2017

ANNUAL REPORT

THE SOUTHERN BANC COMPANY, INC.

THE SOUTHERN BANC COMPANY, INC.

P.O. BOX 1130, GADSDEN, ALABAMA 35902
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Dear Fellow Shareholders,

2017 was a better year than 2016, however bad loans continued to plague the Bank. After so many years of clean health, it is hard to watch continued losses. However, charging our bad loans off and plowing ahead is the best remedy.

We did a lot of good things in 2017, including increase net loans by 7%, increase net interest income by 11%, and reduce operating expense and headcount significantly. We continue to add new customers by focusing on what is important to them.

All of the good in 2017 came from the efforts of our employees who took on an increased work load with fewer resources. A more eager bunch you will not find, and their dedication over this last year has been remarkable. I cannot write enough about them, and I am amazed by what they do.

Despite the ups and downs, we remain "Well Capitalized," and intend to stay that way. We believe that the path we are on is the correct one, that dedicated employees are the only competitive advantage, that exceeding customer expectations is always the goal, and that we will be successful. None of this means anything however, if we don't provide a good return on your investment. Please know that management is aligned with the shareholders, and that we will get this right.

As always, thank you for your investment. I look forward to a more positive report next year.

Sincerely,

Gates Little
President

THE SOUTHERN BANC COMPANY, INC.

The Southern Banc Company, Inc. (the "Company") was incorporated at the direction of management of The Southern Bank Company (the "Bank"), formerly First Federal Savings and Loan Association of Gadsden, Alabama (the "Original Bank"), for the purpose of serving as the holding company of the Bank upon the acquisition of all of the capital stock issued by the Original Bank in its conversion from mutual to stock form in 1995. At June 30, 2017, the Company had total consolidated assets of approximately $96.5 million, deposits of $79.4 million and stockholders' equity of $11.8 million, or 12.23% of total consolidated assets.

The Original Bank was organized in 1936 as a federal savings association, at which time it also became a member of the Federal Home Loan Bank ("FHLB") System and obtained federal deposit insurance. On July 1, 2008, the Company announced that the Original Bank had converted its charter from a federal savings association to an Alabama state-chartered commercial bank. As a state-chartered bank, the Bank is regulated by the State of Alabama Banking Department (the "Banking Department") and the Federal Deposit Insurance Corporation ("FDIC"). As a bank holding company, the Company is regulated by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). In 1999, the Bank adopted its current corporate title.

The Bank currently operates through four full service banking offices located in Gadsden, Albertville, Guntersville and Centre, Alabama, and one commercial finance office located in Birmingham, Alabama. The Bank's business strategy has been to operate as a profitable and independent community-oriented financial institution dedicated to providing quality customer service. Generally, the Bank has sought to implement this strategy by using retail deposits as its sources of funds and maintaining most of its assets in loans secured by real estate properties located in the Bank's market area, consumer loans, commercial loans and leases, mortgage-backed securities issued by Federal Home Loan Mortgage Corporation ("Freddie Mac"), the Government National Mortgage Association ("GNMA") and Federal National Mortgage Association ("Fannie Mae"), U.S. government and agency securities, interest-earning deposits, and cash and equivalents.

In an effort to diversify the Company's loan and lease portfolio and to increase yield in the portfolio, the Company's management team and the Board of Directors developed and approved the Commercial Finance Division ("CFD") of The Southern Bank Company. This Division commenced operations in January 2011. The business of the CFD is to purchase accounts receivable, also known as factoring. See Note 1 of Notes to Consolidated Financial Statements.

The Bank's business strategy incorporates the following key elements: (1) remaining a community-oriented financial institution while maintaining a strong core customer base by providing quality service and offering customers the access to senior management and services that a community-based institution can offer; (2) attracting a retail deposit base from the communities served by the Bank's four banking offices; (3) maintaining asset quality by emphasizing investment in real estate loans, commercial loans, consumer loans, leases, mortgage-backed securities and other securities issued or guaranteed by the U.S. government or agencies thereof; and (4) maintaining liquidity and capital substantially in excess of regulatory requirements.

The lending activities and other investments of the Bank must comply with various regulatory requirements, and the Banking Department and FDIC periodically examine the Bank for compliance with various regulatory requirements. The Bank must file reports with the regulators describing its activities and financial condition. The Company and the Bank are also subject to certain reserve and capital requirements promulgated by the Federal Reserve.

Although the general economic environment has shown improvement since the end of the economic recession in June 2009, there can be no assurance that improvement will continue. Economic growth has been slow and uneven, and continuing concerns over the federal deficit and government spending have contributed to diminished expectations for the economy. A return of recessionary conditions, including declines in real estate values and sales volumes, an increase in unemployment, and/or continued negative developments in the domestic and international credit markets may significantly affect economic conditions in the market areas in which we do business, the value of our loans and investments, supply of and demand for deposits, and our ongoing operations, costs and profitability.

MARKET FOR COMMON STOCK AND RELATED STOCKHOLDER MATTERS

At June 30, 2017, there were 806,086 shares of the Common Stock outstanding and approximately 148 stockholders of record. This total does not reflect the number of persons or entities who hold Common Stock in nominee or "street name" through various brokerage firms.

The Company's common stock trades in the over-the-counter market on the OTC Pink Marketplace® under the symbol "SRNN."

The payment of dividends on the Common Stock is subject to determination and declaration by the Board of Directors of the Company. In addition, from time to time, the Board of Directors may pay special cash dividends in addition to, or in lieu of, regular cash dividends. The payment of future dividends will be subject to the requirements of applicable law and the determination by the Board of Directors of the Company that the net income, capital and financial condition of the Company and the Bank, industry trends and general economic conditions, justify the payment of dividends. The Company is subject to certain restrictions on the amount of dividends that may be declared without prior regulatory approval.

Dividends paid by the Bank are a principal source of funds available to the Company for payment of dividends to its stockholders and for other needs. Applicable federal and state statutes and regulations impose restrictions on the amounts of dividends that may be declared by the subsidiary bank. The Bank is able to pay dividends during 2017 in the amount of net earnings, as defined by applicable statutory limits, earned during 2017. There are no regulatory orders that would currently restrict dividend payments. The Company's principal source of funds for dividend payments is dividends from the Bank. See Note 12 of Notes to Consolidated Financial Statements.

In 2009, the Company announced that to preserve capital it would suspend the payment of future dividends. The determination was made in the best judgment of the Board of Directors and management in light of current economic conditions which have not substantially improved since that date.

The following table sets forth information as to high and low sales prices of the Company's Common Stock for the calendar quarters indicated. The high and low sales prices of the Company's common stock shown below are based on information posted on the OTC Pink Marketplace by broker-dealers. These prices may include dealer mark-up, mark-down and/or commission and may not necessarily represent actual transactions.

