Town Center Bank

Independent Auditor's Report and Financial Statements

December 31, 2018 and 2017

BKD LLP
CPAs & Advisors

Town Center Bank
December 31, 2018 and 2017

Contents

BKD
CPAs & Advisors

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Independent Auditor's Report

Board of Directors
Town Center Bank
Frankfort, Illinois

We have audited the accompanying financial statements of Town Center Bank, which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of income and comprehensive income, shareholders' equity and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Town Center Bank as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

BKD, LLP

Oakbrook Terrace, Illinois
March 25, 2019

Town Center Bank

Balance Sheets

(Dollar Amounts in Thousands, Except Share and Per Share Data)

December 31, 2018 and 2017

Assets

	2018	2017
Cash and due from banks	$ 1,236	$ 966
Interest-bearing deposits with banks	2,055	3,218
Federal funds sold	2,402	849
Cash and cash equivalents	5,693	5,033
Securities available-for-sale, at fair value	22,860	25,156
Loans, net of allowance for loan losses of $879 in 2018 and $877 in 2017	73,123	67,243
Federal Home Loan Bank stock	135	135
Premises and equipment, net	302	400
Deferred income taxes	1,272	-
Accrued interest receivable and other assets	505	481
Total assets	$ 103,890	$ 98,448

Liabilities and Shareholders' Equity

	2018	2017
Liabilities		
Deposits		
Noninterest bearing	$ 20,357	$ 18,566
Interest bearing	68,983	66,835
Total deposits	89,340	85,401
Federal Home Loan Bank advances	3,000	3,000
Accrued interest payable and other liabilities	173	277
Total liabilities	92,513	88,678
Shareholders' Equity		
Common stock $1 par value; 3,234,000 shares authorized at December 31, 2018 and 2017; 2,333,660 shares issued and outstanding at December 31, 2018 and 2017	2,333	2,333
Additional paid-in capital	20,785	20,680
Accumulated deficit	(11,165)	(12,891)
Accumulated other comprehensive loss	(576)	(352)
Total shareholders' equity	11,377	9,770
Total liabilities and shareholders' equity	$ 103,890	$ 98,448

Town Center Bank

Statements of Income and Comprehensive Income
(Dollar Amounts in Thousands, Except Share and Per Share Data)
Years Ended December 31, 2018 and 2017

	2018	2017
Interest Income		
Loans, including fees	$ 3,861	$ 3,290
Securities	592	681
Federal funds sold and other	80	32
Total interest income	4,533	4,003
Interest Expense		
Deposits	709	458
Federal funds purchased	1	9
Federal Home Loan Bank advances	53	28
Total interest expense	763	495
Net Interest Income	3,770	3,508
Provision for Loan Losses	-	25
Net Interest Income After Provision for Loan Losses	3,770	3,483
Noninterest Income		
Service charges on deposits	131	121
Mortgage banking income	51	118
Other income	128	82
Total noninterest income	310	321
Noninterest Expense		
Salaries and employee benefits	1,874	1,625
Occupancy and equipment	416	416
Data processing	648	601
Professional fees	113	324
FDIC deposit insurance	28	33
Advertising and marketing	56	50
Gain on sale of other real estate	(22)	(19)
Litigation settlement	-	162
Other real estate expense	-	8
Other	513	453
Total noninterest expense	3,626	3,653

Town Center Bank

Statements of Income and Comprehensive Income
(Dollar Amounts in Thousands, Except Share and Per Share Data)
Years Ended December 31, 2018 and 2017

	2018	2017
Income Before Income Taxes	$ 454	$ 151
Income Tax Benefit	1,272	-
Net Income	1,726	151
Other Comprehensive Loss		
Holding losses on securities available-for-sale	(224)	(122)
Comprehensive Income	$ 1,502	$ 29
Basic and Diluted Net Income Per Share	$ 0.74	$ 0.06
Basic and Diluted Weighted Average Common Shares Outstanding	2,333,660	2,333,660

Town Center Bank

Statements of Shareholders' Equity

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Years Ended December 31, 2018 and 2017

	Common Stock	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance, January 1, 2017	$ 2,333	$ 20,680	$ (13,042)	$ (230)	$ 9,741
Net income	-	-	151	-	151
Other comprehensive loss	-	-	-	(122)	(122)
Balance, December 31, 2017	2,333	20,680	(12,891)	(352)	9,770
Stock based compensation	-	105	-	-	105
Net income	-	-	1,726	-	1,726
Other comprehensive loss	-	-	-	(224)	(224)
Balance, December 31, 2018	$ 2,333	$ 20,785	$ (11,165)	$ (576)	$ 11,377

Town Center Bank

Statements of Cash Flows

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Years Ended December 31, 2018 and 2017

	2018	2017
Operating Activities		
Net income	$ 1,726	$ 151
Items not requiring (providing) cash		
Provision for (recovery from) loan losses	-	25
Gain on sale of other real estate owned	(22)	(19)
Depreciation of premises and equipment	130	127
Net amortization of securities	127	168
Net change in deferred loan origination fees and costs	22	102
Change in deferred income tax valuation allowance	(1,272)	-
Stock based compensation	105	-
Changes in		
Net change in accrued interest receivable and other assets	(52)	(86)
Net change in accrued interest payable and other liabilities	(104)	126
Net cash provided by operating activities	660	594
Investing Activities		
Securities available-for-sale		
Maturities, prepayments and calls	4,285	5,657
Purchases	(2,340)	-
Net increase in loans	(5,902)	(11,374)
Proceeds from sales of other real estate owned	50	19
Proceeds from sales of Federal Home Loan Bank stock	-	(61)
Purchases of premises and equipment	(32)	(85)
Net cash used in investing activities	(3,939)	(5,844)
Financing Activities		
Net increase in deposits	3,939	995
Increase in borrowed money	-	3,000
Net cash provided by financing activities	3,939	3,995

Town Center Bank

Statements of Cash Flows

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Years Ended December 31, 2018 and 2017

