u>	<u>116</u>
PART IV	
Item 15 <u>Exhibits and Financial Statement Schedules</u>	<u>117</u>
<u>Signatures</u>	<u>118</u>

Forward-Looking Statements

Certain matters in this Form 10-K constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. Forward-looking statements are not statements of historical fact, are based on certain assumptions and are generally identified by use of the words “believes,” “expects,” “anticipates,” “estimates,” “forecasts,” “intends,” “plans,” “targets,” “potentially,” “probably,” “projects,” “outlook” or similar expressions or future or conditional verbs such as “may,” “will,” “should,” “would,” and “could.” Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions, and statements about future economic performance and projections of financial items. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated or implied by our forward-looking statements, including, but not limited to: the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write offs and changes in our allowance for loan losses and provision for loan losses that may be impacted by deterioration in the housing and commercial real estate markets; changes in general economic conditions, either nationally or in our market areas; changes in the levels of general interest rates, and the relative differences between short and long term interest rates, deposit interest rates, our net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, land and other properties and fluctuations in real estate values in our market areas; decreases in the secondary market for the sale of loans that we originate; results of examinations of us by the Board of Governors of the Federal Reserve System (“Federal Reserve”), the North Carolina Office of the Commissioner of Banks (“NCCOB”), or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require us to increase our allowance for loan losses, write-down assets, change our regulatory capital position or affect our ability to borrow funds or maintain or increase deposits, which could adversely affect our liquidity and earnings; legislative or regulatory changes that adversely affect our business including the effect of Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), changes in regulatory policies and principles, or the interpretation of regulatory capital or other rules, including as a result of Basel III; our ability to attract and retain deposits; increases in premiums for deposit insurance; management’s assumptions in determining the adequacy of the allowance for loan losses; our ability to control operating costs and expenses, especially costs associated with our operation as a public company; the use of estimates in determining fair value of certain of our assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in reducing risks associated with the loans on our balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect our workforce and potential associated charges; computer systems on which we depend could fail or experience a security breach; our ability to retain key members of our senior management team; costs and effects of litigation, including settlements and judgments; our ability to successfully integrate any assets, liabilities, customers, systems, and management personnel we have acquired or may in the future acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames or at all and any goodwill charges related thereto; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; statements with respect to our intentions regarding disclosure and other changes resulting from the Jumpstart Our Business Startups Act of 2012 (“JOBS Act”); changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies, the Public Company Accounting Oversight Board or the Financial Accounting Standards Board; and other economic, competitive, governmental, regulatory, and technological factors affecting our operations, pricing, products and services; and the other risks detailed from time to time in our filings with the Securities and Exchange Commission (“SEC”), including this report on Form 10-K.

Any of the forward-looking statements are based upon management’s beliefs and assumptions at the time they are made. We undertake no obligation to publicly update or revise any forward-looking statements included in this report or to update the reasons why actual results could differ from those contained in such statements, whether as a result of

new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this report might not occur and you should not put undue reliance on any forward-looking statements.

As used throughout this report, the terms “we”, “our”, “us”, “HomeTrust Bancshares” or the “Company” refer to HomeTrust Bancshares, Inc. and its consolidated subsidiaries, including HomeTrust Bank (“HomeTrust” or “Bank”) unless the context indicates otherwise.

PART I

Item 1. Business

General

HomeTrust Bancshares, Inc., a Maryland corporation, was formed for the purpose of becoming the savings and loan holding company for HomeTrust Bank in connection with HomeTrust Bank's conversion from mutual to stock form, which was completed on July 10, 2012 (the "Conversion"). In connection with the Conversion, HomeTrust Bancshares issued an aggregate of 21,160,000 shares of common stock at an offering price of \$10.00 per share for gross proceeds of \$211.6 million. HomeTrust Bancshares received \$208.4 million in net proceeds from the stock offering of which \$104.2 million or 50% of the net proceeds were contributed to HomeTrust Bank upon completion of the Conversion. On August 25, 2014, the Bank converted from a federal savings charter to a national bank charter and HomeTrust Bancshares converted from a savings and loan holding company to a bank holding company. On December 31, 2015, the Bank converted from a national association to a North Carolina state bank. As a national bank, the Bank's primary regulator was the Office of the Comptroller of the Currency ("OCC"). As a North Carolina state-chartered bank, and member of the Federal Reserve System, the Bank's primary regulators are the NCCOB and the Federal Reserve. The Bank's deposits are federally insured up to applicable limits by the Federal Deposit Insurance Corporation ("FDIC"). The Bank is a member of the Federal Home Loan Bank of Atlanta ("FHLB" or "FHLB of Atlanta"), which is one of the 12 regional banks in the Federal Home Loan Bank System ("FHLB System"). Our headquarters is located in Asheville, North Carolina.

As a bank holding company, HomeTrust Bancshares, Inc. is regulated by the Federal Reserve. In connection with the recent charter change, the Company elected to be treated as a financial holding company, which allows it flexibility to engage in some non-bank activities that are financial in nature. In order for the Company to maintain financial holding company status and avoid restrictions on its activities, the Bank must continue to be well capitalized and well managed, and be rated satisfactory or better under the Community Reinvestment Act ("CRA"). The Company has not engaged in any significant activity other than holding the stock of the Bank. Accordingly, the information set forth in this report, including financial statements and related data, relates primarily to the Bank and its subsidiary.

The Bank was originally formed in 1926, in Clyde, North Carolina, as Clyde Building & Loan Association (later Clyde Savings Bank). As we expanded our geographic footprint and product offerings, our name changed to HomeTrust after rebranding on July 22, 2003.

Between fiscal years 1996 and 2011, Home Trust Bank's board of directors and executive management created a unique partnership between six established banks and one de novo bank, where hometown community banks could combine their financial resources to achieve a shared vision. The original partnership banks included:

- HomeTrust Bank, since 1926, Asheville, North Carolina
- Tryon Federal Bank, since 1935, Tryon, North Carolina
- Shelby Savings Bank, since 1905, Shelby, North Carolina
- Home Savings Bank, since 1909, Eden, North Carolina
- Industrial Federal Bank, since 1929, Lexington, North Carolina
- Cherryville Federal Bank, since 1912, Cherryville, North Carolina
- Rutherford County Bank, since 2007, Forest City, North Carolina (de novo bank)

Beginning in 2012, executive management implemented a strategic plan that would complement our existing market areas and enhance our ability to achieve positive growth. Between 2013 and 2015, we entered five attractive markets through various acquisitions and new office openings, as well as expanded our product lines. New locations and markets included:

- BankGreenville Financial Corporation ("BankGreenville") - one office in Greenville, South Carolina (acquired in July 2013)
- Jefferson Bancshares, Inc. ("Jefferson") - nine offices across East Tennessee (acquired in May 2014)
- Commercial loan production office ("LPO") in Roanoke, Virginia (opened in July 2014)
- Bank of Commerce - one office in Charlotte, North Carolina (acquired in July 2014)
-

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Ten Bank of America Branch Offices - nine in southwest Virginia, one in Eden, North Carolina (acquired in November 2014)

Commercial LPO in Raleigh, North Carolina (opened in November 2014)

By expanding our geographic footprint and hiring local experienced talent, we have built a foundation that allows us to focus on organic growth, while maintaining the community-focused, relationship style of exceptional customer service that has differentiated our brand and characterized our success to date.

4

Our mission is to create stockholder value by building relationships with our employees, customers, and communities. By building a platform that supports growth and profitability, we are continuing our transition toward becoming a high-performing community bank and delivering on our promise that "It's Just Better Here."

Our principal business consists of attracting deposits from the general public and investing those funds, along with borrowed funds, in loans secured primarily by first and second mortgages on one-to-four family residences including home equity loans, construction and land/lot loans, commercial real estate loans, construction and development loans, commercial and industrial loans, indirect automobile, and municipal leases. Municipal leases are secured primarily by a ground lease for a firehouse or an equipment lease for fire trucks and firefighting equipment to fire departments located throughout North and South Carolina. We also purchase investment securities consisting primarily of securities issued by United States Government agencies and government-sponsored enterprises, as well as, certificates of deposit insured by the FDIC.

We offer a variety of deposit accounts for individuals, businesses, and nonprofit organizations. Deposits are our primary source of funds for our lending and investing activities.

Market Areas

HomeTrust Bank operates in nine metropolitan statistical areas ("MSAs"): Asheville, NC; Charlotte-Concord-Gastonia, NC-SC; Greenville-Anderson-Mauldin, SC; Johnson City, TN; Kingsport-Bristol-Bristol, TN-VA; Knoxville, TN; Morristown, TN, Roanoke, VA, and Raleigh, NC.