	Price Per Share	
	High	Low
Fiscal 2016		
First Quarter	$10.25	$9.85
Second Quarter	$10.30	$9.86
Third Quarter	$10.00	$8.70
Fourth Quarter	$10.15	$9.40
Fiscal 2017		
First Quarter	$10.10	$9.75
Second Quarter	$11.10	$9.70
Third Quarter	$15.00	$11.16
Fourth Quarter	$12.01	$11.01

SELECTED CONSOLIDATED FINANCIAL AND OTHER DATA

	Year Ended June 30,				
	2017	2016	2015	2014	2013
	(In thousands, except per share data)				
INCOME STATEMENT DATA					
Interest income	$ 4,217	$ 3,931	$ 3,394	$ 3,334	$ 3,230
Interest expense	740	807	760	752	930
Net interest income	3,477	3,124	2,634	2,582	2,300
Provision for loan and lease losses	1,208	1,859	280	---	101
Net interest income after provision for loan and lease losses	2,269	1,265	2,354	2,582	2,199
Non-interest income	136	273	405	306	303
Non-interest expense	3,684	3,743	3,430	3,329	3,020
Income (loss) before benefit for income taxes	(1,279)	(2,205)	(671)	(441)	(518)
Benefit for income taxes	(487)	(847)	(261)	(176)	(216)
Net income (loss)	$ (792)	$ (1,358)	$ (410)	$ (265)	$ (302)
Earnings (loss) per share					
Basic	$ (1.03)	$ (1.76)	$ (0.53)	$ (0.34)	$ (0.39)
Diluted	$ (1.03)	$ (1.76)	$ (0.53)	$ (0.34)	$ (0.39)

	As of June 30,				
	2017	2016	2015	2014	2013
	(In thousands)				
BALANCE SHEET DATA					
Total assets	$ 96,542	$ 97,887	$ 97,165	$ 94,337	$ 95,972
Loans and leases receivable, net	61,309	57,121	43,936	34,904	27,452
Securities:					
Available for sale	28,775	36,103	42,443	53,525	62,435
Held to maturity	0	0	1	5	13
Federal Home Loan Bank stock	340	388	391	407	454
Deposits	79,383	78,771	75,279	72,064	73,158
FHLB advances & other borrowings	5,000	5,190	7,156	7,156	7,313
Stockholders' equity	11,847	13,199	14,232	14,704	14,922

	Year Ended June 30,				
	2017	2016	2015	2014	2013
KEY OPERATING DATA					
Return on average assets	(0.83%)	(1.38%)	(0.42%)	(0.28%)	(0.29%)
Return on average equity	(6.58%)	(9.61%)	(2.86%)	(1.81%)	(1.88%)
Average equity to average assets	12.64%	14.40%	14.58%	15.30%	15.36%
Dividend payout ratio	0.00%	0.00%	0.00%	0.00%	0.00%
Number of full service offices	4	4	4	4	4

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is intended to assist you in understanding the consolidated financial condition and results of operations of The Southern Banc Company, Inc. and The Southern Bank Company (collectively, the "Company"), as of June 30, 2017 and June 30, 2016 and for the fiscal years ended June 30, 2017 and 2016. This discussion should be read in conjunction with the audited consolidated financial statements, accompanying footnotes and supplemental financial data included herein.

General

The principal business of the Bank consists of accepting deposits from the general public through the Bank's main and branch offices and investing those funds in loans secured by real estate properties and commercial and consumer loans located in the Bank's primary market area. Due to the competition for loans in the Bank's market area, the Bank maintains a substantial portfolio of investment and mortgage-backed securities. Substantially all of the Bank's mortgage-backed securities are guaranteed as to principal and interest by GNMA, Freddie Mac or Fannie Mae. The Bank's securities portfolio consists primarily of mortgage backed securities, government agency securities, including agency notes. See Note 2 of Notes to Consolidated Financial Statements. The Bank maintains a substantial amount in interest-bearing deposits in other banks, primarily interest-bearing accounts with the FHLB of Atlanta and BBVA Compass Bank, the Bank's correspondents.

In an effort to diversify the Company's loan and lease portfolio and to increase yield in the loan portfolio, the Company's management team and the Board of Directors developed and approved the Commercial Finance Division ("CFD") of The Southern Bank Company. This Division commenced operations in 2011 and, along with the lease portfolio, generates significant revenues for the loan portfolio. The business of the CFD is to purchase accounts receivable, also known as factoring. See Note 1 and Note 3 of Notes to Consolidated Financial Statements.

The Company's earnings are dependent primarily on the Bank's net interest income, which is the difference between interest income earned on its loans, mortgage-backed securities and securities portfolio, interest paid on customers' deposits and any other borrowings and income from factoring activities. See Note 1 of Summary of Significant Accounting Policies. The Company's earnings are also affected by the Bank's level of non-interest income, such as service charges on customers' deposit accounts, net gains or losses on the sale of securities, and other fees. In addition, earnings are affected by the level of non-interest expense, primarily consisting of compensation and employee benefit expense, data processing expense, professional service expense, office building and equipment expense, and other expenses.

The operations of the Company and the financial institution industry as a whole are significantly affected by prevailing economic conditions, competition and the monetary and fiscal policies of governmental agencies. Lending activities are influenced by the economy, the supply of housing, competition among lenders and the level of interest rates in the Bank's market area. The Bank's deposit flows and costs of funds are influenced by prevailing market rates of interest, primarily on competing investments, account maturities, and the levels of personal income and savings in the Bank's market area.

Although the general economic environment has shown improvement since the end of the economic recession in June 2009, there can be no assurance that improvement will continue. Economic growth in the national and local economy has been slow and uneven, and continuing concerns over the federal deficit and government spending have contributed to diminished expectations for the economy. A return of recessionary conditions, including declines in real estate values and sales volumes, an increase in unemployment, and/or continued negative developments in the domestic and international credit markets may significantly affect economic conditions in the market areas in which we do business, the value of our loans and investments, supply of and demand for deposits, and our ongoing operations, costs and profitability.

Comparison of Financial Condition at June 30, 2017 and June 30, 2016

Total consolidated assets decreased approximately $1.3 million, or 1.37%, from $97.9 million at June 30, 2016 to $96.5 million at June 30, 2017. During the year ended June 30, 2017, net loans increased approximately $4.2 million, or 7.33%, from $57.1 million at June 30, 2016 to $61.3 million at June 30, 2017. The increase in net loans was primarily attributable to an increase in the originations of new loans and lease receivables. For the fiscal year ended June 30, 2017, securities available for sale decreased approximately $7.3 million, or 20.30%, from $36.1 million at June 30, 2016 to $28.8 million at June 30, 2017.

Cash and cash equivalents increased approximately $1.5 million, or 98.93%, from $1.5 million at June 30, 2016 to $2.9 million at June 30, 2017. The change in cash was primarily attributable to a decrease in securities available for sale of approximately $7.3 million, offset by an increase in total deposits of approximately $612,000 and an increase in loans and leases receivable of approximately $4.2 million.