	2018	2017
Net Increase (Decrease) in Cash and Cash Equivalents	$ 660	$ (1,255)
Cash and Cash Equivalents, Beginning of Year	5,033	6,288
Cash and Cash Equivalents, End of Year	$ 5,693	$ 5,033
Supplemental Cash Flows Information		
Interest paid	$ 722	$ 488
Supplemental Noncash Disclosures		
Unrealized losses on securities available-for-sale	$ 224	$ 122

Town Center Bank

Notes to Financial Statements

(Dollar Amounts in Thousands, Except Share and Per Share Data)

December 31, 2018 and 2017

Note 1: Summary of Significant Accounting Policies

Nature of Operations

Town Center Bank (Bank) provides financial services through its offices in Frankfort and New Lenox, Illinois. Its primary deposit products are checking, savings and term certificate accounts, and its primary lending products are residential mortgage, commercial, commercial real estate, construction, land development and consumer loans. Substantially, all loans are secured by specific items of collateral including business assets, consumer assets, and commercial and residential real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. The customers' ability to repay their loans is dependent on the real estate and general economic conditions in the area.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

The determination of the adequacy of the allowance for loan losses is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions. In connection with the determination of the estimated losses on loans, management obtains independent appraisals for significant collateral.

The Bank's loans are generally secured by specific items of collateral including real property, consumer assets and business assets. Although the Bank has a diversified loan portfolio, a substantial portion of its debtors' ability to honor their contracts is dependent on local economic conditions.

While management uses available information to recognize losses on loans, further reductions in the carrying amounts of loans may be necessary based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the estimated losses on loans. Such agencies may require the Bank to recognize additional losses based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the estimated losses on loans may change materially in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

Cash and Cash Equivalents

Cash and cash equivalents include cash, deposits with other financial institutions and federal funds sold. Net cash flows are reported for customer loan and deposit transactions.

Securities

Accounting principles generally accepted in the United States of America require that debt and equity securities be classified into one of three reporting categories and accounted for as follows: (1) held-to-maturity securities reported at amortized cost, (2) trading securities reported at fair value with unrealized gains and losses included in earnings and (3) available-for-sale securities reported at fair value with unrealized gains and losses net of related taxes reported as an increase or decrease in other comprehensive income (loss).

Securities held-to-maturity are securities that the Bank has the intent and ability to hold to maturity and are carried at cost adjusted for amortization of premium and accretion of discount, generally computed using the interest method.

The amortization of premiums and accretion of discounts are recognized as adjustments to interest income in a manner that approximates the level-yield method. Realized gains and losses on securities sold are computed based on the adjusted cost of the specific securities sold.

Securities available-for-sale are securities that are intended to be held for indefinite periods of time, but which may not be held to maturity. These securities may be used as a part of the Bank’s asset/liability management strategy and may be sold in response to changes in interest rates, deterioration of issuer’s creditworthiness, or due to a desire to increase capital or liquidity.

Realized securities gains and losses are determined on a specific identification basis and are reported in the statement of comprehensive income (loss) as securities gains and losses.

Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. At December 31, 2018 and 2017, there were no loans held for sale.

Mortgage loans held for sale are generally sold with servicing rights released. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold. Gains and losses on sales of mortgage loans are included in mortgage loan origination fees.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of deferred loan fees and costs and an allowance for loan losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level-yield method without anticipating prepayments.

For all classes of loans, interest income is discontinued at the time a loan is 90 days delinquent unless the loan is well secured and in process of collection. Past due status is based on the contractual terms of the loan. In all cases, for all classes of loans, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. A loan is moved to nonaccrual status in accordance with the Bank's policy, typically after 90 days of nonpayment.

For all classes of loans, all interest accrued but not received for loans placed on nonaccrual are reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Concentration of Credit Risk

Most of the Bank's business activity is with customers located in the south and west suburbs of Chicago, Illinois. Therefore, the Bank's exposure to credit risk is significantly affected by changes in the economy in the Chicago area. There are no significant concentrations of loans to any one industry or customer, except that, the customers' ability to repay their loans is dependent on the real estate and general economic conditions in the area.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance consists of general, allocated and unallocated components, as further described below.

General Component

The general component of the allowance for loan losses is based on historical loss experience adjusted for qualitative factors stratified by the following loan segments: commercial, commercial real estate, residential real estate and installment. Management uses a rolling average of historical losses based on a time frame appropriate to capture relevant loss data for each loan segment. This historical loss factor is adjusted for the following qualitative factors: levels/trends in delinquencies; effects of changes in risk selection and underwriting standards and other changes in lending policies, procedures and practices; experience/ability/depth of lending management and staff; and national and local economic trends and conditions. During 2017 Bank management implemented enhancements to the methodology pertaining to the general component of the allowance for loan losses. These enhancements did not result in material change to the level of the allowance.

The qualitative factors are determined based on the various risk characteristics of each loan segment. Risk characteristics relevant to each portfolio segment are as follows:

Residential Real Estate

Loans in this segment primarily include owner-occupied 1-4 family residences secured by 1st liens and home equity loans secured by 2nd liens. The Bank generally does not originate loans with a loan-to-value ratio greater than 80 percent and does not generally grant loans that would be classified as subprime upon origination. All loans in this segment are collateralized by residential real estate and repayment is dependent on the credit quality of the individual borrower or borrowers. The overall health of the economy, including unemployment rates and housing prices, will have an effect on the credit quality in this segment.

Commercial Real Estate

Loans in this segment are primarily income-producing properties throughout the Chicago area. The underlying cash flows generated by the properties are adversely impacted by a downturn in the economy as evidenced by increased vacancy rates, which in turn, will have an effect on the credit quality in this segment. Management obtains rent rolls annually and continually monitors the cash flows of these loans. Loans in this segment also include speculative real estate development loans for which payment is derived from sale of the property. Credit risk is affected by cost overruns, time to sell at an adequate price, and market conditions.

Commercial

Loans in this segment are made to businesses and are generally secured by assets of the business. Repayment is expected from the cash flows of the business. A weakened economy, and resultant decreased consumer spending, will have an effect on the credit quality in this segment.

Consumer

Loans in this segment are generally to individuals and are supported by non-real estate collateral. The repayment is dependent on the credit quality of the individual borrower.