Asheville is known for its natural beauty, scenic surroundings, and its vibrant cultural and arts community that parallels that of many larger cities in the United States. It is home to a number of historical attractions, the most prominent of which is the Biltmore Estate, a historic mansion with gardens and a winery that draws approximately one million tourists each year. Due to its scenic location and diverse cultural and historical offerings, the Asheville metropolitan area is a popular destination for tourists, which continues to positively impact our local economy. In addition, affordable housing prices, compared to many bigger cities, combined with the region's favorable climate have also made the Asheville metropolitan area an increasingly attractive destination for retirees seeking to relocate from other parts of the United States.

Local officials remain committed to continuous improvement of the local economy and have worked diligently to keep Asheville in the national spotlight. After the successful completion of a five-year economic development plan known as the "AVL 5 X 5," which brought in thousands of new jobs and over one billion dollars in new capital, the Asheville-Buncombe County Economic Development Coalition is now focused on the next phase or "AVL 5 X 5 Vision 2020." With similar results in mind, this phase will focus on new niches and initiatives for local businesses as well as allure new businesses. Also supporting the economy is the Asheville Regional Airport that transports over 787,000 passengers a year as well as numerous colleges including the University of North Carolina Asheville, Western Carolina University, and Warren Wilson College. The area has several major employers which include: Buncombe County Public Schools, City of Asheville, Mission Health System and Hospital, The Biltmore Company, Ingles Markets, Inc., and the VA Medical Center.

The Charlotte-Concord-Gastonia, NC-SC metropolitan area is located in both North and South Carolina, within and surrounding the city of Charlotte. Located in the Piedmont region of the Southeastern United States, the Charlotte metropolitan area is well known for its stock car racing history. The region is headquarters to eight Fortune 500 and 15 Fortune 1000 companies, including Bank of America, Duke Energy, Nucor Steel, and Lowe's Home Improvement Stores. Additional headquarters include Sonic Automotive, Belk, and Carolinas HealthCare System. The Charlotte MSA is the largest in the Carolinas.

The Greenville-Anderson-Mauldin, SC metropolitan area is located in upstate South Carolina, in the foothills of the Blue Ridge Mountains. Major employment sectors for the MSA include services, manufacturing, and retail trade including major facilities for BMW, Michelin, Walgreens, and Lockheed Martin.

The Johnson City, TN metropolitan area is an economic hub largely fueled by East Tennessee State University and the medical "Med-Tech" corridor, anchored by the Johnson City Medical Center, Franklin Woods Community Hospital and affiliated facilities. The city's museums and historical sites include the Hands On! Museum and the Tipton-Haynes State Historic Site, which hosts the annual Bluegrass and Sorghum Making Festival, as well as other seasonal events.

The Kingsport-Bristol-Bristol, TN-VA MSA is home to the headquarters of Eastman Chemical Company. The major economic components in Kingsport are healthcare, manufacturing and educational services.

The Knoxville, TN metropolitan area is located where the French Broad and Holston Rivers converge to form the Tennessee River. It is the largest city in East Tennessee and ranks third largest in the state. It is located in a broad valley between the Cumberland Mountains to the northwest and the Great Smoky Mountains to the southeast. The Knoxville area is frequently cited in national surveys as a quality place in which to live. The University of Tennessee calls Knoxville home, with over 27,000 students, making an array of educational and cultural opportunities available to area residents. Affordable housing, health care costs below the national average, a low crime rate, and a pleasant climate and location with nearby lakes and mountains are factors which make Knoxville an attractive place to settle. Major employment sectors in the Knoxville area include government, education, and healthcare.

The Morristown, TN metropolitan area includes facilities for numerous Fortune 500 companies including General Electric, International Paper, Alcoa (Howmet), Coca-Cola, Lear Corporation, Pepsi Bottling, NCR Corporation and Colgate-Palmolive. Morristown also includes the facilities of a number of international companies from countries such as Germany, Japan, Sweden, United Kingdom, Italy, Canada and France. Local industries include furniture manufacturing, poultry processing, aircraft parts, healthcare products, and automotive parts. Agriculture including soybeans, corn, livestock and dairy are also significant economic components. Morristown's major job providing segments are healthcare,

manufacturing, educational services, furniture and related products, transportation equipment, educational services, and accommodation and food services.

The Roanoke, VA metropolitan area is located in the Roanoke Valley of western Virginia in the midst of the Blue Ridge and Alleghany Mountains. This 1,874-square mile region is bordered on the west by West Virginia and along the east by the Blue Ridge Mountains. The area is strategically accessible to both the East Coast and Mid-West markets with Interstate 81 passing through the region, Interstate 64 directly north, and Interstate 77 nearby to the south. The Roanoke MSA is the transportation hub of the area with an integrated interstate highway, rail, and air transportation network. Roanoke has the most diverse economy in Virginia and is the cultural and business hub for western Virginia. The Roanoke MSA is home to several large regional banking offices, headquarters of the Fortune 500 retailer Advance Auto, and to several large advanced manufacturing operations, such as those owned by General Electric, ITT Exelis, Dynax America, and Optical Cable Corporation, among others. The Roanoke, VA MSA's major employment sectors include government, health care and social assistance, retail trade, and manufacturing.

The Raleigh, NC metropolitan area is located in the northeast central region of North Carolina. Raleigh is the capital of North Carolina, home to North Carolina State University and central to one of the fastest growing areas in the country - the Research Triangle Park. With its proximity to the Research Triangle Park and several major universities, including the University of North Carolina at Chapel Hill and Duke University, Raleigh has become known for its strengths in technology and innovation.

Unemployment data remains one of our most informative indicators of our local economy. Based on information from the U.S. Bureau of Labor Statistics we have set forth below information regarding the unemployment rates nationally and in our market areas.

	As of June	
	30,	
Location	2016	2015
U.S. National	4.9%	5.3%
North Carolina	4.7%	5.9%
Asheville MSA	4.1%	4.7%
Charlotte/Concord/Gastonia	5.0%	5.5%
Raleigh	4.4%	4.7%
South Carolina	5.2%	6.4%
Greenville	5.2%	5.7%
Tennessee	4.3%	5.7%
Morristown	5.4%	6.6%
Johnson City	5.6%	6.2%
Kingsport-Bristol	5.4%	5.8%
Knoxville	4.7%	5.4%
Virginia	3.7%	4.8%
Roanoke	3.9%	4.9%

The Bank has built a strong foundation in the communities we serve and takes pride in the role we play. The directors and market presidents of each region work with their management team and employees to support local nonprofit and community organizations. Each location helps provide critical services to meet the financial needs of its customers and improve the quality of life for individuals and businesses in its community. Initiatives supporting our communities include affordable housing, education and financial education, and the arts. We support these initiatives through both financial and people resources in all of our communities. Collectively, bank employees volunteer thousands of hours annually in their local communities; from helping to build homes to teaching grade school youth how to start healthy savings habits, bank employees are making a positive difference in the lives of others every day.

Competition

We face strong competition in originating real estate and other loans and in attracting deposits. Competition in originating real estate loans comes primarily from other savings institutions, commercial banks, credit unions, life

insurance companies, and mortgage bankers. Other savings institutions, commercial banks, credit unions, and finance companies provide vigorous competition in consumer lending. In addition, in indirect auto financings, we also compete with specialty consumer finance companies, including automobile manufacturers' captive finance companies. Commercial and industrial loan competition is primarily from local commercial banks. We believe that we compete effectively because we consistently deliver high-quality, personal service to our customers that results in a high level of customer satisfaction. Adding to our competitive advantage is commitment to technological resources, which has expanded our customer service capabilities and increased efficiencies in our lending process.

We attract our deposits through our branch office system. Competition for deposits is principally from other commercial banks, savings institutions, and credit unions located in the same communities, as well as mutual funds and other alternative investments. We believe that we compete for deposits by offering superior service and a variety of deposit accounts at competitive rates. We also have a highly competitive suite of cash management services, online/mobile banking, and internal support expertise specific to the needs of small to mid-sized commercial business customers. Based on the most recent branch deposit data, HomeTrust Bank's deposit market share was:

Location	Rank ⁽¹⁾	Deposit Market Share ⁽¹⁾
North Carolina	17th	0.35%
Asheville MSA	3rd	7.67%
Charlotte/Gastonia	19th	0.06%
South Carolina	78th	0.06%
Greenville	21st	0.43%
Tennessee	65th	0.24%
Morristown	3rd	19.01%
Johnson City	5th	5.85%
Kingsport-Bristol	9th	2.00%
Knoxville	25th	0.26%
Virginia	66th	0.10%
Roanoke	8th	6.52%

(1) Source: FDIC data as of June 30, 2015

Overall, we believe that we distinguish ourselves from larger, national banks operating in our market areas by offering quicker decision-making in the delivery of our products and services and competitive customer-driven products with excellent service and responsiveness, and by providing customer access to our senior managers. In addition, our larger capital base and product mix enable us to compete effectively against smaller banks. Our lending staff is experienced and knowledgeable about local lending in our markets, enabling us to build on the relationship-style banking that is our hallmark.