Accrued interest and dividends receivable decreased approximately $31,000, or 12.57%, from approximately $247,000 at June 30, 2016 to $216,000 at June 30, 2017. This decrease was primarily attributable to a decrease in interest receivable on securities available for sale. Other assets increased approximately $484,000, or 27.59%, from approximately $1.8 million at June 30, 2016 to $2.2 million at June 30, 2017. The increase in other assets was primarily attributable to an increase in deferred federal income taxes.

Total deposits increased approximately $612,000, or 0.78%, from approximately $78.8 million at June 30, 2016 to $79.4 million at June 30, 2017. Other liabilities decreased during the fiscal year ended June 30, 2017 by approximately $415,000, or 57.16%, from approximately $727,000 at June 30, 2016 to $311,000 at June 30, 2017. The decrease in other liabilities was primarily attributable to a decrease in deferred taxes related to unrealized gain on investment securities.

Total consolidated equity decreased approximately $1.4 million, or 10.24%, from approximately $13.2 million at June 30, 2016 to $11.8 million at June 30, 2017. This decrease was primarily attributable to decreases in retained earnings of approximately $792,000, accumulated other comprehensive income of approximately $493,000 offset by an increase in shares held in trust of approximately $66,000. The decrease in retained earnings was attributable to the net loss recorded for fiscal year 2017. No dividends were paid during the fiscal years ended June 30, 2017 and 2016.

Comparison of Results of Operations for the Fiscal Years Ended June 30, 2017 and 2016

The Company reported a net loss for the fiscal year ended June 30, 2017 of approximately $792,000 as compared to a net loss of approximately $1.4 million for the fiscal year ended June 30, 2016. During the fiscal year ended June 30, 2017 total interest income increased approximately $286,000 or 7.27% while total interest expense decreased approximately $67,000 or 8.27%. Net interest income after provision for loan and lease losses increased approximately $1.0 million for the fiscal year ended June 30, 2017 when compared to fiscal year 2016.

Net Interest Income. For the year ended June 30, 2017, net interest income before provision for loan and lease losses increased approximately $352,000, or 11.28%, when compared to fiscal year ended 2016. This increase was primarily attributable to an increase in the Bank's net interest margin resulting from an increase in loan volume. Total interest income increased approximately $286,000, or 7.27%, while total interest expense decreased approximately $67,000, or 8.27%. Interest income on securities available for sale decreased approximately $240,000, or 24.78%, interest and fees on loans increased approximately $524,000, or 17.81%.

Provision for Loan and Lease Losses. During the fiscal year ended June 30, 2017, the Company recorded a provision for loan and lease losses of approximately $1.2 million, as compared to approximately $1.9 million for the fiscal year ended June 30, 2016. The provision decrease was primarily attributable to a reduction in loan charge-offs when compared to the prior year. The allowance for loan and lease losses is based on management's evaluation of possible loan and lease losses inherent in the Bank's loan portfolio. Management considers, among other factors, past loss experience, current economic conditions, volume, growth and composition of the loan portfolio, and other relevant factors.

Non-Interest Income. Non-interest income decreased approximately $138,000, or 50.36%, for the fiscal year ended June 30, 2017 when compared to fiscal year ended 2016. The decrease in non-interest income was primarily attributable to decreases in gain on sale of securities available for sale of approximately $135,000 or 85.30%, other income of approximately $21,000, or 83.21%, offset in part by an increase in customer service fees of approximately $18,000, or 19.69%.

Non-Interest Expense. Non-interest expense decreased approximately $59,000 or 1.57%, for the fiscal year ended June 30, 2017, when compared to fiscal year ended 2016. This decrease was primarily attributable to decreases in professional services of approximately $61,000, or 14.21%, other operating expense of approximately $29,000, or 5.13%, and salaries and benefits of approximately $3,000, or 0.14%, offset by an increase in data processing expense of approximately $33,000, or 7.41%.

Provision (Benefit) for Income Taxes. During the fiscal year ended June 30, 2017, the income tax benefit decreased approximately $359,000, or 42.43%. This decrease was primarily attributable to the increase in net interest income after provision for loan and lease losses of approximately $1.0 million, or 79.37%. For the year ended June 30, 2017, the loss before income taxes was approximately $1.3 million, as compared to a loss before income taxes of approximately $2.2 million for the year ended June 30, 2016. The income tax benefit was approximately $487,000 for the year ended June 30, 2017, compared to a tax benefit of approximately $847,000 for the year ended June 30, 2016, resulting in an effective tax rate benefit of approximately 38.08% for fiscal 2017 and 38.39% for fiscal 2016. The statutory federal tax rate in both years was 34%. See Note 7 of Notes to Consolidated Financial Statements for reconciliation between the statutory tax rate and the effective tax rate.

Asset/Liability Management

Net interest income, the primary component of the Company's net income, is determined by the difference or "spread" between the yields earned on the Bank's interest-earning assets and the rates paid on its interest-bearing liabilities and the relative amounts of such assets and liabilities. Key components of a successful asset/liability strategy are the monitoring and managing of interest rate sensitivity on both the interest-earning assets and interest-bearing liabilities. The matching of the Bank's assets and liabilities may be analyzed by examining the extent to which its assets and liabilities are interest rate sensitive and by monitoring the expected effects of interest rate changes on an institution's net portfolio value.

An asset or liability is interest rate sensitive within a specific time period if it will mature or reprice within that time period. If the Bank's assets mature or reprice more quickly or to a greater extent than its liabilities, the Bank's net portfolio value and net interest income would tend to increase during periods of rising interest rates but decrease during periods of falling interest rates. If the Bank's assets mature or reprice more slowly or to a lesser extent than its liabilities, the Bank's net portfolio value and net interest income would tend to decrease during periods of rising interest rates but increase during periods of falling interest rates. The Bank's policy has been to seek to mitigate the interest rate risk inherent in the historical savings institution business of originating long term loans funded by short term deposits by pursuing the following strategies: (i) the Bank has historically maintained substantial liquidity and capital levels to sustain unfavorable movements in market interest rates; and (ii) in order to minimize the adverse effect of interest rate risk on future operations, the Bank purchases adjustable- and fixed-rate securities with maturities of primarily 5 to 15 years and originates limited amounts of shorter term consumer loans.