Allocated Component

The allocated component relates to loans that are classified as impaired. Based on internal credit ratings, loans are evaluated for impairment on a loan-by-loan basis. Impairment is measured by either the present value of expected future cash flows discounted at the loan’s effective interest rate or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows (or collateral value) of the impaired loan is lower than the carrying value of that loan. Large groups of smaller balance homogeneous loans are collectively evaluated for impairment.

A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as 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 record, and the amount of the shortfall in relation to the principal and interest owed.

The Bank periodically may agree to modify the contractual terms of loans. When a loan is modified and a concession is made to a borrower experiencing financial difficulty, the modification is considered a troubled debt restructuring (TDR). All TDRs are classified as impaired.

Unallocated Component

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating allocated and general reserves in the portfolio.

Transfers of Financial Assets

Transfers of financial assets, such as loans, are accounted for as sales when control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when the assets have been isolated from the Bank, the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Other Real Estate Owned

Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed.

Federal Home Loan Bank (FHLB) Stock

The Bank is a member of FHLB Chicago. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation. Depreciation expense is recognized on the straight-line method. Banking equipment is generally depreciated over 5 years. Furniture and fixtures are depreciated over estimated useful lives generally ranging from 5 to 15 years. Leasehold improvements are depreciated on the straight-line basis over the shorter of the lease term, including expected renewal periods, or estimated useful life of the asset.

Long-term Assets

Premises and equipment and other long-term assets are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Loan Commitments and Related Financial Instruments

Financial instruments include off-balance-sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Stock-based Compensation

Compensation cost is recognized for stock options issued to employees, based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options. Compensation cost is recognized over the required service period, generally defined as the vesting period.

Income Taxes

Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

The Bank recognizes interest and/or penalties related to income tax matters in income tax expense.

Earnings (Loss) Per Common Share

Basic earnings (loss) per common share is net income (loss) divided by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per common share include the dilutive effect of additional potential common shares issuable under stock options. Options will have a dilutive effect only when the average market price over the reporting period for the stock exceeds the exercise price. Dilutive earnings per share does not assume the exercise of instruments that would have an antidilutive effect on earnings per share.

Comprehensive Income (Loss)

Comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) includes unrealized gains and losses on securities available-for-sale which are also recognized as separate components of shareholders' equity.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there are any such matters that will have a material effect on the financial statements.

Interest Rate Risk

The Bank assumes interest rate risk (the risk that general interest rate levels will change) as a result of its normal operations. As a result, fair values of the Bank's financial instruments will change when interest rate levels change, and that change may be either favorable or unfavorable to the Bank. Management attempts to match maturities of assets and liabilities to the extent believed necessary to minimize interest rate risk. However, borrowers with fixed rate obligations are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are receiving fixed rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling rate environment. Management monitors rates and maturities of assets and liabilities and attempts to minimize interest rate risk by adjusting terms of new loans and deposits and by investing in securities with terms that mitigate the Bank's overall interest rate risk.

Dividend Restriction

Banking regulations require maintaining certain capital levels that may limit the amount of dividends paid by the Bank to shareholders. Since the Bank has an accumulated deficit at December 31, 2018, there are no retained earnings available for dividends.

Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

New Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU No. 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which addresses timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The ASU requires institutions to measure all expected credit losses related to financial assets measured at amortized costs with an expected loss model based on historical experience, current conditions and reasonable and supportable forecasts relevant to affect the collectability of the financial assets, which is referred to as the current expected credit loss (CECL) model. The ASU requires enhanced disclosures, including qualitative and quantitative requirements, to help understand significant estimates and judgments used in estimating credit losses, as well as provide additional information about the amounts recorded in the financial statements. ASU 2016-13 will be effective for public business entities for fiscal years beginning after December 15, 2020, with early adoption permitted after fiscal years beginning after December 15, 2018. The amendment requires the use of the modified retrospective approach for adoption. The Company is currently evaluating the potential impact on the consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842),* which requires that lessees recognize the assets and liabilities arising from leases on the balance sheet and disclosing key information about leasing arrangements. Lessees will be required to recognize an obligation for future lease payments measured on a discounted basis and a related right-of-use asset. ASU 2016-02 does not significantly change lease accounting requirements applicable to lessors; however, certain changes were made to align, where necessary, lessor accounting with the lessee accounting model and ASC Topic 606, *Revenue from Contracts with Customers*. ASU 2016-02 will be effective for non-public business entities for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. The Company does not believe the impact of ASU 2016-02 will be material to the consolidated financial statements. In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606),* which implements a more robust framework that clarifies the principles for recognizing revenue and gives greater consistency and comparability in revenue recognition practices. In the new framework, an entity recognizes revenue in an amount that reflects the consideration to which the entity expects to be entitled in exchange for goods or services. The new model requires the identification of performance obligations included in the contract with customers, a determination of the transaction price and an allocation of the price to those performance obligations. The entity recognizes revenue when performance obligations are satisfied. The standard, along with subsequent guidance from FASB, lists several items that are specifically out of scope for ASU 2014-09, including but not limited to: core interest income, derivative instruments, investments and loan origination fees. ASU 2014-09 will be effective for non-public business entities for fiscal years beginning after December 31, 2018, and interim periods within fiscal years beginning after December 15, 2019. The Company does not believe ASU 2014-09 will have an impact on the consolidated financial statements.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 2: Securities

The amortized cost and fair value of securities available-for-sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive income (loss) were as follows at year end:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2018				
Securities available-for-sale				
U.S. Government Agencies	$ 680	$ -	$ (15)	$ 665
Mortgage-backed securities - residential	5,198	9	(122)	5,085
Collateralized mortgage obligations - residential	17,558	9	(457)	17,110
Total securities available-for-sale	$ 23,436	$ 18	$ (594)	$ 22,860
December 31, 2017				
Securities available-for-sale				
U.S. Government Agencies	$ 1,573	$ -	$ (24)	$ 1,549
Mortgage-backed securities - residential	4,285	-	(52)	4,233
Collateralized mortgage obligations - residential	19,650	12	(288)	19,374
Total securities available-for-sale	$ 25,508	$ 12	$ (364)	$ 25,156

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The amortized cost and fair value of the securities at December 31, 2018, by contractual maturity, are as follows:

	Available-for-Sale	
	Amortized Cost	Fair Value
Due in one year or less	$ -	$ -
Due after one year through five years	-	-
Due after five years through ten years	680	665
Due after ten years	-	-
	680	665
Mortgage-backed securities and collateralized mortgage obligations	22,756	22,195
	$ 23,436	$ 22,860

At year-end 2018 and 2017, there were no holdings of securities of any one issuer, other than the U.S. Government and its sponsored entities and agencies, in an amount greater than 10% of shareholders' equity.

