

HomeTrust Bancshares, Inc.  
Form 10-Q  
November 12, 2013

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

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

Commission file number: 001-35593

HOMETRUST BANCSHARES, INC.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation of organization)

45-5055422  
(IRS Employer Identification No.)

10 Woodfin Street, Asheville, North Carolina 28801  
(Address of principal executive offices; Zip Code)

(828) 259-3939  
(Registrant's telephone number, including area code)

None  
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

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Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

APPLICABLE ONLY TO CORPORATE ISSUERS

There were 20,118,414 shares of common stock, par value of \$.01 per share, issued and outstanding as of November 7, 2013.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARIES  
10-Q  
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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

## HOMETRUST BANCSHARES, INC. AND SUBSIDIARY

## Consolidated Balance Sheets

(Dollar amounts in thousands except per share data)

	(Unaudited) September 30, 2013	June 30, 2013
Assets		
Cash	\$ 18,899	\$ 13,251
Interest-bearing deposits	74,019	112,462
Cash and cash equivalents	92,918	125,713
Certificates of deposit in other banks	145,606	136,617
Securities available for sale, at fair value	97,860	24,750
Loans held for sale	6,106	10,770
Total loans, net of deferred loan fees and discount	1,196,704	1,164,183
Allowance for loan losses	(29,200)	(32,073)
Net loans	1,167,504	1,132,110
Premises and equipment, net	24,796	22,400
Federal Home Loan Bank stock, at cost	2,089	1,854
Accrued interest receivable	5,824	5,549
Real estate owned (REO)	14,514	11,739
Deferred income taxes	47,247	47,428
Bank owned life insurance	62,660	62,242
Goodwill	2,802	-
Other assets	3,600	2,151
Total Assets	\$ 1,673,526	\$ 1,583,323
Liabilities and Stockholders' Equity		
Liabilities		
Deposits	\$ 1,243,488	\$ 1,154,750
Other borrowings	2,227	-
Capital lease obligations	2,012	2,016
Other liabilities	57,733	59,042
Total liabilities	1,305,460	1,215,808
Stockholders' Equity		
Preferred stock, \$0.01 par value, 10,000,000 shares authorized, none issued or outstanding	-	-
Common stock, \$0.01 par value, 60,000,000 shares authorized, 20,590,544 shares issued and outstanding at September 30, 2013; 20,824,900 at June 30, 2013	206	208
Additional paid in capital	224,558	227,397
Retained earnings	153,317	149,990

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Unearned Employee Stock Ownership Plan (ESOP) shares	(9,919	)	(10,051	)
Accumulated other comprehensive loss	(96	)	(29	)
Total stockholders' equity	368,066		367,515	
Total Liabilities and Stockholders' Equity	\$ 1,673,526		\$ 1,583,323	

The accompanying notes are an integral part of these consolidated financial statements.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Statements of Income  
(Dollar amounts in thousands except per share data)

	Three Months Ended September 30,	
	2013	2012
Interest and Dividend Income		
Loans	\$14,082	\$15,216
Securities available for sale	297	96
Certificates of deposit and other interest-bearing deposits	452	391
Federal Home Loan Bank stock	12	25
Total interest and dividend income	14,843	15,728
Interest Expense		
Deposits	1,543	2,020
Other borrowings	3	189
Total interest expense	1,546	2,209
Net Interest Income	13,297	13,519
Provision for (Recovery of) Loan Losses	(2,300)	) 1,500
Net Interest Income after Provision for Loan Losses	15,597	12,019
Noninterest Income		
Service charges on deposit accounts	679	653
Mortgage banking income and fees	998	1,176
Other, net	594	514
Total other income	2,271	2,343
Noninterest Expense		
Salaries and employee benefits	7,177	6,329
Net occupancy expense	1,150	1,259
Marketing and advertising	355	314
Telephone, postage, and supplies	382	397
Deposit insurance premiums	335	522
Computer services	889	519
Loss (gain) on sale and impairment of real estate owned	(271)	) 327
Federal Home Loan Bank advance prepayment penalty	-	1,561
REO expense	454	762
Other	1,404	1,403
Total other expense	11,875	13,393
Income Before Income Taxes	5,993	969
Income Tax Expense (Benefit)	2,666	(183)
Net Income	\$3,327	\$1,152

Per Share Data:

Net income per common share:

Basic	\$0.17	\$0.06
Diluted	\$0.17	\$0.06

Average shares outstanding:

Basic	19,288,154	20,108,612
Diluted	19,377,896	20,108,612

The accompanying notes are an integral part of these consolidated financial statements.



HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
 Consolidated Statements of Comprehensive Income  
 (Dollar amounts in thousands)

	Three Months Ended September 30,	
	2013	2012
Net Income	\$3,327	\$1,152
Other Comprehensive Income (Loss)		
Unrealized holding gains (losses) on securities available for sale		
Gains (losses) arising during the period	\$(102	) \$177
Deferred income tax benefit (expense)	35	(60
Total other comprehensive income (loss)	\$(67	) \$117
Comprehensive Income	\$3,260	\$1,269

The accompanying notes are an integral part of these consolidated financial statements.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Statements of Changes in Stockholders' Equity  
(Dollar amounts in thousands)

	Common Stock	Additional Paid In Capital	Retained Earnings	Unearned ESOP Shares	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance at June 30, 2012	\$-	\$31,367	\$140,937	\$-	\$ 181	\$ 172,485
Net income	-	-	1,152	-	-	1,152
Issuance of common stock	212	211,388	-	-	-	211,600
Common stock issuance costs	-	(3,396 )	-	-	-	(3,396 )
Loan to ESOP for purchase of shares	-	-	-	(10,580 )	-	(10,580 )
ESOP shares allocated	-	33	-	132	-	165
Other comprehensive income	-	-	-	-	117	117
 Balance at September 30, 2012	 \$212	 \$239,392	 \$142,089	 \$(10,448 )	 \$ 298	 \$ 371,543
 Balance at June 30, 2013	 \$208	 \$227,397	 \$149,990	 \$(10,051 )	 \$(29 )	 \$367,515
Net income	-	-	3,327	-	-	3,327
Stock repurchased	(2 )	(3,592 )	-	-	-	(3,594 )
Stock option expense	-	325	-	-	-	325
Restricted stock expense	-	343	-	-	-	343
ESOP shares allocated	-	85	-	132	-	217
Other comprehensive loss	-	-	-	-	(67 )	(67 )
 Balance at September 30, 2013	 \$206	 \$224,558	 \$153,317	 \$(9,919 )	 \$(96 )	 \$368,066

The accompanying notes are an integral part of these consolidated financial statements.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Consolidated Statements of Cash Flows  
(Dollar amounts in thousands)

	Three Months Ended September 30,	
	2013	2012
<b>Operating Activities:</b>		
Net income	\$3,327	\$1,152
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for (recovery of) loan losses	(2,300)	) 1,500
Depreciation	556	565
Deferred income tax expense (benefit)	2,686	(209)
Net amortization and accretion	(129)	) 76
Loss (gain) on sale and impairment of real estate owned	(271)	) 327
Gain on sale of loans held for sale	(613)	) (921)
Origination of loans held for sale	(27,092)	) (64,006)
Proceeds from sales of loans held for sale	32,369	56,594
Decrease in deferred loan fees, net	(53)	) (164)
Increase in accrued interest receivable and other assets	(969)	) (1,590)
ESOP compensation expense	217	165
Restricted stock and stock option expense	668	-
Decrease in other liabilities	(2,499)	) (2,222)
Net cash provided by (used in) operating activities	5,897	(8,733)
<b>Investing Activities:</b>		
Purchase of securities available for sale	(41,810)	) (6,000)
Proceeds from maturities of securities available for sale	-	6,000
Purchase of certificates of deposit in other banks	(16,655)	) (30,545)
Maturities of certificates of deposit in other banks	7,666	16,310
Principal repayments of mortgage-backed securities	2,909	866
Net redemptions of Federal Home Loan Bank Stock	212	3,253
Net decrease in loans	13,431	23,295
Purchase of premises and equipment	(611)	) (189)
Capital improvements to real estate owned	(96)	) (118)
Proceeds from sale of real estate owned	1,262	5,061
Acquisition, net of cash paid	1,475	-
Net cash provided by (used in) investing activities	(32,217)	) 17,933
<b>Financing Activities:</b>		
Net decrease in deposits	(370)	) (305,866)
Net decrease in other borrowings	(2,507)	) (8,040)
Proceeds from stock conversion	-	208,204
Loan to ESOP for purchase of shares	-	) (10,580)
Common stock repurchased	(3,594)	) -
Decrease in capital lease obligations	(4)	) (2)
Net cash used in financing activities	(6,475)	) (116,284)
Net Decrease in Cash and Cash Equivalents	(32,795)	) (107,084)
Cash and Cash Equivalents at Beginning of Period	125,713	224,801

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Cash and Cash Equivalents at End of Period	\$92,918	\$117,717
Supplemental Disclosures:		
Cash paid during the period for:		
Interest	\$1,375	\$2,287
Income taxes	13	-
Noncash transactions:		
Unrealized gain (loss) in value of securities available for sale, net of income taxes	(67	) 117
Transfers of loans to real estate owned	1,615	2,708
Loans originated to finance the sale of real estate owned	94	492

The accompanying notes are an integral part of these consolidated financial statements.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

1. Summary of Significant Accounting Policies

The consolidated financial statements presented in this report include the accounts of HomeTrust Bancshares, Inc., a Maryland corporation (“HomeTrust”), and its wholly-owned subsidiary, HomeTrust Bank (the “Bank”). As used throughout this report, the term the “Company” refers to HomeTrust and the Bank, its consolidated subsidiary, unless the context otherwise requires.

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“US GAAP”) for interim financial information and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X as promulgated by the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all the information and footnotes required by U.S.GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position and results of operations for the periods presented have been included. It is recommended that these unaudited interim consolidated financial statements be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended June 30, 2013 (“2013 Form 10-K”) filed with the SEC on September 13, 2013. The results of operations for the three months ended September 30, 2013 are not necessarily indicative of results that may be expected for the entire fiscal year ending June 30, 2014. Certain prior year amounts have been reclassified to conform to current fiscal year presentation. The reclassifications had no impact on previously reported net income or equity.