The Bank measures its interest rate risk by computing estimated changes in the net interest income ("NII") of its cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. These computations estimate the effect on the Bank's NII of sudden and sustained 100 basis point to 400 basis point increases and 100 basis point to 200 basis point decreases in market interest rates. The Bank's Board of Directors has adopted an interest rate risk policy which establishes maximum decreases in the Bank's estimated NII of 20%, 30%, 35% and 40% and maximum decreases of 20%, 30%, 35% and 40% in the event of 100, 200, 300 and 400 basis point increases and decreases in market interest rates, respectively. At June 30, 2017, based on the most recent available information, management estimated that the Bank's NII change from the base approximately 0.25%, 0.68%, 1.80%, and 2.98% in the event of an instantaneous and sustained 100, 200, 300 and 400 point increase and approximately (1.20%), (4.03%), (6.35%) and (8.16%) in the event of an instantaneous and sustained 100, 200, 300 and 400 point decrease.

These calculations indicate that the Bank's net interest income would increase in the event of an instantaneous and sustained rate increase whereas the economic value (long term sensitivity) of the Bank's equity would decrease in the event of instantaneous and sustained rate increases. These calculations indicate that the Bank's interest-earning assets would be expected to reprice more quickly than the Bank's interest-bearing liabilities.

Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, prepayments and deposit run-offs and should not be relied upon as indicative of actual results. Certain shortcomings are inherent in such computations. Although certain assets and liabilities may have similar maturity or periods of repricing, they may react at different times and in different degrees to changes in the market interest rates. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while rates on other types of assets and liabilities may lag behind changes in market interest rates. Certain assets, such as adjustable rate mortgages, generally have features which restrict changes in interest rates on a short term basis and over the life of the asset. In the event of a change in interest rates, prepayments and early withdrawal levels could deviate significantly from those assumed in making calculations set forth above. Additionally, an increased credit risk may result, as the ability of many borrowers to service their debt may decrease in the event of an interest rate increase. Finally, virtually all of the adjustable rate loans in the Bank's portfolio contain conditions which restrict periodic changes in interest rates.

The Bank's Board of Directors is responsible for reviewing the Bank's asset and liability policies. On at least a quarterly basis, the Board reviews interest rate risk and trends, as well as liquidity and capital ratios and requirements. The Bank's management is responsible for administering the policies and determinations of the Board of Directors with respect to the Bank's asset and liability goals and strategies. Management expects that the Bank's asset and liability policies and strategies will continue as described above so long as competitive and regulatory conditions in the financial institution industry continue as they have in recent years.

Average Balance, Interest and Average Yields and Rates

The following table sets forth certain information relating to the Company's average interest-earning assets and interest-bearing liabilities, and reflects the average yield on assets and the average cost of liabilities for the periods and at the dates indicated. Such yields and costs are derived by dividing income or expense by the average monthly balance of assets or liabilities, respectively, for the periods indicated.

The table also presents information for the periods indicated with respect to the difference between the weighted average yield earned on interest-earning assets and the weighted average rate paid on interest-bearing liabilities, or "interest rate spread", which banks have traditionally used as an indicator of profitability. Another indicator of an institution's net interest income is its "net yield on interest-earning assets", which is its net interest income divided by the average balance of interest-earning assets. Net interest income is affected by the interest rate spread and by the relative amounts of interest-earning assets and interest-bearing liabilities. When interest-earning assets approximate or exceed interest-bearing liabilities, any positive interest rate spread will generate net interest income.

	Years Ended June 30,					
	2017			2016		
	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
	(Dollars in thousands)					
Interest-earning assets:						
Loans receivable	$ 57,019	$ 3,467	6.00%	$ 51,537	$ 2,943	5.68%
Securities	31,940	728	2.31	39,784	968	2.43
Other interest-earning assets	1,138	22	1.93	2,158	20	0.89
Total interest-earning assets	90,097	4,217	4.66	93,479	3,931	4.19
Non-interest-earning assets	5,188			5,054		
Total assets	$ 95,285			$ 98,532		
Interest-bearing liabilities:						
Deposits	$ 72,594	704	0.90	$ 74,143	758	0.96
FHLB advances	4,065	36	0.89	5,235	49	0.94
Total interest-bearing liabilities	82,359	740	0.90	79,378	807	0.96
Non-interest-bearing liabilities	6,582			5,547		
Total liabilities	83,240			84,925		
Stockholders' equity	12,045			13,607		
Total liabilities and equity	$ 95,285			$ 98,532		
Net interest income		$ 3,477			$ 3,124	
Interest rate spread			3.76%			3.19%
Net interest margin			3.84%			3.34%
Ratio of average interest-earning assets to average interest-bearing liabilities			109.86%			117.76%

Rate/Volume Analysis

The table below sets forth certain information regarding changes in interest income and interest expense of the Company for the periods indicated. For each category of interest-earning asset and interest-bearing liability, information is provided on changes attributable to: (i) changes in volume (changes in volume multiplied by old rate) and (ii) changes in rates (changes in rate multiplied by old volume).

	Year Ended June 30, 2017 vs. 2016 Increase (Decrease) Due to		
	Rate	Volume	Total
	(In thousands)		
Interest income			
Loans	$ 211	$ 313	$ 524
Securities	(49)	(191)	(240)
Other interest-earning assets	2	---	2
Total interest-earning assets	164	122	286
Interest expense			
Deposits	(39)	(16)	(55)
Interest on FHLB advances	(2)	(11)	(13)
Total interest-bearing liabilities	(41)	(27)	(68)
Change in net interest income	$ 205	$ 149	$ 354

Liquidity and Capital Resources

The Company conducts its business through its subsidiary, the Bank, which is required to maintain minimum levels of liquidity. The requirement, which varies from time to time depending upon economic conditions and deposit flows, is based upon a percentage of deposits and short-term borrowings. The Bank adjusts its liquidity levels in order to meet funding needs of deposit outflows, repayments of borrowings, and loan commitments. The Bank also adjusts liquidity as appropriate to meet its asset and liability management objectives.

The Bank's primary sources of funds are deposits, repayments of loans and mortgage-backed securities, maturities of investment securities and other investments. While scheduled principal repayments on loans and mortgage-backed securities are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. The Bank invests, with the FHLB of Atlanta and other correspondent banks, in short-term interest-earning assets (e.g., Overnight Investments and Federal Funds Sold) that provide liquidity to meet lending requirements.

The Bank continues to maintain a high level of liquid assets in order to meet its funding requirements and compensating balance requirements of correspondent banks. At June 30, 2017, the Bank had approximately $11.8 million in on-balance sheet liquidity which represented 12.20% of total assets. The Bank's average liquidity ratio well exceeded the required minimum at and during the fiscal year ended June 30, 2017.

At June 30, 2017, the Bank had approximately $10.5 million of total capital. The Bank continued to exceed its regulatory capital requirement ratios at June 30, 2017. The Bank's tier 1 capital and common equity tier 1 capital at June 30, 2017 were each approximately $9.7 million, or 14.93% of risk weighted assets. At June 30, 2017 tier 1 capital was approximately $9.7 million, or 10.52% of total Bank average assets. Total Bank capital at June 30, 2017 was approximately $10.5 million, or 16.19% of risk weighted assets. At June 30, 2017, such amounts exceeded the respective minimum required capital ratios. At June 30, 2017, the Bank continued to meet the definition of a "well-capitalized" institution, the highest of the five categories under the prompt corrective action standards. See Note 12 of Notes to Consolidated Financial Statements.