Securities pledged at year-end 2018 had a carrying amount of $9,695 and were pledged to secure public deposits and federal funds purchased line of credit.

Certain investments in debt securities are reported in the financial statement at an amount less than historical cost. Total fair value of these investments at December 31, 2018 and 2017, was $21,717 and $22,940, respectively, which is approximately 91% and 95% of the Company's investment portfolio. These declines primarily resulted from increases in market interest rates subsequent to the acquisition dates. Management feels the declines in fair value for these securities are temporary.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The following tables summarize securities with unrealized losses at December 31, 2018 and December 31, 2017, aggregated by major security type and length of time in a continuous unrealized loss position:

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
December 31, 2018						
U.S. Government Agencies	$ -	$ -	$ 665	$ (15)	$ 665	$ (15)
Mortgage-backed securities - residential	-	-	3,947	(122)	3,947	(122)
Collateralized mortgage obligations - residential	1,910	(24)	14,011	(433)	15,921	(457)
	$ 1,910	$ (24)	$ 18,623	$ (570)	$ 20,533	$ (594)
December 31, 2017						
U.S. Government Agencies	$ 857	$ (11)	$ 692	$ (13)	$ 1,549	$ (24)
Mortgage-backed securities - residential	655	(4)	3,579	(47)	4,234	(51)
Collateralized mortgage obligations - residential	5,734	(35)	11,423	(254)	17,157	(289)
	$ 7,246	$ (50)	$ 15,694	$ (314)	$ 22,940	$ (364)

There were no sales of available-for-sale securities for the years ended December 31, 2018 and 2017.

Management evaluates securities for other-than-temporary impairment as economic or market concerns warrant such evaluation. Consideration is given to the length of time and extent to which fair value has been less than cost, the financial condition and near-term prospects of the issuer, and the intent and ability of the Bank to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 3: Loans

Loans at December 31, 2018 and 2017, were as follows:

	2018	2017
Residential real estate		
1-4 family, owner occupied	$ 5,327	$ 5,699
1-4 family, non-owner occupied	1,798	1,816
Commercial real estate		
Commercial, owner occupied	19,577	19,836
Commercial, non-owner occupied	31,797	25,953
Construction	810	1,754
Land development	1,301	1,543
Farmland	18	691
Commercial	8,277	5,921
Consumer		
Indirect, automobile loans	-	5
Consumer, non-real estate	4,901	4,678
Total loans	73,806	67,896
Deferred loan origination fees and costs, net	196	224
Allowance for loan losses	(879)	(877)
Loans, net	$ 73,123	$ 67,243

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The following tables present the activity in the allowance for loan losses by class of loans for the years ended December 31, 2018 and 2017:

	Beginning Balance	Provision for (Recovery of) Loan Losses	Loans Charged Off	Recoveries	Ending Balance
December 31, 2018					
Residential real estate					
1-4 family, owner occupied	$ 61	$ (18)	$ -	$ -	$ 43
1-4 family, non-owner occupied	26	(16)	-	2	12
Commercial real estate					
Commercial, owner occupied	198	15	-	-	213
Commercial, non-owner occupied	311	22	-	-	333
Construction	15	(8)	-	-	7
Land development	13	(2)	-	-	11
Farmland	6	(6)	-	-	-
Commercial	44	17	-	-	61
Consumer					
Indirect, auto	-	-	-	-	-
Consumer, non-real estate	51	27	(21)	21	78
Unallocated	152	(31)	-	-	121
	$ 877	$ -	$ (21)	$ 23	$ 879

	Beginning Balance	Provision for (Recovery of) Loan Losses	Loans Charged Off	Recoveries	Ending Balance
December 31, 2017					
Residential real estate					
1-4 family, owner occupied	$ 138	$ (41)	$ (40)	$ 4	$ 61
1-4 family, non-owner occupied	26	-	-	-	26
Commercial real estate					
Commercial, owner occupied	179	(2)	-	21	198
Commercial, non-owner occupied	167	144	-	-	311
Construction	5	10	-	-	15
Land development	124	(111)	-	-	13
Farmland	67	(61)	-	-	6
Commercial	74	(101)	-	71	44
Consumer					
Indirect, auto	2	(3)	-	1	-
Consumer, non-real estate	35	38	(24)	2	51
Unallocated	-	152	-	-	152
	$ 817	$ 25	$ (64)	$ 99	$ 877

Town Center Bank

Notes to Financial Statements

(Dollar Amounts in Thousands, Except Share and Per Share Data)

December 31, 2018 and 2017

The following table presents the balance in the allowance for loan losses by class of loans based on impairment method as of December 31, 2018:

	Allowance for Loan Losses			Loan Balances		
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total
Residential real estate						
1-4 family, owner occupied	$ -	$ 43	$ 43	$ 317	$ 5,010	$ 5,327
1-4 family, non-owner occupied	-	12	12	64	1,734	1,798
Commercial real estate						
Commercial, owner occupied	-	213	213	202	19,375	19,577
Commercial, non-owner occupied	-	333	333	-	31,797	31,797
Construction	-	7	7	-	810	810
Land development	-	11	11	-	1,301	1,301
Farmland	-	-	-	-	18	18
Commercial	-	61	61	-	8,277	8,277
Consumer						
Indirect automobile loans	-	-	-	-	-	-
Consumer, non-real estate	21	57	78	49	4,852	4,901
	21	737	758	632	73,174	73,806
Unallocated	-	121	121	-	-	-
Total	$ 21	$ 858	$ 879	$ 632	$ 73,174	$ 73,806