Organization and Description of Business – HomeTrust was incorporated in Maryland on December 27, 2011 and became the holding company for the Bank on July 10, 2012 upon the completion of the Bank’s conversion from the mutual to stock form of organization (the “Conversion”). In connection with the Conversion, HomeTrust 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 received \$208.2 million in net proceeds from the stock offering of which \$104.1 million or 50% of the net proceeds were contributed to the Bank upon Conversion. Included in the issuance of shares was 1,058,000 shares to a newly formed “ESOP” for which HomeTrust loaned the ESOP \$10,580,000 to purchase the shares. The Bank is a federally chartered savings bank headquartered in Asheville, North Carolina with 21 retail offices located in western and central North Carolina and Greenville, South Carolina. The business of the Bank is conducted through its seven operating divisions – HomeTrust Bank, Cherryville Federal Bank, Home Savings Bank of Eden, Industrial Federal Bank of Lexington, Shelby Savings Bank, Tryon Federal Bank, and Rutherford County Bank. All divisions operate under a single set of corporate policies and procedures and are recognized as a single banking segment for financial reporting purposes.

Accounting Principles – The accounting and reporting policies of the Company conform to US GAAP.

Principles of Consolidation and Subsidiary Activities – The accompanying consolidated financial statements include the accounts of HomeTrust, the Bank, and its wholly-owned subsidiary, Western North Carolina Service Corporation (“WNCSC”). WNCSC owns office buildings in Asheville, North Carolina that are leased to the Bank. All intercompany items have been eliminated.

Cash Flows – Cash and cash equivalents include cash and interest-bearing deposits with initial terms to maturity of ninety days or less.

Securities – The Company classifies investment securities as trading, available for sale or held to maturity.

Securities available for sale are carried at fair value. These securities are used to execute asset/liability management strategies, manage liquidity, and leverage capital, and therefore may be sold prior to maturity. Adjustments for unrealized gains or losses, net of the income tax effect, are made to accumulated other comprehensive income, a separate component of total stockholders' equity.

Securities held to maturity are stated at cost, net of unamortized balances of premiums and discounts. When these securities are purchased, the Company intends to and has the ability to hold such securities until maturity.

Declines in the fair value of individual securities available for sale or held to maturity below their cost that are other-than-temporary result in write-downs of the individual securities to their fair value. The related write-downs are included in earnings as realized losses. In estimating other-than-temporary impairment losses, the Company considers among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, and (iii) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery of the unrealized loss, and in the case of debt securities, whether it is more likely than not that the Company will be required to sell the security prior to a recovery.

Premiums and discounts are amortized or accreted over the life of the security as an adjustment to yield. Dividend and interest income are recognized when earned. Gains or losses on the sale of securities are recognized on a specific identification, trade date basis.

Loans – Loans are carried at their outstanding principal amount, less unearned income and deferred nonrefundable loan fees, net of certain origination costs. Interest income is recorded as earned on an accrual basis except for non-accruing loans where interest is recorded as earned on a cash basis. Net deferred loan origination fees/costs are deferred and amortized to interest income over the

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

life of the related loan. The premium or discount on purchased loans is amortized over the expected life of the loans and is included in interest income.

#### Loan Segments and Classes

The Company's loan portfolio is grouped into two segments (retail consumer loans and commercial loans) and into four classes within each segment. The Company originates, services, and manages its loans based on these segments and classes. The Company's portfolio segments and classes within those segments are subject to risks that could have an adverse impact on the credit quality of the loan portfolio. Management identified the risks described below as significant risks that are generally similar among the loan segments and classes.

#### Retail Consumer loan segment

The Company underwrites its retail consumer loans using automated credit scoring and analysis tools. These credit scoring tools take into account factors such as payment history, credit utilization, length of credit history, types of credit currently in use, and recent credit inquiries. To the extent that the loan is secured by collateral, the value of the collateral is also evaluated. Common risks to each class of retail consumer loans include general economic conditions within the Company's markets, such as unemployment and potential declines in collateral values, and the personal circumstances of the borrowers. In addition to these common risks for the Company's retail consumer loans, various retail consumer loan classes may also have certain risks specific to them.

One-to-four family and construction and land/lot loans are to individuals and are typically secured by 1-4 family residential property, undeveloped land, and partially developed land in anticipation of pending construction of a personal residence. Significant and rapid declines in real estate values can result in residential mortgage loan borrowers having debt levels in excess of the current market value of the collateral. Recent declines in value have led to unprecedented levels of foreclosures and losses within the banking industry. Construction and land/lot loans often experience delays in completion and cost overruns that exceed the borrower's financial ability to complete the project. Such cost overruns can routinely result in foreclosure of partially completed and unmarketable collateral.

Home equity lines of credit are often secured by second liens on residential real estate, thereby making such loans particularly susceptible to declining collateral values. A substantial decline in collateral value could render the Company's second lien position to be effectively unsecured. Additional risks include lien perfection inaccuracies and disputes with first lien holders that may further weaken collateral positions. Further, the open-end structure of these loans creates the risk that customers may draw on the lines in excess of the collateral value if there have been significant declines since origination.

Consumer loans include loans secured by deposit accounts or personal property such as automobiles, boats, and motorcycles, as well as unsecured consumer debt. The value of underlying collateral within this class is especially volatile due to potential rapid depreciation in values since date of loan origination in excess of principal repayment.

#### Commercial loan segment

The Company's commercial loans are centrally underwritten based primarily on the customer's ability to generate the required cash flow to service the debt in accordance with the contractual terms and conditions of the loan agreement. The Company's commercial lenders and underwriters work to understand the borrower's businesses and management experiences. The majority of the Company's commercial loans are secured by collateral, so collateral values are important to the transaction. In commercial loan transactions where the principals or other parties provide personal guarantees, the Company's commercial lenders and underwriters analyze the relative financial strength and liquidity of each guarantor. Risks that are common to the Company's commercial loan classes include general economic conditions, demand for the borrowers' products and services, the personal circumstances of the principals, and reductions in collateral values. In addition to these common risks for the Company's commercial loans, the various commercial loan classes also have certain risks specific to them.

Construction and development loans are highly dependent on the supply and demand for commercial real estate in the Company's markets as well as the demand for the newly constructed residential homes and lots being developed by the Company's commercial loan customers. Prolonged deterioration in demand could result in significant decreases in the underlying collateral values and make repayment of the outstanding loans more difficult for the Company's commercial borrowers.

Commercial real estate and commercial and industrial loans are primarily dependent on the ability of the Company's commercial loan customers to achieve business results consistent with those projected at loan origination resulting in cash flow sufficient to service the debt. To the extent that a borrower's actual business results significantly underperform the original projections, the ability of that borrower to service the Company's loan on a basis consistent with the contractual terms may be at risk. While these loans and leases are generally secured by real property, personal property, or business assets such as inventory or accounts receivable, it is possible that the liquidation of the collateral will not fully satisfy the obligation.



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(Dollar amounts in thousands)

Municipal leases are primarily made to volunteer fire departments and depend on the tax revenues received from the county or municipality. These leases are mainly secured by vehicles, fire stations, land, or equipment. The underwriting of the municipal leases is based on the cash flows of the fire department as well as projections of future income.

#### Credit Quality Indicators

Loans are monitored for credit quality on a recurring basis and the composition of the loans outstanding by credit quality indicator is provided below. Loan credit quality indicators are developed through review of individual borrowers on an ongoing basis. Generally, loans are monitored for performance on a quarterly basis with the credit quality indicators adjusted as needed. The indicators represent the rating for loans as of the date presented based on the most recent assessment performed. These credit quality indicators are defined as follows:

**Pass**—A pass rated asset is not adversely classified because it does not display any of the characteristics for adverse classification.

**Special Mention**—A special mention asset has potential weaknesses that deserve management’s close attention. If left uncorrected, such potential weaknesses may result in deterioration of the repayment prospects or collateral position at some future date. Special mention assets are not adversely classified and do not warrant adverse classification.

**Substandard**—A substandard asset is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Assets classified as substandard generally have a well-defined weakness, or weaknesses, that jeopardize the liquidation of the debt. These assets are characterized by the distinct possibility of loss if the deficiencies are not corrected.

**Doubtful**—An asset classified doubtful has all the weaknesses inherent in an asset classified substandard with the added characteristic that the weaknesses make collection or liquidation in full highly questionable and improbable, on the basis of currently existing facts, conditions, and values.

**Loss**—Assets classified loss are considered uncollectible and of such little value that their continuing to be carried as an asset is not warranted. This classification is not necessarily equivalent to no potential for recovery or salvage value, but rather that it is not appropriate to defer a full write-off even though partial recovery may be effected in the future.

**Loans Held for Sale**—Loans held for sale are residential mortgages and are valued at the lower of cost or fair value less estimated costs to sell as determined by outstanding commitments from investors on a “best efforts” basis or current investor yield requirements, calculated on the aggregate loan basis. Loans sold are generally sold at par value and with servicing released.

**Allowance for Loan Losses**—The allowance for loan losses is management’s estimate of probable credit losses that are inherent in the Company’s loan portfolios at the balance sheet date. The allowance increases when the Company provides for loan losses through charges to operating earnings and when the Company recovers amounts from loans previously written down or charged off. The allowance decreases when the Company writes down or charges off loan amounts that are deemed uncollectible.

Management determines the allowance for loan losses based on periodic evaluations that are inherently subjective and require substantial judgment because the evaluations require the use of material estimates that are susceptible to significant change. The Company generally uses two allowance methodologies that are primarily based on management's determination as to whether or not a loan is considered to be impaired.

All classified loans above a certain threshold meeting certain criteria are evaluated for impairment on a loan-by-loan basis and are considered impaired when it is probable, based on current information, that the borrower will be unable to pay contractual interest or principal as required by the loan agreement. Impaired loans below the threshold are evaluated as a pool with additional adjustments to the allowance for loan losses. Loans that experience insignificant payment delays and payment shortfalls are not necessarily considered impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment history, and the amount of the shortfall relative to the principal and interest owed. Impaired loans are measured at their estimated net realizable value based on either the value of the loan's expected future cash flows discounted at the loan's effective interest rate or on the collateral value, net of the estimated costs of disposal, if the loan is collateral dependent. For loans considered impaired, an individual allowance for loan losses is recorded when the loan principal balance exceeds the estimated net realizable value.

For loans not considered impaired, management determines the allowance for loan losses based on estimated loss percentages that are determined by and applied to the various classes of loans that comprise the segments of the Company's loan portfolio. The estimated loss percentages by loan class are based on a number of factors that include by class (i) average historical losses over the past two years, (ii) levels and trends in delinquencies, impairments, and net charge-offs, (iii) trends in the volume, terms, and concentrations, (iv) trends in interest rates, (v) effects of changes in the Company's risk tolerance, underwriting standards, lending policies, procedures, and practices, and (vi) national and local business and economic conditions.