Contractual Obligations

The following table sets forth the contractual obligations of the Bank as of June 30, 2017.

	Less than One Year	One Year through Two Years	Two through Three Years	Over Three Years	Total
			(In thousands)		
FHLB advances [1]	$ 5,000	$ 0	$ 0	$ 0	$ 5,000
Certificates of deposit [2]	17,881	10,992	6,315	11,334	46,522
Total	$ 22,881	$ 10,992	$ 6,315	$ 11,334	$ 51,522

(1) See Note 6 of Notes to Consolidated Financial Statements.
(2) See Note 5 of Notes to Consolidated Financial Statements.

Commitments and Contingencies

In the normal course of business, the Bank is a party to activities that contain credit, market and operational risks that are not reflected in the Company's Consolidated Financial Statements. The Bank provides customers with off-balance sheet credit support through loan commitments and lines of credit. Many of the commitments expire unused or are only partially used. Therefore, the total amount of commitments does not necessarily represent future cash demand requirements. The Company anticipates that the Bank will continue to have sufficient funds together with available borrowings to satisfy its commitments. As of June 30, 2017, the Bank had approximately $19.5 million of commitments to extend credit. See Note 10 of Notes to Consolidated Financial Statements.

Critical Accounting Policy

The accounting principles followed by the Company and the methods of applying principles conform with accounting principles generally accepted in the United States and with general practices followed by the banking industry. The most critical accounting policy relates to the allowance for loan and lease losses.

The allowance for loan and lease losses is maintained at a level which management considers to be adequate to absorb losses inherent in the loan portfolio. Management's estimation of the amount of the allowance is based on a continuing evaluation of the loan portfolio and includes such factors as economic conditions, analysis of individual loans, overall portfolio characteristics, delinquencies and balance of any impaired loans (generally considered to be nonperforming loans, excluding residential mortgages and other homogeneous loans).

Management reviews the adequacy of the allowance for loan and lease losses on a continuous basis by assessing the quality of the loan portfolio and adjusting the allowance when appropriate. Management's evaluation of certain specifically identified loans includes a review of the financial condition and capacity of the borrower, the value of the collateral, current economic trends, historical losses, workout and collective arrangements, and possible concentrations of credit. The loan review process also includes a collective evaluation of credit quality within the mortgage and installment loan portfolios. In establishing the allowance, loss percentages are applied to groups of loans with similar risk characteristics. These loss percentages are determined by historical experience, portfolio mix, regulatory influence, and other economic factors. Each month this review is quantified in a report to management, which uses it to determine whether an appropriate allowance is being maintained. This report is then submitted to the Board of Directors monthly.

Changes in the allowance can result from changes in economic events or changes in the creditworthiness of borrowers. The effect of these changes is reflected when known. Though management believes the allowance for loan and lease losses to be adequate, ultimate losses may vary from estimations. Specific allowances for impaired loans are generally based on comparisons of the carrying values of the loans to the estimated fair value of the collateral. If our assumptions and judgments require modifications, our current allowance may not be sufficient and adjustments may be necessary to allow for different economic conditions or adverse developments in our loan portfolio. Further, changes in market factors, such as interest rates or commodity prices, could lead to increases in the allowance. While management monitors these market dynamics carefully, adverse changes to these factors could be unforeseen by management and would result in higher levels of allowance and credit losses.

Impaired loans (generally considered to be nonperforming loans, excluding residential mortgages and other homogeneous loans) are measured based on the present value of expected future cash flows discounted at each loan's original effective interest rate. As a practical expedient, impairment is measured based on the loan's observable market price or the fair value of the collateral if the loan is collateral dependent. When the measure of the impaired loan is less than the recorded investment of the loan, the impairment is recorded through a valuation allowance.

The Company ceases accrual of interest on a loan when payment on the loan is in excess of 90 days past due. Income is subsequently recognized only to the extent that cash payments are received until, in management's judgment, the borrower's ability to make periodic interest and principal payments has been reestablished, in which case the loan is returned to accrual status.

In addition, bank regulators periodically review our allowance and may require us to increase our provision for credit losses or recognize further loan charge-offs.

Forward-Looking Statements

Management's discussion and analysis includes certain forward-looking statements addressing, among other things, the Company's prospects for earnings, asset growth and net interest margin. Forward-looking statements are accompanied by, and identified with, such terms as "anticipates," "believes," "expects," "intends," and similar phrases. Management's expectations for the Company's future involve a number of assumptions and estimates. Factors that could cause actual results to differ from the expectations expressed herein include: substantial changes in interest rates, and changes in the general economy, and changes in the Bank's strategies for credit-risk management, interest-rate risk management and investment activities. Accordingly, any forward-looking statements included herein do not purport to be predictions of future events or circumstances and may not be realized.

Risk Factors

In the course of conducting our business operations, we are exposed to a variety of risks, some of which are inherent in the financial services industry and others of which are more specific to our own businesses. Management considers a variety of risks together with other factors that might materially adversely affect our liquidity, cash flows, competitive position, business, reputation, results of operations or financial condition, including by materially increasing our expenses or decreasing our revenues. Additional factors that could affect our businesses, results of operations and financial condition are discussed in “Forward-Looking Statements”. However, other factors could also adversely affect our businesses, results of operations and financial condition. Therefore, the risk factors identified should not be considered a complete list of potential risks that we may face.

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
The Southern Banc Company, Inc.
Gadsden, Alabama

We have audited the accompanying consolidated financial statements of **The Southern Banc Company, Inc. and Subsidiaries**, which comprise the consolidated balance sheets as of June 30, 2017 and 2016, and the related consolidated statements of operations, comprehensive loss, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of The Southern Banc Company, Inc. and Subsidiaries as of June 30, 2017 and 2016, and the results of their operations and their cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Mauldin & Jenkins, LLC

Birmingham, Alabama
October 6, 2017

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THE SOUTHERN BANC COMPANY, INC.
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
JUNE 30, 2017 AND 2016

Assets	2017	2016
Cash and due from banks	**$ 2,459,438**	$ 926,232
Interest-bearing deposits in banks	**40,464**	126,544
Federal funds sold	**410,000**	410,000
Total cash and cash equivalents	**2,909,902**	1,462,776
Securities available for sale, at fair value	**28,774,475**	36,103,126
Federal Home Loan Bank stock	**339,600**	387,900
Loans and leases receivable, net of allowance for loan losses of $1,237,764 and $757,515, respectively	**61,309,134**	57,121,069
Accrued interest receivable	**215,997**	247,054
Property and equipment, net	**754,376**	810,623
Other assets	**2,238,218**	1,754,286
Total assets	**$ 96,541,701**	$ 97,886,834