In addition, the way we create differentiation from our competition to fuel organic growth is by focusing on “HOW” we deliver our products and services. When we promise our customers that “It’s Just Better Here,” more than anything, it refers to the care and responsiveness our employees provide to each and every customer. Teamwork is key to our success. Many of our employees have been a part of HomeTrust Bank for decades, while a significant number of employees have more recently brought their industry knowledge and expertise to us through internal growth and acquisition, reflecting their desire to be a part of a high performing team that works well together to make a difference for customers. Our culture includes relationship training and coaching with respect to banking and adding value to our customers. This “culture model” includes four key principles:

- making a difference for customers every day is fun and rewarding;
- success is built on relationships;
- we must continually add value to relationships with our customers and with each other; and
- we need to grow ourselves and our ability to make a difference and add value to relationships.

In implementing these principles, the directors, management team, and employees work to support local nonprofit and community organizations and strive to provide critical services to meet the financial needs of our customers and improve the quality of life for individuals and businesses in our communities. We support affordable housing and education initiatives to help build healthy communities through both financial assistance and employees volunteering thousands of hours annually in their local markets. We believe the opportunity to stay close to our customers gives us a unique position in the banking industry as compared to our larger competitors and we are committed to continuing to build strong relationships with our employees, customers, and communities for generations to come.

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Lending Activities

The following table presents information concerning the composition of our loan portfolio in dollar amounts and in percentages (before deductions for deferred fees and allowances for losses) at the dates indicated.

	At June 30, 2016		2015		2014		2013		2012	
	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)									
Retail consumer loans:										
One-to-four family	\$623,701	34.04 %	\$650,750	38.61 %	\$660,630	44.09 %	\$602,980	51.69 %	\$620,486	50.33 %
Home equity - originated	163,293	8.91	161,204	9.56	148,379	9.90	125,676	10.77	143,052	11.63
Home equity - purchased	144,377	7.88	72,010	4.27	—	—	—	—	—	—
Construction and land/lots	38,102	2.08	45,931	2.73	59,249	3.95	51,546	4.42	53,572	4.35
Indirect auto finance	108,478	5.92	52,494	3.11	8,833	0.59	—	—	—	—
Consumer	4,635	0.25	3,708	0.22	6,331	0.42	3,349	0.29	3,819	0.31
Total retail consumer loans	1,082,586	59.08 %	986,097	58.50 %	883,422	58.95 %	783,551	67.17 %	820,929	66.63 %
Commercial loans:										
Commercial real estate	486,561	26.55 %	441,620	26.20 %	377,769	25.21 %	231,086	19.81 %	238,644	19.33 %
Construction and development	86,840	4.74	64,573	3.83	56,457	3.78	23,994	2.06	42,362	3.44
Commercial and industrial	73,289	4.00	84,820	5.03	74,435	4.97	11,452	0.98	14,578	1.18
Municipal leases	103,183	5.63	108,574	6.44	106,215	7.09	116,377	9.98	115,516	9.38
Total commercial loans	749,873	40.92 %	699,587	41.50 %	614,876	41.05 %	382,909	32.83 %	411,100	33.33 %
Total loans	1,832,459	100.00 %	1,685,684	100.00 %	1,498,298	100.00 %	1,166,460	100.00 %	1,232,029	100.00 %
Less:										
Deferred costs (fees), net	372		23		(1,340))	(2,277))	(2,984))
Allowance for losses	(21,292)		(22,374)		(23,429))	(32,073))	(35,100))
Total loans receivable, net	\$1,811,539		\$1,663,333		\$1,473,529		\$1,132,110		\$1,193,945	

The following table shows the composition of our loan portfolio in dollar amounts and in percentages (before deductions for deferred fees and allowances for loan losses) at the dates indicated.

	At June 30,		2015		2014	
	2016	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)					
Fixed-rate loans:						
Retail consumer loans:						
One-to-four family	\$326,347	17.8 %	\$351,904	20.9 %	\$351,155	23.4 %
Construction and land/lots	27,907	1.5	32,685	1.9	37,484	2.5
Indirect auto finance	108,478	5.9	52,494	3.1	8,833	0.6
Consumer	4,620	0.3	3,658	0.2	6,078	0.4
Commercial loans:						
Commercial real estate	303,854	16.6	319,593	19.0	258,272	17.2
Construction and development	29,204	1.6	36,962	2.2	36,070	2.4
Commercial and industrial	42,874	2.3	46,126	2.7	40,606	2.7
Municipal leases	103,183	5.6	108,574	6.5	106,215	7.1
Total fixed-rate loans	946,467	51.7 %	951,996	56.5 %	844,713	56.4 %
Adjustable-rate loans:						
Retail consumer loans:						
One-to-four family	297,354	16.2 %	298,846	17.7 %	309,475	20.7 %
Home equity - originated	163,293	8.9	161,204	9.6	148,379	9.9
Home equity - purchased	144,377	7.9	72,010	4.3	—	—
Construction and land/lots	10,195	0.6	13,246	0.8	21,765	1.5
Consumer	15	—	50	—	253	—
Commercial loans:						
Commercial real estate	182,707	10.0	122,027	7.2	119,497	8.0
Construction and development	57,636	3.1	27,611	1.6	20,387	1.4
Commercial and industrial	30,415	1.7	38,694	2.3	33,829	2.3
Total adjustable-rate loans	885,992	48.3 %	733,688	43.5 %	653,585	43.6 %
Total loans	1,832,459	100.0%	1,685,684	100.0%	1,498,298	100.0%
Less:						
Deferred costs (fees), net	372		23		(1,340)	
Allowance for losses	(21,292)		(22,374)		(23,429)	
Total loans receivable, net	\$1,811,539		\$1,663,333		\$1,473,529	

The increase in loans since 2015 was primarily due to organic loan growth, especially the origination of indirect auto finance loans, commercial real estate, and construction and development loans and the purchase of home equity loans. For further discussion, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of this report.

Loan Maturity. The following table sets forth certain information at June 30, 2016 regarding the dollar amount of loans maturing in our portfolio based on their contractual terms to maturity, but does not include scheduled payments or potential prepayments. Loan balances do not include undisbursed loan proceeds, unearned discounts, unearned income and allowance for loan losses.

Retail Consumer								
Due During Years Ending June 30,								
	2017	2018	2019	2020 to 2021	2022 to 2025	2026 to 2030	2031 and following	Total
(Dollars in thousands)								
One-to-four family								
Amount	\$12,459	11,363	10,747	42,071	56,692	132,381	357,988	\$623,701
Weighted Average Rate	5.32	% 4.96	% 5.11	% 4.35	% 4.32	% 3.68	% 4.25	% 4.19
Home equity - originated								
Amount	\$2,707	6,015	6,379	14,059	50,383	30,001	53,749	\$163,293
Weighted Average Rate	3.87	% 4.02	% 4.26	% 4.97	% 4.06	% 4.13	% 3.65	% 4.02
Home equity - purchased								
Amount	\$—	—	—	—	—	—	144,377	\$144,377
Weighted Average Rate	—	% —	% —	% —	% —	% —	% 3.28	% 3.28
Construction and land/lots								
Amount	\$440	337	818	780	4,671	8,075	22,981	\$38,102
Weighted Average Rate	4.76	% 6.79	% 6.34	% 5.88	% 5.94	% 6.03	% 4.07	% 4.83
Indirect auto finance								
Amount	\$28	428	1,919	32,700	73,403	—	—	\$108,478
Weighted Average Rate	3.24	% 3.16	% 3.51	% 3.19	% 2.93	% —	% —	% 3.02
Consumer								
Amount	\$201	272	293	1,148	589	94	2,038	\$4,635
Weighted Average Rate	5.75	% 4.93	% 4.72	% 4.76	% 4.15	% 3.85	% 17.53	% 6.68
Commercial Loans								
Due During Years Ending June 30,								
	2017	2018	2019	2020 to 2021	2022 to 2025	2026 to 2030	2031 and following	Total
(Dollars in thousands)								
Commercial real estate								
Amount	37,345	51,930	65,716	180,490	94,683	36,523	19,874	\$486,561
Weighted Average Rate	5.01	% 4.30	% 4.13	% 3.91	% 3.57	% 3.65	% 4.18	% 3.99
Construction and development								
Amount	34,206	13,002	12,829	14,993	7,721	3,783	306	\$86,840
Weighted Average Rate	4.15	% 4.27	% 4.22	% 3.61	% 3.71	% 3.61	% 7.00	% 4.05
Commercial and industrial								
Amount	21,165	9,326	8,941	18,078	7,050	1,521	7,208	\$73,289
Weighted Average Rate	4.39	% 4.50	% 3.85	% 4.07	% 3.87	% 2.96	% 4.82	% 4.22
Municipal leases⁽¹⁾								
Amount	324	1,163	2,857	7,397	15,713	44,451	31,278	\$103,183
Weighted Average Rate	6.50	% 6.69	% 4.73	% 4.84	% 5.72	% 5.86	% 6.28	% 5.87

	Total Amount	Weighted Average Rate	
	(Dollars in thousands)		
Due During Years Ending June 30,			
2017	\$ 108,875	4.63	%
2018	93,836	4.41	
2019	110,499	4.25	
2020 to 2021	311,716	3.97	
2022 to 2025	310,905	3.79	
2026 to 2030	256,829	4.17	
2031 and following	639,799	4.09	
Total	\$ 1,832,459	4.09	%

(1) The weighted average rate of municipal loans is adjusted for a 34% federal income tax rate since the interest income from these leases is tax exempt.