HOMETRUST BANCSHARES, INC. AND SUBSIDIARY  
Notes to Consolidated Financial Statements  
(Dollar amounts in thousands)

Future material adjustments to the allowance for loan losses may be necessary due to changing economic conditions or declining collateral values. In addition, bank regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for loan losses and may require the Company to make adjustments to the allowance for loan losses based upon judgments that differ significantly from those of management.

**Nonperforming Assets**—Nonperforming assets can include loans that are past due 90 days or more and continue to accrue interest, loans on which interest is not being accrued, and real estate owned (“REO”).

**Loans Past Due 90 Days or More, Non-accruing, Impaired, or Restructured**—The Company's policies related to when loans are placed on non-accruing status conform to guidelines prescribed by bank regulatory authorities. Generally, the Company suspends the accrual of interest on loans (i) that are maintained on a cash basis because of the deterioration of the financial condition of the borrower, (ii) for which payment in full of principal or interest is not expected (impaired loans), or (iii) on which principal or interest has been in default for a period of 90 days or more, unless the loan is both well secured and in the process of collection. Under the Company's cost recovery method, interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accruing status when all principal and interest amounts contractually due are brought current and concern no longer exists as to the future collectability of principal and interest, which is generally confirmed when the loan demonstrates performance for six consecutive months or payment cycles.

**Restructured loans to borrowers who are experiencing financial difficulty, and on which the Company has granted concessions that modify the terms of the loan, are accounted for as troubled debt restructurings (“TDRs”).** These loans remain as TDRs until the loan has been paid in full, modified to its original terms, or charged off. The Company may place these loans on accrual or nonaccrual status depending on the individual facts and circumstances of the borrower. Generally, these loans are put on nonaccrual status until there is adequate performance that evidences the ability of the borrower to make the contractual payments. This period of performance is normally at least six months, and may include performance immediately prior to or after the modification, depending on the specific facts and circumstances of the borrower.

**Loan Charge-offs**—The Company charges off loan balances, in whole or in part to fair market value, when available, verifiable, and documentable information confirms that specific loans, or portions of specific loans, are uncollectible or unrecoverable. For unsecured loans, losses are confirmed when it can be determined that the borrower, or any guarantors, are unwilling or unable to pay the amounts as agreed. When the borrower, or any guarantor, is unwilling or unable to pay the amounts as agreed on a loan secured by collateral and any recovery will be realized upon the sale of the collateral, the loan is deemed to be collateral dependent. Repayments or recoveries for collateral dependent loans are directly affected by the value of the collateral at liquidation. As such, loan repayment can be affected by factors that influence the amount recoverable, the timing of the recovery, or a combination of the two. Such factors include economic conditions that affect the markets in which the loan or its collateral is sold, bankruptcy, repossession and foreclosure laws, and consumer banking regulations. Losses are also confirmed when the loan, or a portion of the loan, is classified as loss resulting from loan reviews conducted by the Company or its bank regulatory examiners.

Charge-offs of loans in the commercial loan segment are recognized when the uncollectibility of the loan balance and the inability to recover sufficient value from the sale of any collateral securing the loan is confirmed. The uncollectibility of the loan balance is evidenced by the inability of the commercial borrower to generate cash flows

sufficient to repay the loan as agreed causing the loan to become delinquent. For collateral dependent commercial loans, the Company determines the net realizable value of the collateral based on appraisals, current market conditions, and estimated costs to sell the collateral. For collateral dependent commercial loans where the loan balance, including any accrued interest, net deferred fees or costs, and unamortized premiums or discounts, exceeds the net realizable value of the collateral securing the loan, the deficiency is identified as unrecoverable, is deemed to be a confirmed loss, and is charged off.

Charge-offs of loans in the retail consumer loan segment are generally confirmed and recognized in a manner similar to loans in the commercial loan segment. Secured retail consumer loans that are identified as uncollectible and are deemed to be collateral dependent are confirmed as loss to the extent the net realizable value of the collateral is insufficient to recover the loan balance. Consumer loans not secured by real estate that become 90 days past due are charged off to the extent that the fair value of any collateral, less estimated costs to sell the collateral, is insufficient to recover the loan balance. Consumer loans secured by real estate that become 120 days past due are charged off to the extent that the fair value of the real estate securing the loan, less estimated costs to sell the collateral, is insufficient to recover the loan balance. Loans to borrowers in bankruptcy are subject to modification by the bankruptcy court and are charged off to the extent that the fair value of any collateral securing the loan, less estimated costs to sell the collateral, is insufficient to recover the loan balance, unless the Company expects repayment is likely to occur. Such loans are charged off within 60 days of the receipt of notification from a bankruptcy court or when the loans become 120 days past due, whichever is shorter.

Real Estate Owned—REO consists of real estate acquired as a result of customers' loan defaults. REO is stated at the lower of the related loan balance or the fair value of the property net of the estimated costs of disposal with a charge to the allowance for loan losses upon foreclosure. Any write-downs subsequent to foreclosure are charged against operating earnings. To the extent

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recoverable, costs relating to the development and improvement of property are capitalized, whereas those costs relating to holding the property are charged to expense.

**Premises and Equipment**—Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the 150% declining balance method and the straight-line method over the estimated useful lives which range from fifteen to forty years for buildings and three to ten years for furniture, fixtures, and equipment. Maintenance and repair costs are expensed as incurred.

**Federal Home Loan Bank Stock**—As a requirement for membership, the Bank invests in stock of the Federal Home Loan Bank of Atlanta (“FHLB”). This investment is carried at cost. Due to the redemption provisions of the FHLB, the Bank estimated that fair value equals cost and that this investment was not impaired at September 30, 2013 and June 30, 2013.

**Business Combinations**—The Company uses the acquisition method of accounting, formerly referred to as the purchase method, for all business combinations. An acquirer must be identified for each business combination, and the acquisition date is the date the acquirer achieves control. The acquisition method of accounting requires the Company as acquirer to recognize the fair value of assets acquired and liabilities assumed at the acquisition date as well as recognize goodwill or a gain from a bargain purchase, if appropriate. Any acquisition-related costs and restructuring costs are recognized as period expenses as incurred.

**Income Taxes**—The Company accounts for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced, if necessary, by the amount of such benefits that are not expected to be realized based upon available evidence.

The Company recognizes interest and penalties accrued relative to unrecognized tax benefits in its respective federal or state income taxes accounts. As of September 30, 2013 and June 30, 2013, there were no accruals for uncertain tax positions and no accruals for interest and penalties. HomeTrust and the Bank file a consolidated United States federal income tax return, as well as separate unconsolidated North Carolina state income tax returns. The Company’s income tax returns subsequent to 2009 are subject to examination by the taxing authorities.

**Employee Stock Ownership Plan**—In connection with the Conversion, the Bank established an Employee Stock Ownership Plan (“ESOP”) for the benefit of all of its eligible employees. Full-time employees of the Company who have been credited with at least 1,000 hours of service during a 12-month period and who have attained age 21 are eligible to participate in the ESOP. It is anticipated that the Bank will make contributions to the ESOP in amounts necessary to amortize the ESOP loan payable to HomeTrust over a 20 year period.

Unearned ESOP shares are shown as a reduction of stockholders’ equity. Dividends on unearned ESOP shares, if paid, will be considered to be compensation expense. The Company recognizes compensation expense equal to the fair

value of the ESOP shares during the periods in which they become committed to be released. To the extent that the fair value of the ESOP shares differs from the cost of such shares, the differential is recognized as additional paid in capital. The Company recognizes a tax deduction equal to the cost of the shares released. Because the ESOP is internally leveraged through a loan from HomeTrust to the ESOP, the loan receivable by HomeTrust from the ESOP is not reported as an asset nor is the debt of the ESOP shown as a liability in the consolidated financial statements.

**Equity Incentive Plan**—The Company issues restricted stock and stock options under the HomeTrust Bancshares, Inc. 2013 Omnibus Incentive Plan (“2013 Omnibus Incentive Plan”) to key officers and outside directors. In accordance with the requirements of Accounting Standards Codification (“ASC”) 718, Compensation – Stock Compensation, the Company has adopted a fair value based method of accounting for employee stock compensation plans, whereby compensation cost is measured based on the fair value of the award as of the grant date and recognized over the vesting period. The Company estimates forfeitures when recognizing compensation expense and this estimate is adjusted over the requisite service period or vesting schedule based on the extent to which actual forfeitures differ from such estimate. Changes in estimated forfeitures in future periods are recognized through a cumulative catch-up adjustment, which is recognized in the period of change and also will affect the amount of estimated unamortized compensation expense to be recognized in future periods.

**Comprehensive Income**—Comprehensive income consists of net income and net unrealized gains (losses) on securities available for sale and is presented in the consolidated statements of comprehensive income.

**Derivative Instruments and Hedging**—The Company recognizes all derivatives as either assets or liabilities in the balance sheet, and measures those instruments at fair value. Changes in the fair value of those derivatives are reported in current earnings or other comprehensive income depending on the purpose for which the derivative is held and whether the derivative qualifies for hedge accounting. Loan commitments related to the origination or acquisition of mortgage loans that will be held for sale must be accounted for as derivative instruments. The Company enters into commitments to originate loans whereby the interest rate on the

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loan is determined prior to funding (rate lock commitments). The Company also enters into forward sales commitments for the mortgage loans underlying the rate lock commitments. The fair values of these two derivative financial instruments are collectively insignificant to the consolidated financial statements.

**Use of Estimates in Financial Statements**—The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recent Accounting Pronouncements**—In July 2012, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2012-02 “Testing Indefinite-Lived Intangible Assets for Impairment”, regarding goodwill which will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under this ASU, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The ASU includes a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The guidance was effective for annual and interim goodwill impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption was permitted, including for annual and interim goodwill impairment tests performed as of a date before July 27, 2012, if an entity’s financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of this ASU did not have a material impact on the Company’s Consolidated Financial Statements.

In February 2013, the FASB issued ASU No. 2013-02 “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income”. This ASU requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of accumulated other comprehensive income by the respective line items of net income but only if the amount reclassified is required under US GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under US GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under US GAAP that provide additional detail about these amounts. The new guidance was effective prospectively for reporting periods beginning after December 15, 2012. The adoption of this ASU did not have a material impact on the Company’s Consolidated Financial Statements.