Liabilities and Stockholders' Equity

	2017	2016
Deposits		
Noninterest-bearing	**$ 7,659,404**	$ 5,548,028
Interest-bearing	**71,723,631**	73,223,323
Total deposits	**79,383,035**	78,771,351
Other borrowings	**5,000,000**	5,000,000
Federal funds purchased	**-**	190,000
Other liabilities	**311,360**	726,840
Total liabilities	**84,694,395**	84,688,191
Commitments and contingencies		
Stockholders' equity		
Preferred stock, par value $.01 per share, 500,000 shares authorized, no shares issued or outstanding	-	-
Common stock, par value $.01 per share, 3,500,000 shares authorized, 1,454,750 shares issued, 806,086 shares outstanding	**14,548**	14,548
Additional paid-in capital	**13,886,524**	13,886,524
Retained earnings	**7,373,975**	8,166,366
Shares held in trust, 39,260 and 32,643 shares at cost, respectively	**(706,305)**	(640,135)
Treasury stock, 648,664 shares at cost	**(8,825,282)**	(8,825,282)
Accumulated other comprehensive income	**103,846**	596,622
Total stockholders' equity	**11,847,306**	13,198,643
Total liabilities and stockholders' equity	**$ 96,541,701**	$ 97,886,834

See Notes to Consolidated Financial Statements.

THE SOUTHERN BANC COMPANY, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED JUNE 30, 2017 AND 2016

	2017	2016
Interest income		
Loans, including fees	**$ 3,466,482**	$ 2,942,516
Securities available for sale	**727,995**	967,765
Other interest and dividends	**22,049**	20,629
Total interest income	**4,216,526**	3,930,910
Interest expense		
Deposits	**704,007**	757,591
Other borrowings	**36,146**	49,309
Total interest expense	**740,153**	806,900
Net interest income	**3,476,373**	3,124,010
Provision for loan losses	**1,207,878**	1,859,340
Net interest income after provision for loan losses	**2,268,495**	1,264,670
Other income		
Service charges and fees	**108,224**	90,421
Gain on sale of securities available for sale, net	**23,222**	157,933
Other income	**4,167**	24,812
Total other income	**135,613**	273,166
Other expenses		
Salaries and employee benefits	**2,064,095**	2,066,910
Data processing	**478,904**	445,859
Professional services	**365,656**	426,226
Equipment and occupancy expenses	**243,934**	243,786
Other operating expenses	**531,276**	560,024
Total other expenses	**3,683,865**	3,742,805
Loss before income tax benefit	**(1,279,757)**	(2,204,969)
Income tax benefit	**(487,366)**	(846,558)
Net loss	**$ (792,391)**	$ (1,358,411)
Loss per share		
Basic	**$ (1.03)**	$ (1.76)
Diluted	**$ (1.03)**	$ (1.76)
Average shares outstanding - basic and diluted	**769,817**	773,443

See Notes to Consolidated Financial Statements.

THE SOUTHERN BANC COMPANY, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
YEARS ENDED JUNE 30, 2017 AND 2016

	2017	2016
Net loss	**$ (792,391)**	$ (1,358,411)
Other comprehensive income (loss):		
Unrealized holding gains (losses) on securities available for sale arising during period, net of tax (benefit) of ($289,443) and $256,370, respectively	**(478,309)**	423,655
Reclassification adjustment for gains on sales of securities realized in net loss, net of tax of $8,755 and $59,541, respectively	**(14,467)**	(98,392)
Other comprehensive income (loss)	**(492,776)**	325,263
Comprehensive loss	**$ (1,285,167)**	$ (1,033,148)

See Notes to Consolidated Financial Statements.

THE SOUTHERN BANC COMPANY, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
YEARS ENDED JUNE 30, 2017 AND 2016

	Common Stock	Additional Paid-in Capital	Retained Earnings	Shares Held in Trust	Treasury Stock	Accumulated Other Comprehensive Income	Total Stockholders' Equity
Balance, June 30, 2015	$ 14,548	$ 13,886,524	$ 9,524,777	$ (640,135)	$ (8,825,282)	$ 271,359	$ 14,231,791
Net loss	-	-	(1,358,411)	-	-	-	(1,358,411)
Other comprehensive income	-	-	-	-	-	325,263	325,263
Balance, June 30, 2016	14,548	13,886,524	8,166,366	(640,135)	(8,825,282)	596,622	13,198,643
Net loss	-	-	(792,391)	-	-	-	(792,391)
Purchase of shares held in trust, $10.00	-	-	-	(66,170)	-	-	(66,170)
Other comprehensive loss	-	-	-	-	-	(492,776)	(492,776)
Balance, June 30, 2017	$ 14,548	$ 13,886,524	$ 7,373,975	$ (706,305)	$ (8,825,282)	$ 103,846	$ 11,847,306

See Notes to Consolidated Financial Statements.

THE SOUTHERN BANC COMPANY, INC.
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED JUNE 30, 2017 AND 2016

	2017	2016
OPERATING ACTIVITIES		
Net loss	$ (792,391)	$ (1,358,411)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	75,107	83,178
Net amortization and accretion of securities	164,483	164,483
Provision for loan losses	1,207,878	1,859,340
Deferred income taxes	(487,366)	(846,558)
Net gain on sale of available for sale securities, net	(23,222)	(157,933)
(Gain) loss on sale of property and equipment	156	(241)
Decrease in interest receivable	31,057	27,058
Decrease in interest payable	(13)	(5,228)
(Increase) decrease in prepaid expenses	3,432	(31,162)
Net other operating activities	(117,268)	38,309
Net cash provided by (used in) operating activities	61,853	(227,165)
INVESTING ACTIVITIES		
Proceeds from maturities and principal payments on securities available for sale	5,490,185	7,151,457
Proceeds from sales of securities available for sale	906,232	3,113,837
Purchase of securities available for sale	-	(3,410,078)
Proceeds from maturities and principal payments on securities held to maturity	-	1,278
Redemption of Federal Home Loan Bank stock	48,300	2,600
Net increase in loans and lease receivables	(5,395,943)	(15,044,386)
Proceeds from sales of property and equipment	-	800
Purchases of property and equipment	(19,015)	(47,846)
Net cash provided by (used in) investing activities	1,029,759	(8,232,338)
FINANCING ACTIVITIES		
Net increase in deposits	611,684	3,492,542
Advances from other borrowings	5,000,000	2,190,000
Repayment of other borrowings	(5,000,000)	(4,156,452)
Repayment of federal funds purchased	(190,000)	-
Purchase of shares held in trust	(66,170)	-
Net cash provided by financing activities	355,514	1,526,090
Net increase (decrease) in cash and cash equivalents	1,447,126	(6,933,413)
Cash and cash equivalents at beginning of year	1,462,776	8,396,189
Cash and cash equivalents at end of year	$ 2,909,902	$ 1,462,776
SUPPLEMENTAL DISCLOSURE		
Cash paid during the year for:		
Interest	$ 740,166	$ 812,128

See Notes to Consolidated Financial Statements.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

The Southern Banc Company, Inc. (the "Company") was incorporated in the state of Delaware in May 1995, for the purpose of becoming a holding company to own all of the outstanding capital stock of The Southern Bank Company (the "Bank"), formerly First Federal Savings and Loan Association of Gadsden. Effective June 30, 2008, the Bank converted its charter from a federally chartered stock savings association to a commercial bank organized and existing under the laws of the state of Alabama.