The total amount of loans due after June 30, 2017, which have predetermined interest rates is \$900.0 million, while the total amount of loans due after such dates which have adjustable interest rates is \$823.6 million.

Lending Authority. Residential real estate loans up to \$750,000 may be approved at varying levels by certain officers of the Bank. Our Chief Credit Officer may approve loans up to \$7.5 million. Loan relationships in excess of \$7.5 million in total credit exposure must be approved by our Senior Loan Committee. Loans outside our general underwriting guidelines generally must be approved by the Chief Credit Officer, Chief Banking Officer, a Senior Credit Officer, or Mortgage Fulfillment Manager for residential loans. Certain other bank officers may approve loans outside of our general underwriting guidelines on a limited basis and generally at a lower amount. Lending authority is also granted to certain other bank officers at lower amounts, generally up to \$500,000 in total credit exposure for real estate secured loan relationships, provided the loan does not have a Criticized or Classified risk grade.

Beginning in fiscal 2008, we implemented more stringent underwriting policies and procedures related to residential lending which we have maintained and continuously update to ensure originations meet both our investment and asset quality objectives. The additional emphasis on a borrower's ongoing ability to repay a loan by requiring lower debt to income ratios, higher credit scores, and lower loan to value ratios has increased our overall asset quality. By adhering to these stringent policies and procedures the percentage of one-to-four family residential loans and home equity lines of credit made to borrowers with a credit score greater than 675 has increased to 98.5% in fiscal 2016 from 78.6% during fiscal 2007.

At June 30, 2016, the maximum amount under federal regulation that we could lend to any one borrower and the borrower's related entities was approximately \$45.3 million. Our five largest lending relationships are with commercial borrowers and totaled approximately \$65.8 million in the aggregate, or 3.6% of our \$1.83 billion loan portfolio at June 30, 2016. The largest lending relationship at June 30, 2016 consisted of seven loans totaling approximately \$17.1 million. The largest loan in this relationship had an outstanding balance of \$5.0 million as of June 30, 2016 and was secured by a non-owner-occupied retail property located in Union County, NC. The remaining relationship exposure primarily consisted of various non-owner-occupied commercial real estate properties located throughout North Carolina which are leased to national tenants. At June 30, 2016, these loans were performing in accordance with their original repayment terms.

The second largest lending relationship at June 30, 2016 was approximately \$16.3 million consisting of 21 loans. The largest loan in this relationship at June 30, 2016 had an outstanding balance of \$2.7 million and was secured by a multi-tenant retail property located in Buncombe County, NC. The remaining relationship exposure primarily consisted of non-owner-occupied retail, office, and industrial properties located in Buncombe County, NC. At June 30, 2016 these loans were performing in accordance with their original repayment terms.

The third largest lending relationship at June 30, 2016 was approximately \$14.9 million consisting of nine loans, the largest of which had an outstanding balance of \$5.7 million and is secured by a multi-family property in East Tennessee. The remaining loans are secured by retail, office, and industrial properties located in East Tennessee. At June 30, 2016, all loans in the relationship were performing in accordance with their original repayment terms.

The fourth largest lending relationship at June 30, 2016 was approximately \$9.1 million consisting of eight loans, the largest of which had an outstanding balance of \$2.2 million and is secured by a non-owner-occupied retail strip center located in Mecklenburg County, NC. At June 30, 2016, all loans in the relationship were performing in accordance with their original repayment terms.

The fifth largest lending relationship at June 30, 2016 was approximately \$8.5 million consisting of eight loans, the largest of which had an outstanding balance of \$3.6 million and is secured by six owner-occupied child care centers and a residential quadplex rental property in Southwest Virginia. The remaining loans are secured by single family rental properties, and non-owner occupied retail and office properties located in Southwest Virginia, Western North Carolina and East Tennessee. As of June 30, 2016 these loans were performing in accordance with their original repayment terms.

Retail Consumer Loans

One-to-Four Family Real Estate Lending. We originate loans secured by first mortgages on one-to-four family residences typically for the purchase or refinance of owner-occupied primary or secondary residences located primarily in our market areas. We originate one-to-four family residential mortgage loans primarily through referrals from real estate agents, builders, and from existing customers. Walk-in customers are also important sources of loan originations. At June 30, 2016, \$623.7 million, or 34.0%, of our loan portfolio consisted of loans secured by one-to-four family residences.

We originate both fixed-rate loans and adjustable-rate loans. We generally originate mortgage loans in amounts up to 80% of the lesser of the appraised value or purchase price of a mortgaged property, but will also permit loan-to-value ratios of up to 95%. For loans exceeding an 80% loan-to-value ratio we generally require the borrower to obtain private mortgage insurance covering us for any loss on the amount of the loan in excess of 80% in the event of foreclosure.

The majority of our one-to-four family residential loans are originated with fixed rates and have terms of ten to 30 years. At June 30, 2016 our one-to-four family residential loan portfolio included \$326.3 million in fixed rate loans, of which \$49.0 million were ten year fixed rate loans. We generally originate fixed rate mortgage loans with terms greater than 15 years for sale to various secondary market investors on a servicing released basis. We also originate adjustable-rate mortgage, or ARM, loans which have interest rates that adjust annually to the yield on U.S. Treasury securities adjusted to a constant one-year maturity plus a margin. Most of our ARM loans are hybrid loans, which after an initial fixed rate period of one, five, or seven years will convert to an annual adjustable interest rate for the remaining term of the loan. Our ARM loans have terms up to 30 years. Our pricing strategy for mortgage loans includes setting interest rates that are competitive with other local financial institutions and consistent with our asset/liability management objectives. Our ARM loans generally have a floor interest rate set at the initial interest rate, and a cap of two percentage points on rate adjustments during any one year and six percentage points over the life of the loan. As a consequence of using caps, the interest rates on these loans may not be as rate sensitive as is our cost of funds.

We generally retain ARM loans that we originate in our loan portfolio rather than selling them in the secondary market. The retention of ARM loans in our loan portfolio helps us reduce our exposure to changes in interest rates. There are, however, unquantifiable credit risks resulting from the potential of increased interest to be paid by the customer as a result of increases in interest rates. It is possible that during periods of rising interest rates the risk of default on ARM loans may increase as a result of repricing and the increased costs to the borrower. We attempt to reduce the potential for delinquencies and defaults on ARM loans by qualifying the borrower based on the borrower's ability to repay the ARM loan assuming that the maximum interest rate that could be charged at the first adjustment period remains constant during the loan term. Another consideration is that although ARM loans allow us to increase the sensitivity of our asset base due to changes in the interest rates, the extent of this interest sensitivity is limited by the periodic and lifetime interest rate adjustment limits. Because of these considerations, we have no assurance that yield increases on ARM loans will be sufficient to offset increases in our cost of funds.

Most of our loans are written using generally accepted underwriting guidelines, and are readily saleable to Freddie Mac, Fannie Mae, or other private investors. Our real estate loans generally contain a "due on sale" clause allowing us to declare the unpaid principal balance due and payable upon the sale of the security property. The average size of our one-to-four family residential loans was \$108,381 at June 30, 2016.

A portion of our loans are "non-conforming" because they do not satisfy credit or other requirements due to personal and financial reasons (i.e. divorce, bankruptcy, length of time employed, etc.), and other requirements, imposed by secondary market purchasers. Many of these borrowers have higher debt-to-income ratios, or the loans are secured by unique properties in rural markets for which there are no sales of comparable properties to support the value according to secondary market requirements. We may require additional collateral or lower loan-to-value ratios to reduce the risk of these loans. We believe that these loans satisfy a need in our local market areas. As a result, subject to market conditions, we intend to continue to originate these types of loans.