In July 2013, the FASB issued ASU No. 2013-11 “Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists”. This ASU provides guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss (“NOL”) carryforward, a similar tax loss, or a tax credit carryforward exists. This ASU applies to all entities with unrecognized tax benefits that also have tax loss or tax credit carryforwards in the same tax jurisdiction as of the reporting date. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013 with early adoption permitted. Since the Company does not have any unrecognized tax benefits, the adoption of the ASU is not expected to have a material impact on the Company’s Consolidated Financial Statements.

2.

Business Combinations

On July 31, 2013, the Company completed its acquisition of BankGreenville Financial Corporation (“BankGreenville”) in accordance with the terms of the Agreement and Plan of Merger dated May 3, 2013. Under the terms of the agreement, BankGreenville shareholders received \$6.63 per share in cash consideration. This represents approximately \$7.8 million of aggregate deal consideration. Additional contingent cash consideration of up to \$0.75 per share (or approximately \$883,000) may be realized at the expiration of 24 months based on the performance of a select pool of loans totaling approximately \$8.0 million.

BankGreenville was accounted for using the acquisition method of accounting and, accordingly, assets acquired, liabilities assumed and consideration exchanged were recorded at acquisition date fair values. Fair values are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding the closing date fair values becomes available. The excess of the merger consideration over the fair value of BankGreenville’s net assets was allocated to goodwill. The book value as of July 31, 2013, of assets acquired was \$102.2 million and liabilities assumed was \$94.1 million. The Company recorded \$2.8 million in goodwill related to the acquisition.

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The following table presents the consideration paid by the Company in the acquisition of BankGreenville and the assets acquired and liabilities assumed as of July 31, 2013:

	As Recorded by BankGreenville	Fair Value and Other Merger Related Adjustments	As Recorded by the Company
<b>Consideration Paid</b>			
Cash			\$ 7,823
Repayment of BankGreenville preferred stock			1,050
Contingent cash consideration (1)			680
Total consideration			\$ 9,553
<b>Assets</b>			
Cash and cash equivalents	\$ 10,348	\$ -	\$ 10,348
Investment securities	34,345	-	34,345
Loans, net of allowance	51,622	(3,792 )	47,830
FHLB Stock	447	-	447
Real estate owned	2,317	(168 )	2,149
Premises and equipment, net	2,458	(117 )	2,341
Accrued interest receivable	429	-	429
Deferred tax asset	-	2,470	2,470
Other assets	214	-	214
Core deposit intangibles	-	530	530
Total assets acquired	\$ 102,180	\$ (1,077 )	\$ 101,103
<b>Liabilities</b>			
Deposits	\$ 88,906	\$ 201	\$ 89,107
Other borrowings	4,700	34	4,734
Other liabilities	511	-	511
Total liabilities assumed	\$ 94,117	\$ 235	\$ 94,352
Net identifiable assets acquired over (under)			
liabilities assumed	\$ 8,063	\$ (1,312 )	6,751
Goodwill			\$ 2,802

- (1) Estimate of additional amount to be paid to shareholders on or about July 31, 2015 based on performance of a select pool of loans totaling approximately \$8.0 million.



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The following table discloses the impact of the merger with BankGreenville since the acquisition on July 31, 2013 through September 30, 2013. The table also presents certain pro forma information as if BankGreenville had been acquired on July 1, 2013. These results combine the historical results of BankGreenville in the Company's consolidated statement of income and, while certain adjustments were made for the estimated impact of certain fair value adjustments and other acquisition-related activity, they are not indicative of what would have occurred had the acquisition taken place on July 1, 2013. Acquisition related costs of \$744, net of tax (\$90 of which are included in the Company's consolidated statements of income for the three months ended September 30, 2013) are not included in the pro forma statements below. In particular, no adjustments have been made to eliminate the impact of REO write-downs recognized by BankGreenville of \$250 in July 2013 that may not have been necessary had the acquired REO been recorded at fair value as of the beginning of fiscal year 2013. Furthermore, expenses related to systems conversions and other costs of integration are expected to be recorded throughout fiscal year 2014. Additionally, the Company expects to achieve further operating cost savings as a result of the acquisition which are not reflected in the pro forma amounts below:

	Actual Three Months Ended September 30, 2013	Pro Forma Three Months Ended September 30, 2013	Actual Three Months Ended September 30, 2012
Total revenues*	\$ 15,568	\$ 15,735	\$ 15,862
Net income	3,417	3,101	1,152

\* Net interest income plus other income

The carrying amount of acquired loans from BankGreenville as of July 31, 2013 consisted of purchased performing loans and purchased impaired loans as detailed in the following table:

	Purchased Performing	Purchased Impaired	Total Loans
Retail Consumer Loans:			
One-to-four family	\$ 8,274	\$ 1,392	\$ 9,666
Home equity lines of credit	3,987	134	4,121
Consumer	522	-	522
Commercial:			
Commercial real estate	23,073	4,552	27,625
Construction and development	2,367	3,529	5,896
Total	\$ 38,223	\$ 9,607	\$ 47,830

The following table presents the purchased performing loans and purchased impaired loans receivable for BankGreenville at September 30, 2013 and July 31, 2013 (the combination date):

Purchased Performing Loans	
September 30, 2013	July 31, 2013

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Contractually required principal payments receivable	\$	37,237	\$	41,077
Fair value adjustment for credit, interest rate, and liquidity		2,640		2,854
Fair value of purchased loans receivable	\$	34,597	\$	38,223

Purchased Impaired Loans

		September 30, 2013		July 31, 2013
Contractually required principal and interest payments receivable	\$	12,666	\$	12,817
Amounts not expected to be collected – nonaccretable difference		1,375		1,375
Estimated payments expected to be received		11,291		11,442
Accretable yield		1,735		1,835
Fair value of purchased impaired loans	\$	9,556	\$	9,607

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3. Securities Available for Sale  
Securities available for sale consist of the following at the dates indicated:

	September 30, 2013			Estimated
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
U.S. government agencies	\$ 27,338	\$ 21	\$ (18 )	\$ 27,341
Mortgage-backed securities of U.S. government agencies and government sponsored enterprises	57,544	216	(307 )	57,453
Taxable municipal securities	9,132	29	(80 )	9,081
Corporate bonds	3,992	6	(13 )	3,985
<b>Total</b>	<b>\$ 98,006</b>	<b>\$ 272</b>	<b>\$ (418 )</b>	<b>\$ 97,860</b>

	June 30, 2013			Estimated
	Amortized	Gross	Gross	Fair
	Cost	Unrealized	Unrealized	Value
		Gains	Losses	
U.S. government agencies	\$ 6,000	\$ 2	\$ -	\$ 6,002
Mortgage-backed securities of U.S. government agencies and government sponsored enterprises	18,794	81	(127 )	18,748
<b>Total</b>	<b>\$ 24,794</b>	<b>\$ 83</b>	<b>\$ (127 )</b>	<b>\$ 24,750</b>

Debt securities available for sale by contractual maturity at the dates indicated are shown below. Mortgage-backed securities are not included in the maturity categories because the borrowers in the underlying pools may prepay without penalty; therefore, it is unlikely that the securities will pay at their stated maturity schedule.

	September 30, 2013	
	Amortized	Estimated
	Cost	Fair Value
Due within one year	\$ 6,000	\$ 6,005
Due after one year through five years	21,165	21,178
Due after five years through ten years	7,893	7,879
Due after ten years	5,404	5,345
Mortgage-backed securities	57,544	57,453

Total	\$	98,006	\$	97,860
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The Company had no sales of securities during the three months ended September 30, 2013 or 2012.

Securities available for sale with costs totaling \$44,100 and \$21,429 with market values of \$44,298 and \$21,500 at September 30, 2013 and June 30, 2013, respectively, were pledged as collateral to secure various public deposits and retail repurchase agreements.

The gross unrealized losses and the fair value for securities available for sale aggregated by the length of time that individual securities have been in a continuous unrealized loss position as of September 30, 2013 and June 30, 2013 are as follows:

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	Less than 12 Months		September 30, 2013 12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government agencies	\$ 8,408	\$ (18 )	\$ -	\$ -	\$ 8,408	\$ (18 )
Mortgage-backed securities of U.S. government agencies and government-sponsored enterprises	15,420	(227 )	11,941	(80 )	27,361	(307 )
Taxable municipal securities	5,330	(80 )	-	-	5,330	(80 )
Corporate bonds	3,016	(13 )	-	-	3,016	(13 )
Total	\$ 32,174	\$ (338 )	\$ 11,941	\$ (80 )	\$ 44,115	\$ (418 )

	Less than 12 Months		June 30, 2013 12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities of U.S. government agencies and government-sponsored enterprises	\$ 5,707	\$ (122 )	\$ 745	\$ (5 )	\$ 6,452	\$ (127 )
Total	\$ 5,707	\$ (122 )	\$ 745	\$ (5 )	\$ 6,452	\$ (127 )

The total number of securities with unrealized losses at September 30, 2013, and June 30, 2013 were 58 and 26, respectively. Unrealized losses on securities have not been recognized in income because management has the intent and ability to hold the securities for the foreseeable future, and has determined that it is not more likely than not that the Company will be required to sell the securities prior to a recovery in value. The decline in fair value was largely due to increases in market interest rates. The Company had no other than temporary impairment losses during the three months ended September 30, 2013 or the year ended June 30, 2013. The Bank, as a member of the FHLB, is required to maintain an investment in FHLB capital stock. No ready market exists for the FHLB stock and the carrying value approximates its fair value based on the redemption provisions of the FHLB.

4. Loans

Loans consist of the following at the dates indicated:

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	September 30, 2013		June 30, 2013
Retail consumer loans:			
One-to-four family	\$ 599,485	\$	602,050
Home equity lines of credit	128,979		125,676
Construction and land/lots	52,202		51,546
Consumer	4,058		3,349
Total retail consumer loans	784,724		782,621
Commercial loans:			
Commercial real estate	247,258		231,086
Construction and development	32,754		23,994
Commercial and industrial	18,337		11,452
Municipal leases	114,926		116,377
Total commercial loans	413,275		382,909
Total loans	1,197,999		1,165,530
Deferred loan fees, net	(1,295)	)	(1,347)
Total loans, net of deferred loan fees and discount	1,196,704		1,164,183
Allowance for loan and lease losses	(29,200)	)	(32,073)
Loans, net	\$ 1,167,504	\$	1,132,110



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All the qualifying first mortgage loans, home equity lines of credit, and FHLB Stock are pledged as collateral by a blanket pledge to secure any outstanding FHLB advances.