The Bank is primarily engaged in the business of obtaining funds in the form of various deposit products and investing those funds in mortgage loans or single family real estate, commercial, and consumer loans. The Bank operates from its four offices in the northeast portion of Alabama and originates the majority of its loans in this market area. The Bank also operates a division that conducts accounts receivable management, or "factoring," of commercial accounts.

Basis of Presentation and Accounting Estimates

The consolidated financial statements include the accounts of the Company and its two wholly-owned subsidiaries, the Bank and First Service Corporation. Significant intercompany transactions and balances have been eliminated in consolidation.

In preparing the financial statements in accordance with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change in the near-term relate to the determination of the allowance for loan losses, the valuation of debt securities and deferred tax assets, other-than-temporary impairments of securities, and the fair value of financial instruments.

The Company has evaluated all transactions, events, and circumstances for consideration or disclosure through October 6, 2017, the date these financial statements were available to be issued, and has reflected or disclosed those items within the consolidated financial statements and related footnotes as deemed appropriate.

Cash and Cash Equivalents

For purposes of reporting consolidated cash flows, cash and cash equivalents include cash and balances due from banks, interest-bearing deposits in banks and federal funds sold. Cash flows from restricted equity securities, loans and lease receivables, and deposits are reported net.

The Bank maintains amounts due from banks which, at times, may exceed federally insured limits. The Bank has not experienced any losses in such accounts.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Securities

All debt securities are classified as “available for sale” and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss). Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the settlement date and are determined using the specific identification method.

The Company evaluates investment securities for other-than-temporary impairment (“OTTI”) using relevant accounting guidance on a regular basis. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer including an evaluation of credit ratings, (3) the impact of changes in market interest rates, (4) the intent of the Company to sell a security, and (5) whether it is more likely than not the Company will have to sell the security before recovery of its cost basis. If the Company intends to sell an impaired security, or if it is more likely than not the Company will have to sell the security before recovery of its cost basis, the Company records an other-than-temporary loss in an amount equal to the entire difference between fair value and amortized cost in earnings. Otherwise, only the credit portion of the estimated loss is recognized in earnings, with the other portion of the loss recognized in other comprehensive income (loss).

Restricted Equity Securities

The Company is required to maintain an investment in capital stock of the Federal Home Loan Bank of Atlanta (FHLB). Based on redemption provisions, the stock has no quoted market value and is carried at cost, which approximates fair value. At its discretion, the FHLB may declare dividends on the stock. Management reviews for impairment based on the ultimate recoverability of the cost basis in this stock.

Loans and Leases Receivable

Loans and leases (collectively referred to as “loans”) that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal balances less deferred fees and costs on originated loans and the allowance for loan losses. Interest income is accrued on the outstanding principal balance. Loan origination fees, net of certain direct origination costs, are deferred depending on the fee amount and/or the maturity of the loan, and recognized as an adjustment of the related loan yield over the life of the loan, using the straight line method without anticipating prepayments. Additionally, the Company engages in direct lease financing. The net investment in direct financing leases is the sum of all minimum lease payments and estimated residual values less unearned income.

The accrual of interest on loans is discontinued when, in management’s opinion, the borrower may be unable to meet payments as they become due, or at the time the loan is 90 days past due, unless the loan is well-secured and in the process of collection. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal and interest is considered doubtful. All interest accrued but not collected for loans that are placed on nonaccrual is reversed against interest income and interest accrued on loans that are charged-off is reversed against interest income or charged to the allowance, unless management believes that the accrual of interest is recoverable through the liquidation of collateral. Interest income on nonaccrual loans is recognized on the cash basis, until the loans are returned to accrual status. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and the loan has been performing according to the contractual terms generally for a period of not less than six months.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loans and Leases Receivable (Continued)

In an effort to diversify the Company's loan portfolio and to increase yield in the portfolio, the Company's management team and the Board of Directors developed and approved the Commercial Finance Division (CFD) of The Southern Bank Company, Inc. This division was officially started in January 2011. The business of the CFD is to purchase accounts receivable, also known as factoring. Factoring is a financial transaction whereby an outside company sells its accounts receivable to the Company, the factor, at a discount to obtain cash. The cash advance is a percentage of the invoice face value that the Company pays to the selling company upon submission. The Company records a reserve for the remainder of the total invoice amount held by the Company until the payment by the selling company's customer is made. Fees are the cost associated with the transaction that are deducted from the reserve prior to its being paid back to the seller. The interest charge fee is calculated based on the advanced amount outstanding multiplied by an agreed-upon interest rate.

Allowance for Loan and Lease Losses

The allowance for loan and lease losses is established though a provision charged to earnings when losses are estimated to have occurred. Loan losses are charged against the allowance when the loss is recognized. Subsequent recoveries, if any, are credited to the allowance.

The allowance is an amount that management believes will be adequate to absorb estimated losses relating to specifically identified loans, as well as probable credit losses inherent in the balance of the loan portfolio. The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the uncollectibility of loans in light of historical experience, the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, current economic conditions that may affect the borrower's ability to pay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. This evaluation does not include the effects of expected losses on specific loans or groups of loans that are related to future events or expected changes in economic conditions. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions. In addition, 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 changes to the allowance based on their judgment about information available to them at the time of their examinations.

The allowance consists of specific, general and unallocated components. The specific component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value, or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-impaired loans and is based on historical loss experience adjusted for qualitative factors. The qualitative factors considered by management include, among other factors, (1) changes in economic and business conditions; (2) changes in asset quality and foreclosure rates; (3) changes in loan portfolio volume; (4) the composition and concentrations of credit; (5) changes in collateral values in general; (6) the experience and ability of lending personnel and management; (7) effectiveness of the Company's loan policies, procedures and internal controls; and (8) the loan review system and oversight of the Board of Directors. An unallocated component may be maintained to cover uncertainties that could affect management's estimate of probable losses.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Troubled Debt Restructurings

A loan is considered a troubled debt restructuring ("TDR") based on individual facts and circumstances. The Company designates loan modifications as TDRs when for economic and legal reasons related to the borrower's financial difficulties, it grants a concession to the borrower that it would not otherwise consider. These concessions may include rate reductions, principal forgiveness, extension of maturity date and other actions intended to minimize potential losses.