Property appraisals on real estate securing our one-to-four family loans in excess of \$250,000 that are not originated for sale are made by a state-licensed or state-certified independent appraiser approved by the board of directors. Appraisals are performed in accordance with applicable regulations and policies. For loans that are less than \$250,000, we may use the tax assessed value, broker price opinions, and/or a property inspection in lieu of an appraisal. We generally require title insurance policies on all first mortgage real estate loans originated. Homeowners, liability, fire and, if required, flood insurance policies are also required for one-to-four family loans. We do not originate permanent one-to-four family mortgage loans with a negatively amortizing payment schedule, and currently do not offer interest-only mortgage loans. We have not typically originated stated income or low or no documentation one-to-four family loans. At June 30, 2016, \$4.8 million of our one-to-four family loans were interest-only. In connection with the new rules issued by the Consumer Financial Protection Bureau ("CFPB"), which includes a definition for "qualified mortgage" loans based on the borrower's ability to repay the loan, we believe that substantially all of the mortgage loans approved by us meet this standard.

At June 30, 2016, \$91.6 million of our one-to-four family loan portfolio consisted of loans secured by non-owner occupied residential properties. Loans secured by residential rental properties represent a unique credit risk to us and, as a result, we adhere to specific underwriting guidelines for such loans. Additionally, we have established specific loan portfolio concentration limits for loans secured by residential rental property to prevent excessive credit risk that could result from an elevated concentration of these loans. A primary risk factor in non-owner occupied residential real estate lending is the consistency of rental income of the property. Payments on loans secured by rental properties often depend on the successful operation and management of the properties, as well as, the ability of tenants to pay rent. As a result, repayment of such loans may be subject to adverse economic conditions and unemployment trends, and may be sensitive to changes in the supply and demand for such properties. We consider and review a rental income cash flow analysis of the borrower and consider the net operating income of the property, the borrower's expertise, credit history and profitability, and the value of the underlying property. We generally require collateral on these loans

to be a first mortgage along with an assignment of rents and leases. We periodically monitor the performance and cash flow sufficiency of certain residential rental property borrowers based on a number of factors such as loan performance, loan size, total borrower credit exposure, and risk grade.

Home Equity Lines of Credit. Our originated home equity lines of credit ("HELOCs"), consisting of adjustable-rate lines of credit, have been the second largest component of our retail loan portfolio over the past several years. At June 30, 2016, HELOCs-originated totaled \$163.3 million or 8.9% of our loan portfolio of which \$77.3 million was secured by a first lien on owner-occupied residential property. The lines of credit may be originated in amounts, together with the amount of the existing first mortgage, typically up to 85% of the value of the property securing the loan (less any prior mortgage loans) with an adjustable-rate of interest based on The Wall Street Journal prime rate plus a margin. Currently, our home equity line of credit floor interest rate is dependent on the overall loan to value, and has a cap of 18% above the floor rate over the life of the loan. Originated HELOCs generally have up to a 15-year draw period and amounts may be reborrowed after payment at any time during the draw period. Once the draw period has lapsed, the payment is amortized over a 15-year period based on the loan balance at that time. At June 30, 2016, unfunded commitments on these lines of credit totaled \$167.1 million.

Our underwriting standards for originated HELOCs are similar to our one-to-four family loan underwriting standards and include a determination of the applicant's credit history and an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment, and additionally from any verifiable secondary income.

In December 2014, the Company began purchasing HELOCs originated by other financial institutions. At June 30, 2016, HELOCs-purchased totaled \$144.4 million, or 7.9% of our loan portfolio. Unfunded commitments on these lines of credit were \$24.8 million at June 30, 2016. The credit risk characteristics are different for these loans since they were not originated by the Company and the collateral is located outside the Company's market area, primarily in several western states. All of these loans were originated in 2012 or later and had an average FICO score of 740 and loan to values of less than 90% at origination. The Company has established an allowance for loan losses based on the historical losses in the states where these loans were originated. The Company will monitor the performance of these loans and adjust the allowance for loan losses as necessary.

HELOCs generally entail greater risk than do one-to-four family residential mortgage loans where we are in the first lien position. For those home equity lines secured by a second mortgage, it is unlikely that we will be successful in recovering all or a portion of our loan proceeds in the event of default unless we are prepared to repay the first mortgage loan and such repayment and the costs associated with a foreclosure are justified by the value of the property.

Construction and Land/Lots. We have been an active originator of construction to permanent loans to homeowners building a residence. In addition, we originate land/lot loans predominately for the purchase or refinance of an improved lot for the construction of a residence to be occupied by the borrower. All of our construction and land/lot loans were made on properties located within our market area.

At June 30, 2016, our construction and land/lot loan portfolio was \$38.1 million compared to \$45.9 million at June 30, 2015. At June 30, 2016, unfunded loan commitments totaled \$27.9 million, compared to \$27.0 million at June 30, 2015. Construction-to-permanent loans are made for the construction of a one-to-four family property which is intended to be occupied by the borrower as either a primary or secondary residence. Construction-to-permanent loans are originated to the homeowner rather than the homebuilder and are structured to be converted to a first lien fixed- or adjustable-rate permanent loan at the completion of the construction phase. We do not originate construction phase only or junior lien construction-to-permanent loans. The permanent loan is generally underwritten to the same standards as our one-to-four family residential loans and may be held by us for portfolio investment or sold in the secondary market. At June 30, 2016 our construction-to-permanent loans totaled \$19.0 million and the average loan size was \$131,000. During the construction phase, which typically lasts for six to 12 months, we make periodic inspections of the construction site and loan proceeds are disbursed directly to the contractors or borrowers as construction progresses. Typically, disbursements are made in monthly draws during the construction period. Loan

proceeds are disbursed based on a percentage of completion. Construction-to-permanent loans require payment of interest only during the construction phase. Prior to making a commitment to fund a construction loan, we require an appraisal of the property by an independent appraiser. Construction loans may be originated up to 95% of the cost or of the appraised value upon completion, whichever is less; however, we generally do not originate construction loans which exceed the lower of 80% loan to cost or appraised value without securing adequate private mortgage insurance or other form of credit enhancement such as the Federal Housing Administration or other governmental guarantee. We also require general liability, builder's risk hazard insurance, title insurance, and flood insurance (as applicable, for properties located or to be built in a designated flood hazard area) on all construction loans. At June 30, 2016, the largest construction to permanent loan had an outstanding balance of \$2.0 million and was performing according to the original repayment terms.

Included in our construction and land/lot loan portfolio are land/lot loans, which are typically loans secured by developed lots in residential subdivisions located in our market areas. We originate these loans to individuals intending to construct their primary or secondary residence on the lot within one year from the date of origination. This portfolio may also include loans for the purchase or refinance of unimproved land that is generally less than or equal to five acres, and for which the purpose is to commence the improvement of the land and construction of an owner-occupied primary or secondary residence within one year from the date of loan origination.

Land/lot loans are typically originated in an amount up to 70% of the lower of the purchase price or appraisal, are secured by a first lien on the property, for up to a 20-year term, require payments of interest only and are structured with an adjustable rate of interest on terms similar to our one-to-four family residential mortgage loans. At June 30, 2016, our land/lot loans totaled \$19.1 million and the average land/lot loan size was

\$56,000. At June 30, 2016, the largest land/lot loan had an outstanding balance of \$631,000 and was performing according to the original repayment terms.

Construction and land/lot lending affords us the opportunity to achieve higher interest rates and fees with shorter terms to maturity than the rates and fees generated by our one-to-four family permanent mortgage lending.

Construction/permanent loans, however, generally involve a higher degree of risk than our one-to-four family permanent mortgage lending. If our appraisal of the value of the completed residence proves to be overstated, we may have inadequate security for the repayment of the loan upon completion of construction and may incur a loss. Land/lot loans also pose additional risk because of the lack of income being produced by the property and the potential illiquid nature of the collateral. These risks can also be significantly impacted by supply and demand conditions.

Indirect Auto Finance. During the middle of fiscal year 2014, we added the origination of indirect auto finance loans to our lending products. As June 30, 2016, our indirect auto finance installment contracts totaled \$108.5 million, or 5.9% of our total loan portfolio. As an indirect lender, we market to automobile dealerships, both manufacturer franchised dealerships and independent dealerships, who utilize our origination platform to provide automotive financing through installment contracts on new and used vehicles. As of June 30, 2016, we worked with 59 auto dealerships located in western North Carolina and upstate South Carolina. Working with strong dealerships within our market area provides us with the opportunity to actively deepen customer relationships through cross-selling opportunities, as 86.0% of our indirect auto finance loans are originated to noncustomers.