The Company's total loans by segment, class, and risk grade at the dates indicated follow:

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
September 30, 2013						
Retail consumer loans:						
One-to-four family	\$ 535,032	\$ 13,991	\$ 46,347	\$ 4,096	\$ 19	\$ 599,485
Home equity lines of credit	120,750	1,867	6,176	184	2	128,979
Construction and land/lots	49,645	302	2,141	114	-	52,202
Consumer	3,788	118	120	5	27	4,058
Commercial loans:						
Commercial real estate	195,140	16,404	31,205	4,509	-	247,258
Construction and development	19,207	3,529	9,885	132	1	32,754
Commercial and industrial	14,466	1,925	1,945	-	1	18,337
Municipal leases	114,131	795	-	-	-	114,926
Total loans	\$ 1,052,159	\$ 38,931	\$ 97,819	\$ 9,040	\$ 50	\$ 1,197,999

	Pass	Special Mention	Substandard	Doubtful	Loss	Total
June 30, 2013						
Retail consumer loans:						
One-to-four family	\$ 536,603	\$ 14,003	\$ 47,753	\$ 3,671	\$ 20	\$ 602,050
Home equity lines of credit	117,438	1,374	6,679	184	1	125,676
Construction and land/lots	48,914	209	2,199	224	-	51,546
Consumer	3,144	62	134	6	3	3,349
Commercial loans:						
Commercial real estate	179,310	20,105	27,116	4,555	-	231,086
Construction and development	9,872	2,853	10,950	318	1	23,994
Commercial and industrial	8,812	835	1,647	157	1	11,452

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Municipal leases	114,418	1,959	-	-	-	116,377
Total loans	\$ 1,018,511	\$ 41,400	\$ 96,478	\$ 9,115	\$ 26	\$ 1,165,530

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The Company's total loans by segment, class, and delinquency status at the dates indicated follows:

	30-89 Days	Past Due 90 Days+	Total	Current	Total Loans
September 30, 2013					
Retail consumer loans:					
One-to-four family	\$6,662	\$11,434	\$18,096	\$581,389	\$599,485
Home equity lines of credit	348	1,602	1,950	127,029	128,979
Construction and land/lots	467	348	815	51,387	52,202
Consumer	4	38	42	4,016	4,058
Commercial loans:					
Commercial real estate	3,032	9,199	12,231	235,027	247,258
Construction and development	308	4,867	5,175	27,579	32,754
Commercial and industrial	88	78	166	18,171	18,337
Municipal leases	467	-	467	114,459	114,926
Total loans	\$11,376	\$27,566	\$38,942	\$1,159,057	\$1,197,999

	30-89 Days	Past Due 90 Days+	Total	Current	Total Loans
June 30, 2013					
Retail consumer loans:					
One-to-four family	\$7,031	\$8,827	\$15,858	\$586,192	\$602,050
Home equity lines of credit	450	1,656	2,106	123,570	125,676
Construction and land/lots	242	429	671	50,875	51,546
Consumer	4	35	39	3,310	3,349
Commercial loans:					
Commercial real estate	3,805	7,085	10,890	220,196	231,086
Construction and development	-	5,420	5,420	18,574	23,994
Commercial and industrial	193	172	365	11,087	11,452
Municipal leases	-	-	-	116,377	116,377
Total loans	\$11,725	\$23,624	\$35,349	\$1,130,181	\$1,165,530

The Company's recorded investment in loans, by segment and class, that are not accruing interest or are 90 days or more past due and still accruing interest at the dates indicated follow:

	September 30, 2013		June 30, 2013	
	Nonaccruing	90 Days + & still accruing	Nonaccruing	90 Days + & still accruing
Retail consumer loans:				
One-to-four family	\$30,057	\$-	\$29,811	\$-

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Home equity lines of credit	4,092	-	3,793	-
Construction and land/lots	1,986	-	2,172	-
Consumer	39	-	42	-
Commercial loans:				
Commercial real estate	21,143	-	21,149	-
Construction and development	9,214	-	10,172	-
Commercial and industrial	1,209	-	1,422	-
Municipal leases	-	-	-	-
Total loans	\$67,740	\$-	\$68,561	\$-

TDRs 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. Additionally, all TDRs are considered impaired.

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The Company's loans that were performing under the payment terms of TDRs that were excluded from nonaccruing loans above at the dates indicated follow:

	September 30, 2013	June 30, 2013
Performing TDRs included in impaired loans	\$17,772	\$14,012

An analysis of the allowance for loan losses by segment for the periods shown is as follows:

	Three Months Ended September 30, 2013			Three Months Ended September 30, 2012		
	Retail Consumer	Commercial	Total	Retail Consumer	Commercial	Total
Balance at beginning of period	\$21,952	\$ 10,121	\$32,073	\$21,172	\$ 13,928	\$35,100
Provision for (recovery of) loan losses	(1,639 )	(661 )	(2,300 )	689	811	1,500
Charge-offs	(714 )	(214 )	(928 )	(611 )	(718 )	(1,329 )
Recoveries	132	223	355	124	492	616
Balance at end of period	\$19,731	\$ 9,469	\$29,200	\$21,374	\$ 14,513	\$35,887

The Company's ending balances of loans and the related allowance, by segment and class, at the dates indicated follows:

	Allowance for Loan Losses			Total Loans Receivable		
	Loans individually evaluated for impairment	Loans Collectively Evaluated	Total	Loans individually evaluated for impairment	Loans Collectively Evaluated	Total
September 30, 2013						
Retail consumer loans:						
One- to four-family	\$1,129	\$12,278	\$13,407	\$34,979	\$564,506	\$599,485
Home equity	323	3,114	3,437	3,798	125,181	128,979
Construction and land/lots	40	2,707	2,747	1,873	50,329	52,202
Consumer	1	139	140	2	4,056	4,058
Commercial loans:						
Commercial real estate	59	5,942	6,001	22,227	225,031	247,258
Construction and development	392	1,928	2,320	8,489	24,265	32,754
Commercial and industrial	28	151	179	2,169	16,168	18,337

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Municipal leases	-	969	969	-	114,926	114,926
Total	\$1,972	\$27,228	\$29,200	\$73,537	\$1,124,462	\$1,197,999
June 30, 2013						
Retail consumer loans:						
One- to four-family	\$1,028	\$14,070	\$15,098	\$35,255	\$566,795	\$602,050
Home equity	479	3,348	3,827	4,322	121,354	125,676
Construction and land/lots	19	2,871	2,890	1,844	49,702	51,546
Consumer	3	135	138	3	3,346	3,349
Commercial loans:						
Commercial real estate	110	6,473	6,583	19,446	211,640	231,086
Construction and development	255	2,144	2,399	9,780	14,214	23,994
Commercial and industrial	1	155	156	2,305	9,147	11,452
Municipal leases	-	982	982	-	116,377	116,377
Total	\$1,895	\$30,178	\$32,073	\$72,955	\$1,092,575	\$1,165,530

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The Company's impaired loans and the related allowance, by segment and class, at the dates indicated follows:

	Unpaid Principal Balance	With a Recorded Allowance	With No Recorded Allowance	Total	Related Recorded Allowance
September 30, 2013					
Retail consumer loans:					
One-to-four family	\$ 39,701	\$ 14,952	\$ 28,749	\$ 43,701	\$ 1,272
Home equity lines of credit	7,170	2,948	2,649	5,597	361
Construction and land/lots	4,748	410	1,738	2,148	53
Consumer	143	38	1	39	4
Commercial loans:					
Commercial real estate	26,617	4,104	21,561	25,665	145
Construction and development	14,695	1,568	7,595	9,163	464
Commercial and industrial	3,089	382	2,170	2,552	5
Municipal leases	-	-	-	-	-
Total impaired loans	\$ 96,163	\$ 24,402	\$ 64,463	\$ 88,865	\$ 2,304
June 30, 2013					
Retail consumer loans:					
One-to-four family	\$ 49,176	\$ 14,194	\$ 30,219	\$ 44,413	\$ 1,176
Home equity lines of credit	9,405	3,303	2,651	5,954	518
Construction and land/lots	4,617	551	1,649	2,200	38
Consumer	184	39	3	42	4
Commercial loans:					
Commercial real estate	28,136	998	22,716	23,714	119
Construction and development	17,986	518	10,034	10,552	256
Commercial and industrial	3,801	-	2,864	2,864	-
Municipal leases	-	-	-	-	-
Total impaired loans	\$ 113,305	\$ 19,603	\$ 70,136	\$ 89,739	\$ 2,111

The table above includes \$15,157 and \$16,613, of impaired loans that were not individually evaluated at September 30, 2013 and June 30, 2013, respectively, because these loans did not meet the Company's threshold for individual impairment evaluation. The recorded allowance above includes \$332 and \$216 related to these loans that were not

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individually evaluated at September 30, 2013 and June 30, 2013, respectively.

The Company's average recorded investment in loans individually evaluated for impairment and interest income recognized on impaired loans for the three months ended as follows:

	September 30, 2013		September 30, 2012	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
Retail consumer loans:				
One-to-four family	\$ 44,682	\$ 364	\$ 42,314	\$ 426
Home equity lines of credit	5,938	70	5,216	36
Construction and land/lots	2,556	42	4,190	36
Consumer	59	1	59	1
Commercial loans:				
Commercial real estate	26,535	143	22,262	412
Construction and development	10,978	33	21,052	142
Commercial and industrial	2,860	38	3,184	42
Municipal leases	-	-	389	-
Total loans	\$ 93,608	\$ 691	\$ 98,666	\$ 1,095



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A summary of changes in the accretable yield for purchased impaired loans for the three months ended September 30, 2013 follows. There was no accretable yield at September 30, 2012.

	September 30, 2013
Accretable yield, beginning of period	\$ -
Addition from the BankGreenville acquisition	1,835
Interest income	(100 )
Accretable yield, end of period	\$ 1,735

For the three months ended September 30, 2013, the following table presents a breakdown of the types of concessions made on TDRs by loan class:

	Three Months Ended September 30, 2013			Three Months Ended September 30, 2012		
	Number of Loans	Pre Modification Outstanding Recorded Investment	Post Modification Outstanding Recorded Investment	Number of Loans	Pre Modification Outstanding Recorded Investment	Post Modification Outstanding Recorded Investment
Below market interest rate:						
Retail consumer:						
One-to-four family	1	\$18	\$17	2	\$171	\$170
Commercial:						
Commercial real estate	-	-	-	1	236	236
Total	1	\$18	\$17	3	\$407	\$406
Other TDRs:						
Retail consumer:						
One-to-four family	3	\$572	\$576	-	-	-
Construction and land/lots	1	135	135	-	-	-
Total	4	\$707	\$711	-	\$-	\$-
Total	5	\$725	\$728	3	\$407	\$406



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The following table presents loans that were modified as TDRs within the previous 12 months and for which there was a payment default during the three months ended September 30, 2013 and 2012.