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The following table presents the balance in the allowance for loan losses by class of loans based on impairment method as of December 31, 2017:

	Allowance for Loan Losses			Loan Balances		
	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total	Individually Evaluated for Impairment	Collectively Evaluated for Impairment	Total
Residential real estate						
1-4 family, owner occupied	$ -	$ 61	$ 61	$ 328	$ 5,371	$ 5,699
1-4 family, non-owner occupied	-	26	26	289	1,527	1,816
Commercial real estate						
Commercial, owner occupied	-	198	198	-	19,836	19,836
Commercial, non-owner occupied	-	311	311	-	25,953	25,953
Construction	-	15	15	-	1,754	1,754
Land development	-	13	13	-	1,543	1,543
Farmland	-	6	6	-	691	691
Commercial	-	44	44	-	5,921	5,921
Consumer						
Indirect automobile loans	-	-	-	-	5	5
Consumer, non-real estate	-	51	51	49	4,629	4,678
	-	725	725	666	67,230	67,896
Unallocated	-	152	152	-	-	-
Total	$ -	$ 877	$ 877	$ 666	$ 67,230	$ 67,896

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The following table presents information related to loans individually evaluated for impairment for December 31, 2018 and 2017:

	2018			2017		
	Average Balance	Interest Income Recognized	Cash Income Recognized	Average Balance	Interest Income Recognized	Cash Income Recognized
Residential real estate						
1-4 family, owner occupied	$ 321	$ 21	$ 21	$ 444	$ 25	$ 25
1-4 family, non-owner occupied	69	6	6	284	6	6
Commercial real estate						
Commercial, owner occupied	31	-	-	-	-	-
Commercial, non-owner occupied	-	-	-	-	-	-
Construction	-	-	-	-	-	-
Land development	-	-	-	-	-	-
Farmland	-	-	-	-	-	-
Commercial	-	-	-	-	-	-
Consumer						
Indirect automobile loans	-	-	-	-	-	-
Consumer, non-real estate	27	-	-	27	-	-
Total	$ 448	$ 27	$ 27	$ 755	$ 31	$ 31

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The following table presents information related to loans individually evaluated for impairment as of December 31, 2018:

	Unpaid Principal Balance	Partial Charge-Offs	Loan Balance	Allowance for Loan Losses Allocated
With no related allowance recorded				
Residential real estate				
1-4 family, owner occupied	$ 451	$ 134	$ 317	$ -
1-4 family, non-owner occupied	136	72	64	-
Commercial real estate				
Commercial, owner occupied	202	-	202	-
Commercial, non-owner occupied	-	-	-	-
Construction	-	-	-	-
Land development	-	-	-	-
Farmland	-	-	-	-
Commercial	-	-	-	-
Consumer				
Indirect, auto	-	-	-	-
Consumer, non-real estate	-	-	-	-
	789	206	583	-
With an allowance recorded				
Residential real estate				
1-4 family, owner occupied	-	-	-	-
1-4 family, non-owner occupied	-	-	-	-
Commercial real estate				
Commercial, owner occupied	-	-	-	-
Commercial, non-owner occupied	-	-	-	-
Construction	-	-	-	-
Land development	-	-	-	-
Farmland	-	-	-	-
Commercial	-	-	-	-
Consumer				
Indirect, auto	-	-	-	-
Consumer, non-real estate	49	-	49	21
	49	-	49	21
Total	$ 838	$ 206	$ 632	$ 21

Town Center Bank

Notes to Financial Statements

(Dollar Amounts in Thousands, Except Share and Per Share Data)

December 31, 2018 and 2017

The following table presents information related to loans individually evaluated for impairment as of December 31, 2017:

	Unpaid Principal Balance	Partial Charge-Offs	Loan Balance	Allowance for Loan Losses Allocated
With no related allowance recorded				
Residential real estate				
1-4 family, owner occupied	$ 462	$ 134	$ 328	$ -
1-4 family, non-owner occupied	361	72	289	-
Commercial real estate				
Commercial, owner occupied	-	-	-	-
Commercial, non-owner occupied	-	-	-	-
Construction	-	-	-	-
Land development	-	-	-	-
Farmland	-	-	-	-
Commercial	-	-	-	-
Consumer				
Indirect, auto	-	-	-	-
Consumer, non-real estate	73	24	49	-
	896	230	666	-
With an allowance recorded				
Residential real estate				
1-4 family, owner occupied	-	-	-	-
1-4 family, non-owner occupied	-	-	-	-
Commercial real estate				
Commercial, owner occupied	-	-	-	-
Commercial, non-owner occupied	-	-	-	-
Construction	-	-	-	-
Land development	-	-	-	-
Farmland	-	-	-	-
Commercial	-	-	-	-
Consumer				
Indirect, auto	-	-	-	-
Consumer, non-real estate	-	-	-	-
	-	-	-	-
Total	$ 896	$ 230	$ 666	$ -

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The following tables present the aging of the past due loans as of December 31, 2018 and 2017, by class of loans. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

	Year Ended December 31, 2018						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than or Equal to 90 Days Past Due	Total Past Due	Nonaccrual	Loans Not Past Due	Total
Residential real estate							
1-4 family, owner occupied	$ 317	$ -	$ -	$ 317	$ -	$ 5,010	$ 5,327
1-4 family, non-owner occupied	445	-	-	445	-	1,353	1,798
Commercial real estate							
Commercial, owner occupied	-	1,150	-	1,150	202	18,225	19,577
Commercial, non-owner occupied	611	-	-	611	-	31,186	31,797
Construction	-	-	-	-	-	810	810
Land development	-	-	-	-	-	1,301	1,301
Farmland	-	-	-	-	-	18	18
Commercial	98	-	-	98	-	8,179	8,277
Consumer							
Indirect, automobile loans	-	-	-	-	-	-	-
Consumer, non-real estate	-	-	-	-	49	4,852	4,901
Total	$ 1,471	$ 1,150	$ -	$ 2,621	$ 251	$ 70,934	$ 73,806