The dealers are compensated via an industry standard commission, known as dealer reserve, on marked-up interest rates or from flat rate commission amounts. Our auto finance sales team uses purchased industry data to provide quantitative analysis of dealer sales history to target strong dealerships as the starting point of building long lasting, successful relationships. Local, quick decisions, broad hour coverage, personalized customer service, and prompt contract funding are keys to our success in this competitive line of business. Additionally, our process has been designed to integrate with existing dealership practices, utilize an industry leading decision engine, which provides our internal underwriters with the tools needed to respond quickly to loans meeting our credit policy criteria.

Our underwriting guidelines for indirect auto loans adhere to no specific loan-to-value ratio because the primary focus is on the ability of the borrower to repay the loan rather than the value of the underlying collateral. Our underwriting procedures for indirect auto loans include an evaluation of an applicant's credit profile along with certain applicant specific characteristics to arrive at an estimate of the associated credit risk. Additionally, internal underwriters may also verify an applicant's employment income and/or residency or where appropriate, verify an applicant's payment history directly with the applicant's creditors. We will also generally verify receipt of the automobile and other information directly with the borrower.

Indirect auto finance customers receive a fixed rate loan in an amount and at an interest rate that is commensurate to their FICO credit score, consumer payment credit history, loan term, and based on our underwriting procedures. The amount financed by us will generally be up to the full sales price of the vehicle plus sales tax, dealer preparation fees, license fees and title fees, plus the cost of service and warranty contracts and "GAP" insurance coverage obtained in connection with the vehicle or the financing (such amounts in addition to the sales price, collectively the "Additional Vehicle Costs"). Accordingly, the amount financed by us generally may exceed, depending on the credit score and applicant's profile, in the case of new vehicles, the manufacturer's suggested retail price of the financed vehicle and the Additional Vehicle Costs. In the case of used vehicles, if the applicant meets our creditworthiness criteria, the amount financed may exceed the vehicle's value as assigned by the NADA Official Used Car Guide, our primary reference source of used cars and the Additional Vehicle Costs.

Our indirect auto portfolio at June 30, 2016, consisted of 5,084 installment loan contracts with a weighted-average contract rate of 4.02%, an average FICO credit score of 744, and an average loan to value ratio of 105.28% based on wholesale dealer invoice on new cars and the NADA Official Used Car Guide for used cars. Approximately 96% were originated through manufacturer franchised dealerships and approximately 4% were originated through independent dealerships; 54% were contracts on new vehicles and 46% were contracts on used vehicles. The loan term is averaging 71 months which is comparable to national auto industry data.

Because our primary focus for indirect auto loans is on the credit quality of the customer rather than the value of the collateral, the collectability of an indirect auto loan is more likely than a single-family first mortgage loan to be affected by adverse personal circumstances. We rely on the borrower's continuing financial stability, rather than on the value of the vehicle, for the repayment of an indirect auto loan. Because automobiles usually rapidly depreciate in value, it is unlikely that a repossessed vehicle will cover repayment of the outstanding loan balance.

Consumer Lending. Our consumer loans consist of loans secured by deposits accounts or personal property such as automobiles, boats, and motorcycles, as well as unsecured consumer debt. At June 30, 2016, our consumer loans totaled \$4.6 million, or 0.3% of our loan portfolio. We originate our consumer loans primarily in our market areas. Consumer loans generally have shorter terms to maturity, which reduces our exposure to changes in interest rates. In addition, management believes that offering consumer loan products helps to expand and create stronger ties to our existing customer base by increasing the number of customer relationships and providing cross-marketing opportunities.

Our underwriting standards for consumer loans include a determination of the applicant's credit history and an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment, and additionally from any verifiable secondary income.

Consumer loans generally entail greater risk than do one-to-four family residential mortgage loans, particularly in the case of consumer loans that are unsecured or secured by rapidly depreciable assets, such as automobiles. In these cases, any repossessed collateral for a defaulted loan

may not provide an adequate source of repayment of the outstanding loan balance. As a result, consumer loan collections are dependent on the borrower's continuing financial stability and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy.

Commercial Loans

Commercial Real Estate Lending. We originate commercial real estate loans, including loans secured by hotels, office space, office/warehouse, retail strip centers, vehicle dealerships, mini-storage facilities, medical and professional buildings, retail sites, and churches located in our market areas. As of June 30, 2016, \$486.6 million or 26.6% of our total loan portfolio was secured by commercial real estate property, including multifamily loans totaling \$63.9 million, or 3.5% of our total loan portfolio. Of the remaining amount, \$168.4 million was identified as owner occupied commercial real estate, and \$254.3 million was secured by income producing, or non-owner-occupied commercial real estate. Commercial real estate loans generally are priced at a higher rate of interest than one-to-four family residential loans. Typically, these loans have higher loan balances, are more difficult to evaluate and monitor, and involve a greater degree of risk than one-to-four family residential loans. Often payments on loans secured by commercial or multi-family properties are dependent on the successful operation and management of the property; therefore, repayment of these loans may be affected by adverse conditions in the real estate market or the economy. We generally require and obtain loan guarantees from financially capable parties based upon the review of personal financial statements. If the borrower is a corporation, we generally require and obtain personal guarantees from the corporate principals based upon a review of their personal financial statements and individual credit reports.

The average outstanding loan size in our commercial real estate portfolio was \$445,000 as of June 30, 2016. Given the Bank's recent expansions into new mid-sized metropolitan areas, the Bank's commercial focus is on developing and fostering strong banking relationships with small to mid-size clients within our market area. At June 30, 2016, the largest commercial real estate loan in our portfolio was to a local borrower in Charlotte, NC for \$7.8 million, secured by a multi-tenant office building in Knoxville, TN. Our largest multi-family loan as of June 30, 2016 was a 95 unit townhouse complex on approximately 7.25 acres in Morristown, Tennessee with an outstanding balance of \$5.7 million. Both of these loans were performing according to their original repayment terms as of June 30, 2016.

We offer both fixed- and adjustable-rate commercial real estate loans. Our commercial real estate mortgage loans generally include a balloon maturity of five years or less. Amortization terms are generally limited to 20 years. Adjustable rate based loans typically include a floor and ceiling interest rate and are indexed to The Wall Street Journal prime rate, or the one-month London Interbank Offered Rate ("LIBOR"), plus or minus an interest rate margin and rates generally adjust daily. The maximum loan to value ratio for commercial real estate loans is generally up to 80% on purchases and refinances. We require appraisals of all non-owner occupied commercial real estate securing loans in excess of \$250,000, and all owner-occupied commercial real estate securing loans in excess of \$500,000, performed by independent appraisers. For loans less than these amounts, we may use the tax assessed value, broker price opinions, and/or a property inspection in lieu of an appraisal.

If we foreclose on a commercial real estate loan, our holding period for the collateral typically is longer than for one-to-four family residential mortgage loans because there are fewer potential purchasers of the collateral. Further, our commercial real estate loans generally have relatively large balances to single borrowers or related groups of borrowers. Accordingly, if we make any errors in judgment in the collectability of our commercial real estate loans, any resulting charge-offs may be larger on a per loan basis than those incurred with our retail loan portfolios.

Construction and Development Lending. Leading up to the housing crisis that began in late 2007, we had been an active originator of commercial real estate construction loans, more specifically construction and development loans falling into two categories: i) land, lots and development loans, and ii) commercial construction development loans. Given the severity of housing crisis, the Bank made a strategic decision to largely exit both types of loan categories over the past several years. However, our expansion into larger metro markets over the last two years combined with the hiring of experienced commercial real estate relationship managers, credit officers, and the development of a construction risk management group to better manage construction risk, the Bank made a conscience effort to grow the construction and development portfolio. Our land, lots, and development loans are predominately for the purchase or refinance of unimproved land held for future residential development, improved residential lots held for speculative

investment purposes and for the future construction of speculative one-to-four family or commercial real estate. Our commercial construction development loans are for the development of business properties and multi-family dwellings.