	Three Months Ended September 30, 2013		Three Months Ended September 30, 2012	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
Below market interest rate:				
Retail consumer:				
One-to-four family	-	\$-	2	\$1,590
Total	-	\$-	2	\$1,590
Extended payment terms:				
Retail consumer:				
One-to-four family	1	\$10	2	\$106
Home equity lines of credit	1	11	-	-
Commercial:				
Commercial and Industrial	1	25	-	-
Total	3	\$46	2	\$106
Other TDRs:				
Retail consumer:				
One-to-four family	7	\$1,523	-	\$-
Home equity lines of credit	1	48	-	-
Construction and land/lots	1	135	-	-
Commercial:				
Commercial real estate	3	381	1	247
Total	12	\$2,087	1	\$247
Total	15	\$2,133	5	\$1,943

Other TDRs include TDRs that have a below market interest rate and extended payment terms. The Company does not typically forgive principal when restructuring troubled debt.

In the determination of the allowance for loan losses, management considers TDRs for all loan classes, and the subsequent nonperformance in accordance with their modified terms, by measuring impairment on a loan-by-loan basis based on either the value of the loan's expected future cash flows discounted at the loan's original effective interest rate or on the collateral value, net of the estimated costs of disposal, if the loan is collateral dependent.

#### 5. Employee Stock Ownership Plan

In connection with the Conversion, the Bank established the ESOP for the benefit of all of its eligible employees. Shares released are allocated to each eligible participant based on the ratio of each participant's compensation, as defined in the ESOP, to the total compensation of all eligible plan participants. Forfeited shares shall be reallocated among other participants in the Plan. At the discretion of the Bank, cash dividends, when paid on allocated shares, will be distributed to participants' accounts, paid in cash to the participants, or used to repay the

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principal and interest on the ESOP loan used to acquire Company stock on which dividends were paid. Cash dividends on unallocated shares will be used to repay the outstanding debt of the ESOP.

Compensation expense related to the ESOP for the three months ended September 30, 2013 and 2012 was \$217 and \$165, respectively. Shares held by the ESOP include the following:

	September 30,
	2013
Unallocated ESOP shares	991,875
Allocated ESOP shares	52,900
ESOP shares committed to be released	13,225
Total ESOP shares	1,058,000
Fair value of unallocated ESOP shares	\$ 16,366

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6. Net income per Share

The following is a reconciliation of the numerator and denominator of basic and diluted net income per share of common stock (in thousands, except share and per share data):

	Three Months Ended September 30,	
	2013	2012
Numerator:		
Net income available to common stockholders	\$ 3,327	\$ 1,152
Denominator:		
Weighted-average common shares outstanding - basic	19,288,154	20,108,612
Effect of dilutive shares	89,742	-
Weighted-average common shares outstanding - diluted	19,377,896	20,108,612
Net income per share - basic	\$ 0.17	\$ 0.06
Net income per share - diluted	\$ 0.17	\$ 0.06

7. Equity Incentive Plan

On January 17, 2013, the Company's stockholders approved the 2013 Omnibus Incentive Plan, which provides for awards of restricted stock, restricted stock units, stock options, stock appreciation rights and cash awards to directors, emeritus directors, officers, employees and advisory directors. The cost of equity-based awards under the 2013 Omnibus Incentive Plan generally is based on the fair value of the awards on their grant date. The maximum number of shares that may be utilized for awards under the plan is 2,962,400, including 2,116,000 for stock options and stock appreciation rights and 846,400 for awards of restricted stock and restricted stock units.

Shares of common stock issued under the 2013 Omnibus Incentive Plan may be authorized but unissued shares or, in the case of restricted stock awards, may be repurchased shares. During fiscal 2013, the Company had repurchased all 846,400 shares on the open market for issuance under the 2013 Omnibus Incentive Plan, for \$13.3 million, at an average cost of \$15.71 per share.

Share based compensation expense related to stock options and restricted stock recognized for the three months ended September 30, 2013 was \$668, before the tax related benefit of \$247. For the three months ended September 30, 2012, there was no share based compensation expense, as there was no share based compensation issued at that time.

The table below presents stock option activity for the three months ended September 30, 2013:

Weighted-	Remaining
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	Options	average exercise price	contractual life (years)	Aggregate Intrinsic Value
Options outstanding at June 30, 2013	1,557,000	\$ 14.37	9.6	\$ 4,033
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Expired	-	-	-	-
Options outstanding at September 30, 2013	1,557,000	\$ 14.37	9.3	\$ 3,316

At September 30, 2013, the Company had \$6.1 million of unrecognized compensation expense related to 1,557,000 stock options scheduled to vest over five- and seven-year vesting periods. The weighted average period over which compensation cost related to non-vested awards is expected to be recognized was 4.5 years at September 30, 2013. No awards were vested or exercisable as of September 30, 2013.

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The table below presents restricted stock award activity for the three months ended September 30, 2013:

	Restricted stock awards	Weighted- average grant date fair value	Aggregate Intrinsic Value
Non-vested at June 30, 2013	511,300	\$ 14.37	\$ 8,672
Granted	-	-	-
Vested	-	-	-
Forfeited	-	-	-
Non-vested at September 30, 2013	511,300	\$ 14.37	\$ 8,436

At September 30, 2013, unrecognized compensation expense was \$6.4 million related to 511,300 shares of restricted stock scheduled to vest over five- and seven-year vesting periods. The weighted average period over which compensation cost related to non-vested awards is expected to be recognized was 4.5 years at September 30, 2013.

8. Commitments and Contingencies

Loan Commitments – Legally binding commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. In the normal course of business, there are various outstanding commitments to extend credit that are not reflected in the consolidated financial statements. At September 30, 2013 and June 30, 2013, respectively, loan commitments (excluding \$30,717 and \$27,013 of undisbursed portions of construction loans) totaled \$25,704 and \$27,147 of which \$2,252 and \$3,083 were variable rate commitments and \$23,451 and \$24,064 were fixed rate commitments. The fixed rate loans had interest rates ranging from 2.00% to 9.25% at September 30, 2013 and 2.50% to 9.25% at June 30, 2013, and terms ranging from 6 to 30 years. Pre-approved but unused lines of credit (principally second mortgage home equity loans and overdraft protection loans) totaled \$149,933 and \$151,611 at September 30, 2013 and June 30, 2013, respectively. These amounts represent the Company's exposure to credit risk, and in the opinion of management have no more than the normal lending risk that the Company commits to its borrowers. The Company has freestanding derivative instruments consisting of commitments to originate fixed rate conforming loans and commitments to sell fixed rate conforming loans. The fair value of these commitments was not material at September 30, 2013 or June 30, 2013.

The Company grants construction and permanent loans collateralized primarily by residential and commercial real estate to customers throughout its primary market area. In addition, the Company grants municipal leases to customers throughout North and South Carolina. The Company's loan portfolio can be affected by the general economic conditions within these market areas. Management believes that the Company has no concentration of credit in the loan portfolio.

Restrictions on Cash – The Bank is required by regulation to maintain a varying cash reserve balance with the Federal Reserve System. The daily average calculated cash reserve required as of September 30, 2013 and June 30, 2013 was \$1,866, and \$1,284, respectively, which was satisfied by vault cash and balances held at the Federal Reserve.

Guarantees – Standby letters of credit obligate the Company to meet certain financial obligations of its customers, if, under the contractual terms of the agreement, the customers are unable to do so. The financial standby letters of credit issued by the Company are irrevocable and payment is only guaranteed upon the borrower's failure to perform its obligations to the beneficiary. Total commitments under standby letters of credit as of September 30, 2013 and June 30, 2013 were \$66 and \$66. There was no liability recorded for these letters of credit at September 30, 2013 or June 30, 2013.

Litigation – The Company is involved in several litigation matters in the ordinary course of business. One matter, originally filed in March 2012, involves claims of \$12.5 million in compensatory damages and a request for additional punitive treble damages resulting from the purported failure of the Company and a third party brokerage firm to discover a Ponzi scheme conducted by a customer holding accounts at each entity. The Company believes that the lawsuit is without merit and intends to defend itself vigorously. Management, after review with its legal counsel, is of the opinion that this litigation should not have a material effect on the Company's financial position or results of operations, although new developments could result in management modifying its assessment. There can be no assurance that the Company will successfully defend or resolve this litigation matter.

The Company is also subject to a variety of other legal matters that have arisen in the ordinary course of our business. In the current economic environment, litigation has increased significantly, primarily as a result of defaulted borrowers asserting claims to defeat or delay foreclosure proceedings. There can be no assurance that loan workouts and other activities will not expose the Company to additional legal actions, including lender liability or environmental claims. Therefore, the Company



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may be exposed to substantial liabilities, which could adversely affect its results of operations and financial condition. Moreover, the expenses of legal proceedings will adversely affect its results of operations until they are resolved.

9. Fair Value of Financial Instruments

The Company utilizes fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Fair Value Hierarchy

The Company groups assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value. These levels are:

- Level 1: Valuation is based upon quoted prices for identical instruments traded in active markets.
- Level 2: Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.
- Level 3: Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

Following is a description of valuation methodologies used for assets recorded at fair value. The Company does not have any liabilities recorded at fair value.

Investment Securities Available for Sale

Securities available for sale are valued on a recurring basis at quoted market prices where available. If quoted market prices are not available, fair values are based on quoted prices of comparable securities. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange or U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities and debentures issued by government sponsored enterprises, municipal bonds, and corporate debt securities.

Loans

The Company does not record loans at fair value on a recurring basis. From time to time, however, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as individually impaired, the fair value is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows.

The Company reviews all impaired loans each quarter to determine if an allowance is necessary. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans.

At September 30, 2013 and June 30, 2013, most of the total impaired loans were evaluated based on the fair value of the collateral. For these collateral dependent impaired loans, the Company obtains updated appraisals at least annually. These appraisals are reviewed for appropriateness and then discounted for estimated closing costs to determine if an allowance is necessary. As part of the quarterly review of impaired loans, the Company reviews these appraisals to determine if any additional discounts to the fair value are necessary. If a current appraisal is not obtained, the Company determines whether a discount is needed to the value from the original appraisal based on the decline in value of similar properties with recent appraisals. Impaired loans where a charge-off has occurred or an allowance is established during the period being reported require classification in the fair value hierarchy. The Company records all impaired loans with an allowance as nonrecurring Level 3.