	Year Ended December 31, 2017						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than or Equal to 90 Days Past Due	Total Past Due	Nonaccrual	Loans Not Past Due	Total
Residential real estate							
1-4 family, owner occupied	$ 328	$ -	$ -	$ 328	$ -	$ 5,371	$ 5,699
1-4 family, non-owner occupied	-	-	-	-	215	1,601	1,816
Commercial real estate							
Commercial, owner occupied	-	-	-	-	-	19,836	19,836
Commercial, non-owner occupied	-	-	-	-	-	25,953	25,953
Construction	-	-	-	-	-	1,754	1,754
Land development	-	-	-	-	-	1,543	1,543
Farmland	-	-	-	-	-	691	691
Commercial	-	-	-	-	-	5,921	5,921
Consumer							
Indirect, automobile loans	-	-	-	-	-	5	5
Consumer, non-real estate	-	-	-	-	49	4,629	4,678
Total	$ 328	$ -	$ -	$ 328	$ 264	$ 67,304	$ 67,896

Troubled Debt Restructurings

The Bank has not allocated specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2018 and 2017. The Bank has not committed to lend additional amounts as of December 31, 2018 and 2017, to customers with outstanding loans that are classified as troubled debt restructurings.

During the year ending December 31, 2018 and 2017, there were no loans that were modified as troubled debt restructurings.

A loan is considered to be in payment default once it is 60 days contractually past due under the modified terms.

Credit Quality Indicators

The Bank categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Bank analyzes loans individually by classifying the loans as to credit risk. This analysis includes non-homogeneous loans, such as commercial and commercial real estate loans. This analysis is performed generally on a monthly basis but no less than quarterly.

Loans Rated Watch

Loans classified as watch have a potential weakness that deserves management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution’s credit position at some future date.

Loans Rated Substandard

Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Loans Rated Doubtful

Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above-described process are considered to be pass rated loans. Included in pass rated loans are homogenous residential real estate loans that are monitored based on the past due status of the loan. Management evaluates the risk category of these loans when a loan becomes delinquent or a borrower requests a concession. Loans listed as not rated are indirect automobile and consumer, non-real estate loans and are monitored based on the past due status of the loan.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

As of December 31, 2018 and 2017, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

	Year Ended December 31, 2018					
	Not Rated	**Pass**	**Watch**	**Substandard**	**Doubtful**	**Total**
Residential real estate						
1-4 family, owner occupied	$ -	$ 4,884	$ 126	$ 317	$ -	$ 5,327
1-4 family, non-owner occupied	-	1,453	-	345	-	1,798
Commercial real estate						
Commercial, owner occupied	-	17,319	2,056	202	-	19,577
Commercial, non-owner occupied	-	31,199	-	598	-	31,797
Construction	-	645	-	165	-	810
Land development	-	654	-	647	-	1,301
Farmland	-	18	-	-	-	18
Commercial	-	8,277	-	-	-	8,277
Consumer				-		
Indirect, automobile loans	-	-	-	-	-	-
Consumer, non-real estate	4,852	-	-	49	-	4,901
Total	$ 4,852	$ 64,449	$ 2,182	$ 2,323	$ -	$ 73,806

	Year Ended December 31, 2017					
	Not Rated	**Pass**	**Watch**	**Substandard**	**Doubtful**	**Total**
Residential real estate						
1-4 family, owner occupied	$ -	$ 5,252	$ 119	$ 328	$ -	$ 5,699
1-4 family, non-owner occupied	-	1,239	-	577	-	1,816
Commercial real estate						
Commercial, owner occupied	-	17,488	2,348	-	-	19,836
Commercial, non-owner occupied	-	24,965	131	857	-	25,953
Construction	-	1,754	-	-	-	1,754
Land development	-	762	134	647	-	1,543
Farmland	-	95	596	-	-	691
Commercial	-	5,921	-	-	-	5,921
Consumer				-		
Indirect, automobile loans	5	-	-	-	-	5
Consumer, non-real estate	4,629	-	-	49	-	4,678
Total	$ 4,634	$ 57,476	$ 3,328	$ 2,458	$ -	$ 67,896

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 4: Premises and Equipment

Premises and equipment at December 31, 2018 and 2017, were as follows:

	2018	2017
Furniture and equipment	$ 1,018	$ 986
Leasehold improvements	578	578
	1,596	1,564
Less accumulated depreciation	(1,294)	(1,164)
	$ 302	$ 400

Depreciation expense was $130 and $127 in 2018 and 2017, respectively.

The Bank leases its offices under operating leases. Rent expense, including certain common area expenses such as real estate taxes, was $223 in 2018 and 2017. Rent commitments, before considering renewal options that generally are present, are as follows:

2019	$ 132
2020	51
2021	51
2022	51
2023	51
Thereafter	26
	$ 362

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 5: Deposits

Deposits at December 31, 2018 and 2017, are as follows:

	2018	2017
Noninterest-bearing demand deposits	$ 20,357	$ 18,566
Interest-bearing deposits		
Interest-bearing demand (NOW)	8,396	6,790
Money market accounts	24,320	25,837
Savings accounts	3,419	2,956
Certificates of deposit, less than $100	9,315	7,509
Certificates of deposit, $100 through $250	18,859	21,188
Certificates of deposit, greater than $250	4,674	2,555
	$ 89,340	$ 85,401

Schedule of maturities of certificates of deposit were as follows:

2019	$ 22,175
2020	8,992
2021	1,533
2022	50
2023	98
	$ 32,848

The Bank had no brokered deposits included in certificate of deposits as of December 31, 2018 and 2017.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 6: Federal Home Loan Bank Advances

At December 31, 2018 and December 31, 2017, advances from the Federal Home Loan Bank of Chicago ("FHLB") were as follows:

	2018	2017
Federal Home Loan Bank borrowing at an interest rate of 1.58%, due June 21, 2019	$ 1,000	$ 1,000
Federal Home Loan Bank borrowing at an interest rate of 1.75%, due June 22, 2020	1,000	1,000
Federal Home Loan Bank borrowing at an interest rate of 1.90%, due June 22, 2021	1,000	1,000
	$ 3,000	$ 3,000

The fixed rate advances are payable at their maturity dates, subject to a prepayment penalty for early repayments. The advances are collateralized by pledged securities with fair values of $4,392 at December 31, 2018.