At June 30, 2016, our construction and development loans totaled \$86.8 million, or 4.7% of our total loan portfolio. At June 30, 2016, \$40.0 million or 46.1% of our construction and development loans required interest-only payments. A minimal amount of these construction loans provide for interest payments to be paid out of an interest reserve, which is established in connection with the origination of the loan pursuant to which we will fund the borrower's monthly interest payments and add the payments to the outstanding principal balance of the loan. Unfunded commitments at June 30, 2016 totaled \$97.3 million compared to \$17.0 million at June 30, 2015. Land acquisition and development loans are included in the construction and development loan portfolio, and represent loans made to developers for the purpose of acquiring raw land and/or for the subsequent development and sale of residential lots. Such loans typically finance land purchase and infrastructure development of properties (i.e. roads, utilities, etc.) with the aim of making improved lots ready for subsequent sale to consumers or builders for ultimate construction of residential units. The primary source of repayment is generally the cash flow from developer sale of lots or improved parcels of land, secondary sources and personal guarantees, which may provide an additional measure of security for such loans. Land acquisition and development loans are generally secured by property in our primary market areas. In addition, these loans are secured by a first lien on the property, are generally limited up to 65% of the lower of the acquisition price or the appraised value of the land and generally have a maximum amortization term of ten years with a balloon maturity of up to three years. We require title insurance and, if applicable, a hazardous waste survey reporting that the land is free of hazardous or toxic waste. At June 30, 2016, our land acquisition and development loans in our commercial construction and development portfolio totaled \$39.8 million. The largest land acquisition and development loan had an outstanding balance at June 30, 2016 of \$2.7 million and was performing according to its repayment terms. The subject loan is secured by

residential property under development and is located in Wake County, NC. At June 30, 2016, 12 land acquisition and development loans totaling \$1.4 million were on non-accrual status.

Part of our land, lot, and development portfolio consists of speculative construction loans for homes. These homes typically have an average price ranging from \$200,000 to \$500,000. Speculative construction loans are made to home builders and are termed “speculative” because the home builder does not have, at the time of loan origination, a signed contract with a home buyer who has a commitment for permanent financing with either us or another lender for the finished home. The home buyer may be identified either during or after the construction period, with the risk that the builder will have to fund the debt service on the speculative construction loan and finance real estate taxes and other carrying costs of the completed home for a significant period of time after the completion of construction, until a home buyer is identified. Loans to finance the construction of speculative single-family homes and subdivisions are generally offered to experienced builders with proven track records of performance, are qualified using the same standards as other commercial loan credits, and require cash reserves to carry projects through construction completions and sale of the project. These loans require payment of interest-only during the construction phase. At June 30, 2016, loans for the speculative construction of single family properties totaled \$20.3 million compared to \$8.7 million at June 30, 2015. At June 30, 2016, we had five borrowers with an aggregate outstanding loan balance over \$1.0 million which comprise 77.9% of the total balance for the speculative construction of single family properties and secured by properties located in our market areas. At June 30, 2016, no speculative construction loans were on non-accrual status. Unfunded commitments at June 30, 2016 totaled \$17.8 million compared to \$9.1 million at June 30, 2015.

Commercial construction and construction to permanent loans include multi-family, apartment, retail, office/warehouse and office buildings and are offered on an adjustable interest rate or fixed interest rate basis. Adjustable interest rate based loans typically include a floor and ceiling interest rate and are indexed to The Wall Street Journal prime rate, plus or minus an interest rate margin. The initial construction period is generally limited to 12 to 24 months from the date of origination, and amortization terms are generally limited to 20 years; however, amortization terms of up to 25 years may be available for certain property types based on elevated underwriting and qualification criteria. Construction to permanent loans generally include a balloon maturity of five years or less; however, balloon maturities of greater than five years are allowed on a limited basis depending on factors such as property type, amortization term, lease terms, pricing, or the availability of credit enhancements. Construction loan proceeds are disbursed commensurate with the percentage of completion of work in place, as documented by periodic internal or third party inspections. The maximum loan-to-value limit applicable to these loans is generally 80% of the appraised post-construction value. Disbursement of funds is at our sole discretion and is based on the progress of construction. At June 30, 2016 we had \$26.7 million of non-residential construction loans included in our commercial construction and development loan portfolio.

We require all real estate securing construction and development loans to be appraised by an independent Bank-approved state-licensed or state-certified real estate appraiser. General liability, builder’s risk hazard insurance, title insurance, and flood insurance (as applicable, for properties located or to be built in a designated flood hazard area) are also required on all construction and development loans.

Construction and development lending affords us the opportunity to achieve higher interest rates and fees with shorter terms to maturity than the rates and fees generated by our single-family permanent mortgage lending. For the reasons set forth below, construction and development lending involves additional risks when compared with permanent residential lending. Our construction and development loans are based upon estimates of costs in relation to values associated with the completed project. Funds are advanced upon the collateral for the project based on an estimate of costs that will produce a future value at completion. Because of the uncertainties inherent in estimating construction costs, as well as the market value of the completed project and the effects of governmental regulation on real property, it is relatively difficult to evaluate accurately the total funds required to complete a project and the completed project loan-to-value ratio. Changes in the demand, such as for new housing, and higher than anticipated building costs may cause actual results to vary significantly from those estimated. This type of lending also typically involves higher loan principal amounts and is often concentrated with a small number of builders. These loans often

involve the disbursement of funds with repayment substantially dependent on the success of the ultimate project and the ability of the borrower to sell or lease the property or obtain permanent take-out financing, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of a completed project proves to be overstated, we may have inadequate security for the repayment of the loan upon completion of construction of the project and may incur a loss. Because construction loans require active monitoring of the building process, including cost comparisons and on-site inspections, these loans are more difficult and costly to monitor. Increases in market rates of interest may have a more pronounced effect on construction loans by rapidly increasing the end-purchasers' borrowing costs, thereby reducing the overall demand for the project. Properties under construction are often difficult to sell and typically must be completed in order to be successfully sold which also complicates the process of working out problem construction loans. This may require us to advance additional funds and/or contract with another builder to complete construction and assume the market risk of selling the project at a future market price, which may or may not enable us to fully recover unpaid loan funds and associated construction and liquidation costs. Furthermore, in the case of speculative construction loans, there is the added risk associated with identifying an end-purchaser for the finished project.

Commercial and Industrial Loans. We typically offer commercial and industrial loans to small businesses located in our primary market areas. These loans are primarily originated as conventional loans to business borrowers, which include lines of credit, term loans, and letters of credit. These loans are typically secured by collateral and are used for general business purposes, including working capital financing, equipment financing, capital investment, and general investments. Loan terms vary from typically one to five years. The interest rates on such loans are either fixed rate or adjustable rate indexed to The Wall Street Journal prime rate plus a margin. Inherent with our extension of business credit is the business deposit relationship which frequently includes multiple accounts and related services from which we realize low cost deposits plus service and ancillary fee income.

Commercial and industrial loans typically have shorter maturity terms and higher interest rates than real estate loans, but generally involve more credit risk because of the type and nature of the collateral. We are focusing our efforts on small- to medium-sized, privately-held companies with local or regional businesses that operate in our market areas. At June 30, 2016, commercial and industrial loans totaled \$73.3 million, which represented 4.0% of our total loan portfolio. Our commercial business lending policy includes credit file documentation and analysis of the borrower's background, capacity to repay the loan, the adequacy of the borrower's capital and collateral, as well as an evaluation of other conditions affecting the borrower. Analysis of the borrower's past, present and future cash flows is also an important aspect of our credit analysis. We generally obtain personal guarantees on our commercial business loans. Repayment of our commercial and industrial loans is often dependent on the cash flows of the borrower, which may be unpredictable, and the collateral securing these loans may fluctuate in value. Our commercial business loans are originated primarily based on the identified cash flow of the borrower and secondarily on the underlying collateral provided by the borrower. Most often, this collateral consists of equipment, inventory or accounts receivable. Credit support provided by the borrower for most of these loans and the probability of repayment is based on the liquidation of the pledged collateral and enforcement of a personal guarantee, if any. As a result, in the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. The collateral securing other loans may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business.

Municipal Leases. We offer ground and equipment lease financing to fire departments located primarily throughout North Carolina and, to a lesser extent, South Carolina. Municipal leases are secured primarily by a ground lease in our name with a sublease to the borrower for a firehouse or an equipment lease for fire trucks and firefighting equipment. We originate these loans primarily through a third party that assigns the lease to us after we fund the loan. All leases are underwritten directly by us prior to funding. These leases are at a fixed rate of interest and may have a term to maturity of up to 20 years.

At June 30, 2016, municipal leases totaled \$103.2 million, which represented 5.6% of our total loan portfolio. At that date, \$37.8 million, or 36.8% of our municipal leases were secured by fire trucks, \$23.5 million, or 22.9%, were secured by firehouses, \$39.5 million or 38.4%, were secured by both, with the remaining \$2.4 million or 1.9% secured by miscellaneous firefighting equipment. At June 30, 2016, the average outstanding municipal lease size was \$353,000. These loans are our highest yielding loans since the interest earned is tax-exempt, and this portfolio has the lowest delinquency rate of any of our loan types.