#### Real Estate Owned

REO is considered held for sale and is adjusted to fair value less estimated selling costs upon transfer of the loan to foreclosed assets. Fair value is based upon independent market prices, appraised value of the collateral or management's estimation of the value of the collateral. The Company considers all REO carried at fair value as nonrecurring Level 3.

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The following table presents financial assets measured at fair value on a recurring basis at the dates indicated:

Description	Total	September 30, 2013		
		Level 1	Level 2	Level 3
U.S government agencies	\$ 27,341	\$ -	\$ 27,341	\$ -
Mortgage-backed securities of U.S. government agencies and government sponsored enterprises	57,453	-	57,453	-
Taxable municipal securities	9,081	-	9,081	-
Corporate bonds	3,985	-	3,985	-
Total	\$ 97,860	\$ -	\$ 97,860	\$ -

Description	Total	June 30, 2013		
		Level 1	Level 2	Level 3
U.S government agencies	\$ 6,002	\$ -	\$ 6,002	\$ -
Mortgage-backed securities of U.S. government agencies and government sponsored enterprises	18,748	-	18,748	-
Total	\$ 24,750	\$ -	\$ 24,750	\$ -

The following table presents financial assets measured at fair value on a non-recurring basis during the periods indicated:

Description	Total	Three Months Ended September 30, 2013		
		Level 1	Level 2	Level 3
Impaired loans	\$ 629	\$ -	\$ -	\$ 629
REO	2,353	-	-	2,353
Total	\$ 2,982	\$ -	\$ -	\$ 2,982

Description	Total	Year Ended June 30, 2013		
		Level 1	Level 2	Level 3
Impaired loans	\$ 12,106	\$ -	\$ -	\$ 12,106
REO	2,403	-	-	2,403
Total	\$ 14,509	\$ -	\$ -	\$ 14,509

Quantitative information about Level 3 fair value measurements during the period ended September 30, 2013 is shown in the table below:

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	Fair Value at September 30, 2013	Valuation Techniques	Unobservable Input	Range	Weighted Average
<b>Nonrecurring measurements:</b>					
Impaired loans, net	\$ 629	Discounted appraisals	Collateral discounts	3% - 10%	5%
REO	\$ 2,353	Discounted appraisals	Collateral discounts	6% - 20%	14%

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The stated carrying value and estimated fair value amounts of financial instruments as of September 30, 2013 and June 30, 2013, are summarized below:

	Carrying Value	Fair Value	September 30, 2013		
			Level 1	Level 2	Level 3
Cash and interest-bearing deposits	\$ 92,918	\$ 92,918	\$ 92,918	\$ -	\$ -
Certificates of deposit in other banks	145,606	145,606	-	145,606	-
Securities available for sale	97,860	97,860	-	97,860	-
Loans, net	1,167,504	1,105,618	-	-	1,105,618
Loans held for sale	6,106	6,204	-	-	6,204
Federal Home Loan Bank stock	2,089	2,089	2,089	-	-
Accrued interest receivable	5,824	5,824	-	380	5,444
Noninterest-bearing and NOW deposits	293,048	293,048	-	293,048	-
Money market accounts	305,390	305,390	-	305,390	-
Savings accounts	83,799	83,799	-	83,799	-
Certificates of deposit	561,251	566,180	-	566,180	-
Other borrowings	2,227	2,252	-	2,252	-
Accrued interest payable	255	255	-	255	-
	Carrying Value	Fair Value	June 30, 2013		
			Level 1	Level 2	Level 3
Cash and interest-bearing deposits	\$ 125,713	\$ 125,713	\$ 125,713	\$ -	\$ -
Certificates of deposit in other banks	136,617	136,617	-	136,617	-
Securities available for sale	24,750	24,750	-	24,750	-
Loans, net	1,132,110	1,064,954	-	-	1,064,954
Loans held for sale	10,770	10,942	-	-	10,942
Federal Home Loan Bank stock	1,854	1,854	1,854	-	-
	5,549	5,549	-	157	5,392

Accrued interest receivable					
Noninterest-bearing and NOW deposits	256,487	256,487	-	256,487	-
Money market accounts	275,718	275,718	-	275,718	-
Savings accounts	82,158	82,158	-	82,158	-
Certificates of deposit	540,387	545,716	-	545,716	-
Accrued interest payable	84	84	-	84	-

The Company had off-balance sheet financial commitments, which include approximately \$206,354 and \$205,771 of commitments to originate loans, undisbursed portions of interim construction loans, and unused lines of credit at September 30, 2013 and June 30, 2013 (see Note 8). Since these commitments are based on current rates, the carrying amount approximates the fair value.

Estimated fair values were determined using the following methods and assumptions:

Cash and interest-bearing deposits – The stated amounts approximate fair values as maturities are less than 90 days.

Certificates of deposit in other banks – The stated amounts approximate fair values.

Securities available for sale and investment securities – Fair values are based on quoted market prices where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments.

Loans, net – Fair values for loans are estimated by segregating the portfolio by type of loan and discounting scheduled cash flows using current market interest rates for loans with similar terms and credit quality. A prepayment assumption is used as an estimate of the portion of loans that will be repaid prior to their scheduled maturity. Both the carrying value and estimated fair value amounts are shown net of the allowance for loan losses.

Loans held for sale - The fair value of loans held for sale is determined by outstanding commitments from investors on a “best efforts” basis or current investor yield requirements, calculated on the aggregate loan basis.

Federal Home Loan Bank Stock – No ready market exists for this stock and it has no quoted market value. However, redemption of this stock has historically been at par value. Accordingly, cost is deemed to be a reasonable estimate of fair value.

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Deposits – Fair values for demand deposits, money market accounts, and savings accounts are the amounts payable on demand as of September 30, 2013 and June 30, 2013. The fair value of certificates of deposit is estimated by discounting the contractual cash flows using current market interest rates for accounts with similar maturities.

Other borrowings – The fair value of advances from the FHLB is estimated based on current rates for borrowings with similar terms.

Accrued interest receivable and payable – The stated amounts of accrued interest receivable and payable approximate the fair value.

Limitations – Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

Fair value estimates are based on existing on-and-off balance sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments. For example, a significant asset not considered a financial asset is premises and equipment. In addition, tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of the estimates.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### Forward-Looking Statements

Certain matters in this Form 10-Q 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 Office of the Comptroller of the Currency (“OCC”) 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 new 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 may in the future acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames 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, including our 2013 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”) unless the context indicates otherwise.

#### Overview

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 and construction and land/lot loans, commercial real estate loans, construction and development loans, 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 mortgage-

backed securities issued by United States government agencies and government-sponsored enterprises, as well as, certificates of deposit insured by the Federal Deposit Insurance Corporation (“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. We completed our conversion to the stock form of ownership in July, 2012, primarily to increase our capital to grow our loan portfolio organically and through acquisitions and to continue to build our franchise.

We are significantly affected by prevailing economic conditions as well as government policies and regulations concerning, among other things, monetary and fiscal affairs, housing and financial institutions. Deposit flows are influenced by a number of factors, including interest rates paid on competing time deposits, other investments, account maturities, and the overall level of personal income and savings. Lending activities are influenced by the demand for funds, the number and quality of lenders, and regional economic cycles. Our primary source of pre-tax income is net interest income. Net interest income is the difference between interest income, which is the income that we earn on our loans and investments, and interest expense, which is the interest that we pay on our deposits and borrowings. Changes in levels of interest rates affect our net interest income. A secondary source of income is noninterest income, which includes revenue we receive from providing products and services, including service charges on deposit accounts, mortgage banking income and gains and losses from sales of securities.

Our noninterest expenses consist primarily of salaries and employee benefits, expenses for occupancy, marketing and computer services and FDIC deposit insurance premiums. Salaries and benefits consist primarily of the salaries and wages paid to our employees, payroll taxes, expenses for retirement and other employee benefits. Occupancy expenses, which are the fixed and variable costs of buildings and equipment, consist primarily of lease payments, property taxes, depreciation charges, maintenance and costs of utilities.

Beginning in fiscal year 2009 and continuing since then throughout much of fiscal year 2012, housing markets deteriorated in many of our market areas and we experienced significantly higher levels of delinquencies and non-performing assets, primarily in our construction and land development loan portfolios. During this period, home and lot sales activity was exceptionally slow, causing stress on builders’ and developers’ cash flows and their ability to service debt, which was reflected in our increased non-performing asset totals. Further, property values generally declined, reducing the value of the collateral securing loans. In addition, other non-housing-related segments of the loan portfolio developed signs of stress and increasing levels of non-accruing loans as the effects of the recent recession became more evident and the pace of the recovery remained slow. As a result, during these periods our provision for loan losses was significantly higher than historical levels and our normal expectations. This higher than normal level of delinquencies and non-accruals also had a material adverse effect on operating income as a result of foregone interest revenues, increased loan collection costs and carrying costs and valuation adjustments for REO. Beginning in fiscal 2013, home and lot sales activity and real estate values have modestly improved along with general economic conditions resulting in materially lower loan charge-offs and write-downs of REO. As a result of a continuing trend of fewer loan charge-offs and lower average loan balances compared to the same period during the prior fiscal year, as well as, a reduction in higher risk commercial construction and development loans, the Company recorded a recovery for loan losses of \$(2.3) million for the quarter ended September 30, 2013 compared to a \$1.5 million provision for loan losses for the quarter ended September 30, 2012. Despite persistently weak economic conditions and exceptionally low interest rates which have created an unusually challenging banking environment for an extended period, for the quarter ended September 30, 2013, the Company had net income of \$3.3 million, or \$0.17 per diluted share, as compared to net income of \$1.2 million, or \$0.06 per diluted share, for the three months ended September 30, 2012. Although there continue to be indications that economic conditions in our market areas are improving from the recessionary downturn, the pace of recovery has been modest and uneven and ongoing stress in

the economy will likely continue to be challenging going forward.

We currently have 21 banking offices serving nine counties in Western North Carolina, including the Asheville metropolitan area, the “Piedmont” region of North Carolina, and Greenville, South Carolina. We intend to expand through organic growth and through the acquisition of other community financial institutions and/or bank branches. Our goal is to continue to enhance our franchise value and earnings through strategic, planned growth in our banking operations, while maintaining the community-focused, relationship style of exceptional customer service that has differentiated our brand and characterized our success to date.

#### Critical Accounting Policies and Estimates

Certain of our accounting policies are important to the portrayal of our financial condition, since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Facts and circumstances which could affect these judgments include, but are not limited to, changes in interest rates, changes in the performance of the economy and changes in the financial condition of borrowers.