Note 7: Federal Reserve Bank Borrowings

The Bank is eligible to borrow through a line of credit with the Federal Reserve Bank of Chicago discount window. The line of credit is collateralized by pledged home equity line of credit loans approximating $1,005 at December 31, 2018. The Bank is eligible to borrow a total amount of up to approximately $872. There were no outstanding borrowings from the Federal Reserve Bank at or during the years ending December 31, 2018 or 2017.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 8: Income Taxes

Income tax expense for the years ended December 31, 2018 and 2017, consists of:

	2018	2017
Net operating loss carryforward	$ 131	$ 66
Deferred income tax (benefit)	(120)	172
Adjustment of deferred taxes for enacted changes in tax laws	-	986
Change in valuation allowance	(1,283)	(1,224)
Income tax benefit	$ (1,272)	$ -

Deferred tax assets and liabilities as of December 31, 2018 and 2017, were due to the following:

	2018	2017
Deferred tax assets		
Organization costs	$ 55	$ 47
Depreciation	21	-
Net operating loss carryforwards	3,403	3,783
Gross deferred tax assets	3,479	3,830
Deferred tax liabilities		
Depreciation	-	(7)
Allowance for loan losses	(179)	(191)
Other	(25)	(10)
Gross deferred tax liabilities	(204)	(208)
Valuation allowance for deferred tax assets	(2,003)	(3,622)
Net deferred tax asset	$ 1,272	$ -

Federal net operating losses of approximately $11,974 and state loss carryforward of approximately $11,980 are being carried forward and will be available to reduce future taxable income. The federal net operating loss will begin to expire in 2026 if not utilized and the state net operating loss will begin to expire in 2022 if not utilized. A valuation allowance was established as the Bank has not generated sufficient taxable income to demonstrate that it is likely to utilize the loss carryforwards in a reasonable period of time.

The effective tax rate differs from the federal statutory rate due to the establishment of the valuation allowance discussed above, which offsets the current year income tax benefit. The Bank does not expect the total amount of unrecognized tax benefits to significantly change in the next twelve months.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The Bank is subject to U.S. federal income tax as well as income tax of the State of Illinois. The Bank is no longer subject to examination by taxing authorities for years before 2015.

There were no interest and penalties recorded in the statement of operations for the years ended December 31, 2018 and 2017.

On December 22, 2017, the United States enacted tax reform legislation through the *Tax Cuts and Jobs Act*, which significantly changes the existing U.S. tax laws, including a reduction in the corporate tax rate from 35% to 21%, as well as other changes. Additionally, certain state tax reform legislation was enacted increasing the respective state income tax rate. As a result of enactment of the legislation, the Bank's gross deferred tax assets and liabilities were remeasured resulting in an adjustment of approximately $986 which was offset by a corresponding adjustment in the related valuation allowance.

Note 9: Related Party Transactions

Loans to principal officers, directors, and their affiliates were as follows for the years ended December 31, 2018 and 2017:

	2018	2017
Beginning balance	$ 3,041	$ 2,886
New loans	-	409
Net decrease in existing lines of credit	(261)	(254)
Ending balance	$ 2,780	$ 3,041

Deposits from principal officers, directors, and their affiliates at December 31, 2018 and 2017, were $2,864 and $2,343 respectively.

The Chairman of the Board as well as other members of the Board of Directors of the Bank are shareholders and Board members of the Bank's core banking process system entity. Fees paid for core banking process system totaled $251 and $278 in 2018 and 2017, respectively.

Note 10: Stock Options

The Board of Directors granted options to buy Bank stock to officers and employees under the Bank's Stock Incentive Plan, which provides for the issuance of options to purchase up to 432,000 shares of the Bank's common stock. The Bank believes that such awards better align the interests of its employees with those of its shareholders. Stock option awards were granted with an exercise price of $10, which was the initial offering price of the Bank's common stock in 2006. Option awards have a vesting period of three years and have a ten-year contractual term. In 2012, there were 423,000 of available options which were cancelled in 2012. The Board of Directors approved the re-granting of these options with an exercise price of $3 in 2012. These options were then granted in 2013. In 2016, the Board of Directors approved an amendment to extend the plan until 2026. The fair value of options, as of the grant date, is expensed over the vesting period.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The fair value of each option award is estimated on the date of grant using an option valuation model (Black-Scholes). Expected volatilities have been based on historical volatilities of the SNL MicroCap Bank index. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the grant date.

On August 18, 2015, 36,000 options granted to an employee were amended to expire five years from the employee's retirement date of September 30, 2015.

On October 19, 2016, the Bank re-granted 35,000 employee options which had expired on October 17, 2016, at an exercise price of $3. These options are fully vested and mature on October 19, 2026.

On September 18, 2018, the Bank re-granted 8,000 employee options which had expired on September 18, 2018, at an exercise price of $4. These options are fully vested and mature on September 18, 2028.

A summary of the activity in the stock option plan for 2018 follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)
Outstanding at beginning of year	415,000	$ 3	5.83
Expired	(11,000)	$ 3	
Granted	8,000	$ 4	9.71
Exercised	-		
Forfeited	-		
Outstanding at end of year	412,000	$ 3.02	4.81

The total compensation cost that has been charged against income for the stock option plan was $105 in 2018. There was no compensation cost recognized in 2017.

Note 11: Regulatory Capital Requirements

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

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required.