Repayment of our municipal leases is often dependent on the tax revenues collected by the county/municipality on behalf of the fire department. Although a municipal lease does not constitute a general obligation of the county/municipality for which the county/municipality's taxing power is pledged, a municipal lease is ordinarily backed by the county/municipality's covenant to budget for, appropriate and pay the tax revenues to the fire department. However, certain municipal leases contain "non-appropriation" clauses which provide that the municipality has no obligation to make lease or installment purchase payments in future years unless money is appropriated for such purpose on a yearly basis. In the case of a "non-appropriation" lease, our ability to recover under the lease in the event of non-appropriation or default will be limited solely to the repossession of the leased property, without recourse to the general credit of the lessee, and disposition or releasing of the property might prove difficult. At June 30, 2016, \$3.0 million of our municipal leases contained a non-appropriation clause.

Loan Originations, Purchases, Sales, Repayments and Servicing

We originate both fixed-rate and adjustable-rate loans. Our ability to originate loans, however, is dependent upon customer demand for loans in our market area. Demand is affected by competition and the interest rate environment. During the past few years, we, like many other financial institutions, have experienced significant prepayments on loans due to the low interest rate environment prevailing in the United States. In periods of economic uncertainty, the ability of financial institutions, including us, to originate large dollar volumes of real estate loans may be substantially reduced or restricted, with a resultant decrease in interest income. We do not generally purchase loans or loan participations except for municipal leases and HELOCs. We actively sell the majority of our long-term fixed-rate residential first mortgage loans to the secondary market at the time of origination and retain our adjustable-rate

residential mortgages and fixed-rate mortgages with terms to maturity less than or equal to 15 years and other consumer and commercial loans. During the years ended June 30, 2016 and 2015 we sold \$92.5 million and \$81.3 million, respectively, of predominantly one-to-four family loans to the secondary market. We release the servicing on the loans we sell into the secondary market. Loans are generally sold on a non-recourse basis.

In addition to interest earned on loans and loan origination fees, we receive fees for loan commitments, late payments and other miscellaneous services. The fees vary from time to time, generally depending on the supply of funds and other competitive conditions in the market.

The following table shows our loan origination, purchase, sale and repayment activities for the periods indicated.

	Years Ended June 30,		
	2016	2015	2014
Originations: ⁽¹⁾			
Retail consumer:	(In thousands)		
One-to-four family	\$173,540	\$163,652	\$141,743
Home equity - originated	50,406	46,728	30,030
Construction and land/lots	42,493	49,689	49,455
Indirect auto finance	87,844	53,010	9,598
Consumer	4,192	3,113	3,294
Commercial loans:			
Commercial real estate	137,660	112,349	35,773
Construction and development	164,945	47,955	13,389
Commercial and industrial	22,933	34,583	18,960
Total loans originated	\$684,013	\$511,079	\$302,242
Purchases:			
Retail consumer:			
Home equity - purchased	\$109,045	\$79,039	\$—
Commercial loans:			
Commercial real estate	489	648	330
Municipal leases	11,118	15,282	15,814
Loans acquired through business combination	—	87,529	377,093
Total loans purchased or acquired	\$120,652	\$182,498	\$393,237
Sales and repayments:			
Retail consumer:			
One-to-four family	\$92,054	\$73,474	\$85,829
Home equity - originated	15	—	117
Construction and land/lots	—	—	219
Consumer	1	—	27
Commercial loans:			
Commercial real estate	89	6,386	427
Construction and development	44	805	213
Commercial and industrial	287	594	—
Total sales	92,490	81,259	86,832
Principal repayments	565,142	420,232	284,535
Total reductions	\$657,632	\$501,491	\$371,367
Net increase	\$147,033	\$192,086	\$324,112

(1) Originations include one-to-four loans originated for sale of \$92.0 million, \$74.4 million, and \$73.5 million for years ended June 30, 2016, 2015, and 2014, respectively.

Asset Quality

Loan Delinquencies and Collection Procedure. When a borrower fails to make a required payment on a residential real estate loan, we attempt to cure the delinquency by contacting the borrower. A late notice is sent 15 days after the due date, and the borrower may also be contacted by phone at this time. If the delinquency continues, subsequent efforts are made to contact the delinquent borrower and additional collection notices and letters are sent. When a loan is 90 days delinquent, we may commence repossession or a foreclosure action. Reasonable attempts are made to collect from borrowers prior to referral to an attorney for collection. In certain instances, we may modify the loan or grant a limited moratorium on loan payments to enable the borrower to reorganize their financial affairs, and we

attempt to work with the borrower to establish a repayment schedule to cure the delinquency.

18

Delinquent consumer loans are handled in a similar manner, except that late notices are sent within 30 days after the due date. Our procedures for repossession and sale of consumer collateral are subject to various requirements under the applicable consumer protection laws, as well as, other applicable laws and the determination by us that it would be beneficial from a cost basis.

Delinquent commercial loans are initially handled by the relationship manager of the loan, who is responsible for contacting the borrower. Larger problem commercial loans are transferred to the Bank's Special Assets Department for resolution or collection activities. The Special Assets Department may work with the commercial relationship managers to see that the necessary steps are taken to collect delinquent loans, while ensuring that standard default notices and letters are mailed to the borrower. If a commercial loan becomes more problematic, or goes 90 days past the due date, a Special Assets officer will take over the loan for further collection activities including any legal action that may be necessary. If an acceptable workout or disposition plan of a delinquent commercial loan cannot be reached, we generally initiate foreclosure or repossession proceedings on any collateral securing the loan.

The following table sets forth our loan delinquencies by type, by amount and by percentage of type at June 30, 2016.

Loans Delinquent For:

	30-89 Days			90 Days and Over			Total Loans Delinquent 30 Days or More		
	Number	Amount	Percent of Loan Category	Number	Amount	Percent of Loan Category	Number	Amount	Percent of Loan Category
(Dollars in thousands)									
Retail consumer loans:									
One-to-four family	54	\$3,514	0.56 %	65	\$5,476	0.88 %	119	\$8,990	1.44 %
Home equity - originated	4	220	0.13	12	377	0.23	16	597	0.37
Construction and land/lots	2	100	0.26	6	119	0.31	8	219	0.57
Indirect auto finance	8	182	0.17	1	—	—	9	182	0.17
Consumer	3	4	0.09	7	4	0.09	10	8	0.17
Commercial loans:									
Commercial real estate	10	1,436	0.30	14	3,353	0.69	24	4,789	0.98
Construction and development	2	371	0.43	11	1,296	1.49	13	1,667	1.92
Commercial and industrial	3	216	0.29	36	2,819	3.85	39	3,035	4.14
Total	86	\$6,043	0.33 %	152	\$13,444	0.73 %	238	\$19,487	1.06 %

Nonperforming Assets. Nonperforming assets were \$24.5 million, or 0.90% of total assets at June 30, 2016, compared to \$31.9 million, or 1.15%, at June 30, 2015.

Over the past several years we have significantly improved our risk profile by aggressively managing and reducing our problem assets. We continue to believe our level of nonperforming assets is manageable, and we believe that we have sufficient capital and human resources to manage the collection of our nonperforming assets in an orderly fashion. However, our operating results could be adversely impacted if we are unable to significantly manage our nonperforming assets.

Loans are placed on nonaccrual status when the collection of principal and/or interest becomes doubtful or other factors involving the loan warrant placing the loan on nonaccrual status. Troubled debt restructurings are loans which have renegotiated loan terms to assist borrowers who are unable to meet the original terms of their loans. Such modifications to loan terms may include a lower interest rate, a reduction in principal, or a longer term to maturity. During the fiscal year ended June 30, 2016, 55 loans for \$6.1 million were modified from their original terms and were identified in our asset quality reports as a troubled debt restructuring. This compares to 46 loans for \$6.3 million that were modified in the fiscal year ended June 30, 2015. As of June 30, 2016, the outstanding balance of troubled debt restructured loans was \$33.7 million, comprised of 366 loans as compared to \$31.0 million comprised of 289

loans at June 30, 2015.

Once a nonaccruing troubled debt restructuring has performed according to its modified terms for six months and the collection of principal and interest under the revised terms is deemed probable, the troubled debt restructuring is removed from nonaccrual status. At June 30, 2016, \$4.6 million of troubled debt restructurings were classified as nonaccrual, including \$1.2 million of construction and development loans, the largest of which was \$1.0 million. As of June 30, 2016, \$28.3 million, or 84.0% of the restructured loans have a current payment status as compared to \$21.9 million, or 57.9% at June 30, 2015. Performing troubled debt restructurings increased \$6.4 million, or 29.1%, from June 30, 2015 to June 30, 2016. The table below sets forth the amounts and categories of nonperforming assets.

19

	At June 30,				
	2016	2015	2014	2013	2012
Nonaccruing loans: ⁽¹⁾					
Retail consumer loans:					
One-to-four family	\$9,192	\$10,523	\$14,917	\$29,811	\$27,659
Home equity - originated					