On April 5, 2012, the JOBS Act was signed into law. The JOBS Act contains provisions that, among other things, reduce certain reporting requirements for qualifying public companies. As an “emerging growth company” we may delay adoption of new or revised accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. We intend to take advantage of the benefits of this extended transition period, although we have not done so to date. Accordingly, our financial statements may not be comparable to companies that comply with such new or revised accounting standards.

The following represent our critical accounting policies:

**Allowance for Loan Losses.** The allowance for loan losses is the amount estimated by management as necessary to cover losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged to income. Determining the amount of the allowance for loan losses necessarily involves a high degree of judgment. Among the material estimates required to establish the allowance are: loss exposure at default; the amount and timing of future cash flows on impaired loans; value of collateral; and determination of loss factors to be applied to the various elements of the portfolio. All of these estimates are susceptible to significant change. Management reviews the level of the allowance quarterly and establishes the provision for loan losses based upon an evaluation of the portfolio, past loss experience, current economic conditions and other factors related to the collectability of the loan portfolio. Although we believe that we use the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if economic or other conditions differ substantially from the assumptions used in making the evaluation. In addition, bank regulators, as an integral part of their examination process, periodically review our allowance for loan losses and may require us to recognize adjustments to the allowance based on their judgments about information available to them at the time of their examination. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would adversely affect earnings.

**Business Combinations.** We use the acquisition method of accounting for all business combinations. The acquisition method of accounting requires us as acquirer to recognize the fair value of assets acquired and liabilities assumed at the acquisition date as well as recognize goodwill or a gain from a bargain purchase, if appropriate. Any acquisition-related costs and restructuring costs are recognized as period expenses as incurred.

**Real Estate Owned (“REO”).** REO represents real estate acquired as a result of customers’ loan defaults. At the time of foreclosure, REO is recorded at the fair value less costs to sell, which becomes the property’s new basis. Any write-downs based on the asset’s fair value at the date of acquisition are charged to the allowance for loan and lease losses. After foreclosure, management periodically performs valuations such that the real estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Revenue and expenses from operations and subsequent valuation adjustments to the carrying amount of the property are included in non-interest expense in the consolidated statements of income. In some instances, we may make loans to facilitate the sales of REO. Management reviews all sales for which it is the lending institution for compliance with sales treatment under provisions established by ASC Topic 360, “Accounting for Sales of Real Estate”. Any gains related to sales of REO may be deferred until the buyer has a sufficient initial and continuing investment in the property.

**Post Retirement Plan Assumptions.** We have various post retirement plans for the benefit of our directors, executive officers and employees. For some of these plans, the computations include assumptions with regard to discount rates and expected rates of return, which are used to calculate benefit expense and the accrued benefit plan obligation. Changes in management’s assumptions can materially affect amounts recognized in our Consolidated Financial Statements.

Deferred Tax Assets. We use the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when it is more likely than not that some portion of the deferred tax asset will not be realized. We exercise significant judgment in evaluating the amount and timing of recognition of the resulting tax liabilities and assets. These judgments require us to make projections of future taxable income. The judgments and estimates we make in determining our deferred tax assets, which are inherently subjective, are reviewed on a continual basis as regulatory and business factors change. Any reduction in estimated future taxable income may require us to record a valuation allowance against our deferred tax assets.

#### Comparison of Financial Condition at September 30, 2013 and June 30, 2013

Assets. Total assets increased \$90.2 million, or 5.7%, to \$1.67 billion at September 30, 2013 from \$1.58 billion at June 30, 2013. This increase was largely due to the July 31, 2013 acquisition of BankGreenville Financial Corporation (“BankGreenville”). We added \$2.8 million of goodwill as a result of the BankGreenville acquisition. Assets acquired totaled \$101.1 million and liabilities assumed were \$94.4 million, net of all fair value adjustments.

**Cash and cash equivalents.** Total cash and cash equivalents, primarily excess cash deposited with the Federal Reserve Bank of Richmond, decreased \$32.8 million, or 26.1%, to \$92.9 million at September 30, 2013 from \$125.7 million at June 30, 2013. The decrease was primarily attributable to the purchase of \$41.8 million in investment securities during the quarter. Securities available for sale increased \$73.1 million, or 295.4%, to \$97.9 million at September 30, 2013 from \$24.8 million at June 30, 2013 as a result of the purchase of investment securities coupled with the acquisition of \$34.3 million in investment securities from BankGreenville. As a part of the Company's liquidity strategy, the Company also invests a portion of its excess cash in certificates of deposit in other banks which have a higher yield than cash held in interest-earning accounts in order to maximize earnings. All of the certificates of deposit in other banks are fully insured under the FDIC. At September 30, 2013, certificates of deposits in other banks totaled \$145.6 million compared to \$136.6 million at June 30, 2013. The Company has been maintaining a higher liquidity position consistent with the Company's strategy of managing credit and liquidity risk.

**Loans.** Net loans receivable increased \$35.4 million, or 3.1%, to \$1.17 billion at September 30, 2013 from \$1.13 billion at June 30, 2013, as the BankGreenville acquisition added \$47.8 million in loans, which were partially offset during the period by normal loan repayments, charge-offs and transfers to REO. Since June 30, 2013, commercial real estate loans increased \$18.0 million, commercial construction and development loans increased \$9.4 million and commercial and industrial loans increased \$6.9 million. Excluding loans acquired from BankGreenville, net loans would have otherwise decreased \$12.4 million as demand for new loans from creditworthy borrowers remains relatively weak and utilization of existing credit lines was low despite the modest recovery in the general economy. In addition, the recent rise in mortgage interest rates has significantly reduced refinancing activity. Total loan originations decreased \$32.7 million, or 29.3%, to \$78.8 million during the three months ended September 30, 2013 compared to \$111.5 million during the three months ended September 30, 2012.

**Allowance for loan losses.** The allowance for loan losses was \$29.2 million, or 2.43% of total loans, at September 30, 2013 compared to \$32.1 million, or 2.75% of total loans, at June 30, 2013. We recorded net loan charge-offs of \$573,000 for the three months ended September 30, 2013, compared to \$713,000 for the same period last year. Net loan charge-offs as a percentage of average loans also decreased to 0.19% annualized for the three months ended September 30, 2013 from 0.23% annualized for the three months ended September 30, 2012. Nonaccruing loans decreased to \$68.4 million at September 30, 2013 from \$68.6 million at June 30, 2013, despite the acquisition of \$1.2 million of nonaccruing loans from BankGreenville. Nonaccruing loans to total loans decreased to 5.68% at September 30, 2013 from 5.88% at June 30, 2013. At September 30, 2013, \$37.1 million or 54.3% of total nonaccruing loans were current on their loan payments.

The ratio of classified assets to total assets decreased to 7.33% at September 30, 2013 from 7.43% at June 30, 2013 in large part due to the increase in our asset size. Classified assets increased 4.3% to \$122.6 million at September 30, 2013 compared to \$117.6 million at June 30, 2013, due primarily to the BankGreenville acquisition, which added \$4.8 million in classified assets. Delinquent loans (loans delinquent 30 days or more) increased to \$39.1 million at September 30, 2013, from \$35.5 million at June 30, 2013 primarily due to non-performing loans acquired from BankGreenville.

**Investments.** Securities available for sale increased \$73.1 million, or 295.4%, to \$97.9 million at September 30, 2013 from \$24.8 million at June 30, 2013 as a result of the purchase of \$41.8 million in investment securities coupled with the acquisition of \$34.3 million in investment securities from BankGreenville. A total of \$2.9 million of principal payments were received on mortgage-backed securities. The securities purchased and acquired during the quarter were primarily short- to intermediate-term U.S. government agency notes and mortgage-backed securities and, to a lesser extent, intermediate-term taxable municipal securities. We evaluate individual investment securities quarterly for

other-than-temporary declines in market value. We do not believe that there are any other-than-temporary impairments at September 30, 2013; therefore, no impairment losses have been recorded during the first quarter of fiscal 2013. FHLB stock increased \$235,000 due to the BankGreenville acquisition.

Real estate owned. REO increased \$2.8 million, to \$14.5 million at September 30, 2013 primarily as a result of \$2.1 million from the BankGreenville acquisition. The total balance of REO included \$6.2 million in land, construction and development projects (both residential and commercial), \$2.0 million in commercial real estate and \$6.3 million in single-family homes at September 30, 2013. During the quarter ended September 30, 2013, we transferred \$1.6 million of loans into REO, disposed of \$1.3 million of properties and recognized a gain of \$271,000 on sales and net of impairment adjustments.

Deposits. Deposits increased \$88.7 million, or 7.7%, from \$1.15 billion at June 30, 2013 to \$1.24 billion at September 30, 2013. This increase was primarily due to the acquisition of BankGreenville, which increased total deposits by \$89.1 million. We also recorded \$530,000 of core deposit intangibles in connection with the BankGreenville acquisition. Excluding the BankGreenville acquisition, certificates of deposit decreased \$21.2 million during the three month period primarily as a result of the managed decline of higher rate certificates of deposit as we competed less aggressively on time deposit interest rates, consistent with the Company's strategy to decrease the percentage of time deposits in its deposit base and to increase the percentage of lower cost checking and savings accounts.

Borrowings. Other borrowings increased to \$2.2 million at September 30, 2013 from none at June 30, 2013, as a direct result of FHLB advances assumed in the BankGreenville acquisition.

Equity. Stockholders' equity at September 30, 2013 increased to \$368.1 million from \$367.5 million at June 30, 2013. The increase in stockholders' equity primarily reflected a \$3.3 million increase in retained earnings as a result of the net income from the first quarter of 2014. The Company repurchased 234,356 shares of its common stock during the quarter ended September 30, 2013 at an average cost of \$16.51 per share.

Average Balances, Interest and Average Yields/Cost

The following table sets forth for the periods indicated, information regarding average balances of assets and liabilities as well as the total dollar amounts of interest income from average interest-earning assets and interest expense on average interest-bearing liabilities, resultant yields, interest rate spread, net interest margin (otherwise known as net yield on interest-earning assets), and the ratio of average interest-earning assets to average interest-bearing liabilities. All average balances are daily average balances. Non-accruing loans have been included in the table as loans carrying a zero yield.

	For the Three Months Ended September 30,					
	2013			2012		
Average Balance Outstanding	Interest Earned/ Paid(2)	Yield/ Rate(2)	Average Balance Outstanding	Interest Earned/ Paid(2)	Yield/ Rate(2)	
(Dollars in thousands)						
Interest-earning assets:						
Loans receivable						
(1)	\$1,197,993	\$14,870	4.96	% \$1,237,419	\$	