To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier I risk-based and Tier I leverage ratios as set forth in the following table. There are no conditions or events since that notification which management believes have changed the Bank's category. The below minimum capital requirements exclude the capital conservation buffer (1.875% at December 31, 2018) set forth under capital rules implemented under Basel III. The Bank's capital ratios exceed the minimum capital requirements with the buffer. The net unrealized gain or loss on available-for-sale securities is not included in computing regulatory capital.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The Bank's actual and minimum required capital amounts and ratios are presented in the following table:

	Actual		Required for Capital Adequacy Purposes		Well-Capitalized Regulatory	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2018						
Total Capital (to Risk-Weighted Assets)	$ 11,560	13.5%	$ 6,850	8.0%	$ 8,563	10.0%
Tier 1 Capital (to Risk-Weighted Assets)	10,681	12.5%	5,127	6.0%	6,836	8.0%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)	10,681	12.5%	3,845	4.5%	5,554	6.5%
Tier 1 Capital (to Average Assets)	10,681	10.3%	4,148	4.0%	5,185	5.0%
As of December 31, 2017						
Total Capital (to Risk-Weighted Assets)	$ 10,999	13.8%	$ 6,397	8.0%	$ 7,996	10.0%
Tier 1 Capital (to Risk-Weighted Assets)	10,122	12.7%	4,798	6.0%	6,397	8.0%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)	10,122	12.7%	3,598	4.5%	5,198	6.5%
Tier 1 Capital (to Average Assets)	10,122	10.1%	3,996	4.0%	4,995	5.0%

Note 12: Commitments

Some financial instruments, such as loan commitments, credit lines, letters of credit and overdraft protection, are issued to meet customer financing needs. These are agreements to provide credit or to support the credit of others, as long as conditions established in the contract are met, and usually have expiration dates. Commitments may expire without being used. Off-balance-sheet risk to credit loss exists up to the face amount of these instruments, although material losses are not anticipated. The same credit policies are used to make such commitments as are used for loans, including obtaining collateral at exercise of the commitment.

The contractual amounts of financial instruments with off-balance-sheet risk at year end were as follows as of December 31, 2018 and 2017:

	2018	2017
Unused lines of credit - variable rate	$ 16,426	$ 18,428
Standby letters of credit - variable rate	84	96

Note 13: Fair Value

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date

Level 2 Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data

Level 3 Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability

The Bank used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Securities

The fair values for securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Impaired Loans

The Bank does not record loans at fair value on a recurring basis. However, on occasion, a loan is considered impaired and an allowance for loan loss is established. A loan is considered impaired when it is probable that all of the principal and interest due under the original terms of the loan may not be collected. Once a loan is identified as impaired, management will measure impairment. The fair value of loans is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. Impaired loans that are valued based on the present value of future cash flows are not considered in the fair value hierarchy.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Assets measured at fair value on a recurring basis are summarized below:

	Fair Value Measurements at Reporting Date Using			
	Fair Value	Quoted Prices in Active Markets for Identical Assets/ Liabilities (Level 1)	Significiant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at December 31, 2018				
Securities available-for-sale				
U.S. Government Agencies	$ 665	$ -	$ 665	$ -
Mortgage-backed securities - residential	5,085	-	5,085	-
Collateralized mortgage obligations - residential	17,110	-	17,110	-
	$ 22,860	$ -	$ 22,860	$ -
Assets at December 31, 2017				
Securities available-for-sale				
U.S. Government Agencies	$ 1,549	$ -	$ 1,549	$ -
Mortgage-backed securities - residential	4,233	-	4,233	-
Collateralized mortgage obligations - residential	19,374	-	19,374	-
	$ 25,156	$ -	$ 25,156	$ -

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Assets measured at fair value on nonrecurring basis are summarized below:

		Fair Value Measurements Using			
	Total	Quoted Prices in Active Markets for for Identical Assets/ Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Gains (Losses)
Assets at December 31, 2018					
Impaired loans	$ 611	$ -	$ -	$ 611	$ 21
Assets at December 31, 2017					
Impaired loans	$ 666	$ -	$ -	$ 666	$ -

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2018:

	Fair Value	Valuation Technique(s)	Unobservable Input(s)	Range of Input (Weighted Average)
Impaired loans				
December 31, 2018	$ 611	Sales comparison approach	Adjustments to comparable sale prices	-2% to 2% (-0.3%)
December 31, 2017	$ 666	Sales comparison approach	Adjustments to comparable sale prices	-7% to 2% (-0.9%)

(Dollar Amounts in Thousands, Except Share and Per Share Data)

The carrying amounts and estimated fair values of financial instruments at December 31, 2018, is as follows:

	Carrying Amount	Estimated Fair Value
Financial assets		
Cash and cash equivalents	$ 5,693	$ 5,693
Securities available-for-sale	22,860	22,860
Loans, net	73,123	72,795
Federal Home Loan Bank stock	135	N/A
Accrued interest receivable	322	322
Financial liabilities		
Deposits	$ 89,340	$ 89,138
Federal Home Loan Bank Advances	3,000	2,949
Accrued interest payable	70	70

The carrying amounts and estimated fair values of financial instruments at December 31, 2017, is as follows:

	Carrying Amount	Estimated Fair Value
Financial assets		
Cash and cash equivalents	$ 5,033	$ 5,033
Securities available-for-sale	25,156	25,156
Loans, net	67,243	68,809
Federal Home Loan Bank stock	135	N/A
Accrued interest receivable	293	293
Financial liabilities		
Deposits	$ 85,401	$ 85,640
Federal Home Loan Bank Advances	3,000	2,948
Accrued interest payable	29	29

The methods and assumptions, not previously presented, used to estimate fair values are described as follows:

Cash and Cash Equivalents

The carrying amounts of cash and short-term instruments approximate fair values and are classified as Level 1.

FHLB Stock

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

Loans

For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values of nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

Deposits

The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (*i.e.*, their carrying amounts). The carrying amounts of interest-bearing deposits without maturity dates and variable-rate certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on like-term certificates of deposit.

FHLB Advances

The fair values of the Bank's FHLB advances are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Accrued Interest Receivable/Payable

The carrying amounts of accrued interest approximate fair value resulting in a Level 2 classification.

Off-Balance-Sheet Instruments

Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

(Dollar Amounts in Thousands, Except Share and Per Share Data)

Note 14: Earnings per Share

The factors used in the basic and diluted income per share computations for the years ended December 31, 2018 and 2017, follow:

	2018	2017
Net income	$ 1,726	$ 151
Weighted average common shares outstanding	2,333,660	2,333,660
Basic and diluted income per common share	$ 0.74	$ 0.06

Note 15: Subsequent Events

The Bank evaluated its December 31, 2018 financial statements for subsequent events through March 25, 2019, which is the date the financial statements were available to be issued. The Company is not aware of any subsequent events that would require recognition in its financial statements.