In determining whether a borrower is experiencing financial difficulties, the Company considers if the borrower is in payment default or would be in payment default in the foreseeable future without the modification, the borrower declared or is in the process of declaring bankruptcy, the borrower's projected cash flows will not be sufficient to service any of its debt, or the borrower cannot obtain funds from sources other than the Company at a market rate for debt with similar risk characteristics.

In determining whether the Company has granted a concession, the Company assesses, if it does not expect to collect all amounts due, whether the current value of the collateral will satisfy the amounts owed, whether additional collateral or guarantees from the borrower will serve as adequate compensation for other terms of the restructuring, and whether the borrower otherwise has access to funds at a market rate for debt with similar risk characteristics.

Premises and Equipment

Land is carried at cost. Buildings and vault equipment are carried at cost less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets or the expected terms of the leases, if shorter. Expected terms include lease option periods to the extent that the exercise of such options is reasonably assured. Furniture, fixtures and other office equipment are carried at the cost less accumulated depreciation computed on either the straight-line or double-declining method over the estimated useful lives of the assets. Maintenance and repairs are expensed as incurred while major additions and improvements are capitalized. Gains and losses on dispositions are reflected in earnings/losses.

Asset Category	Years
Buildings	10-40
Furniture and equipment	5-20

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company - put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) 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 (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Other Real Estate Owned

Assets acquired through or in lieu of loan foreclosure are held for sale and are initially recorded at fair value less estimated costs to sell. Any write down to fair value at the time of transfer to other real estate owned is charged to the allowance for loan losses. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less estimated costs to sell. Costs of improvements are capitalized, whereas costs relating to holding other real estate owned and any subsequent adjustments to the carrying value are expensed. The Company was not carrying any other real estate owned at June 30, 2017 and 2016, respectively.

Income Taxes

The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Company determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management’s judgment. Deferred tax assets may be reduced by deferred tax liabilities and a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Loss Per Share

Basic loss per share was computed by dividing net loss by the weighted average number of shares of common stock outstanding. Common stock outstanding consists of issued shares less treasury stock and shares held in trust. Diluted losses per share reflect additional potential common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares consist of stock options. There were no dilutive shares of common stock at June 30, 2017 and 2016.

Stock Compensation Plans

Stock compensation accounting guidance requires that the compensation cost relating to share-based payment transactions be recognized in financial statements. That cost will be measured based on the grant date fair value of the equity or liability instruments issued. The stock compensation accounting guidance covers a wide range of share-based compensation arrangements including stock options and warrants, share appreciation rights, and employee share purchase plans.

The stock compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over the employees’ service period, generally defined as the vesting period. A Black-Scholes model is used to estimate the fair value of stock options.

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Comprehensive Loss

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net loss. Although certain changes in assets and liabilities, such as unrealized gains and losses on available for sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net loss, are components of comprehensive loss.

Advertising Costs

Advertising costs consist of print and television media advertisements and promotional items and are expensed as incurred. Advertising costs totaled $110,503 and $119,738 during the years ended June 30, 2017 and 2016, respectively.

Fair Value of Financial Instruments

Fair values of financial instruments are estimates using relevant market information and other assumptions, as more fully disclosed in Note 13. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions could significantly affect the estimates.

NOTE 2. SECURITIES

The amortized cost and fair value of securities are summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities Available for Sale				
June 30, 2017:				
U.S. government agency securities	**$ 3,718,051**	**$ 81,935**	**$ -**	**$ 3,799,986**
Mortgage-backed securities	**22,734,668**	**202,231**	**(107,656)**	**22,829,243**
Corporate bonds	**1,295,070**	**6,630**	**-**	**1,301,700**
State and municipal securities	**860,000**	**9,605**	**(26,059)**	**843,546**
	$ 28,607,789	**$ 300,401**	**$ (133,715)**	**$ 28,774,475**
June 30, 2016:				
U.S. government agency securities	$ 4,084,877	$ 205,777	$ -	$ 4,290,654
Mortgage-backed securities	28,006,793	698,107	(10,685)	28,694,215
Corporate bonds	1,310,118	20,509	-	1,330,627
State and municipal securities	1,743,677	43,953	-	1,787,630
	$ 35,145,465	$ 968,346	$ (10,685)	$ 36,103,126

NOTE 2. SECURITIES (Continued)

The amortized cost and fair value of securities as of June 30, 2017 by contractual maturity are shown below. Actual maturities may differ from contractual maturities in mortgage-backed securities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Therefore, these securities are not presented by maturity category in the following summary:

	Securities Available for Sale	
	Amortized Cost	Fair Value
Due from one to five years	$ 4,066,226	$ 4,077,676
Due from five to ten years	1,365,892	1,415,132
Due after ten years	441,003	452,424
Mortgage-backed securities	22,734,668	22,829,243
	$ 28,607,789	$ 28,774,475

Securities with a carrying value of $20,268,954 and $24,675,729 at June 30, 2017 and 2016, respectively, were pledged to secure public deposits and for other purposes as required or permitted by law.

Gains and losses on sales of securities consist of the following:

	Years Ended June 30,	
	2017	2016
Gross gains	**$ 23,222**	$ 159,645
Gross losses	**-**	(1,712)
Net realized gains	**$ 23,222**	$ 157,933

Temporarily Impaired Securities

The following table shows the gross unrealized losses and fair value of the Company's securities with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at June 30, 2017 and 2016:

	Less Than Twelve Months		Over Twelve Months		
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Total Unrealized Losses
June 30, 2017:					
Mortgage-backed securities	**7,257,603**	**(76,936)**	**2,137,710**	**(30,720)**	**(107,656)**
State and municipal securities	**623,942**	**(26,059)**	**-**	**-**	**(26,059)**
Total temporarily impaired securities	**$ 7,881,545**	**$ (102,995)**	**$ 2,137,710**	**$ (30,720)**	**$ (133,715)**
June 30, 2016:					
Mortgage-backed securities	598,028	(8,767)	728,913	(1,918)	(10,685)
Total temporarily impaired securities	$ 598,028	$ (8,767)	$ 728,913	$ (1,918)	$ (10,685)

The unrealized losses on sixteen investments were caused by interest rate changes. Because the Company does not intend to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider these investments to be other-than-temporarily impaired at June 30, 2017.

NOTE 2. SECURITIES (Continued)

Other-Than-Temporary Impairment

Upon acquisition of a security, the Company evaluates for impairment under the accounting guidance for investments in debt and equity securities. The Company routinely conducts periodic reviews to identify and evaluate each investment security to determine whether an other-than-temporary impairment has occurred. Factors included in the evaluation process may include geographic concentrations, credit ratings, and other performance indicators of the underlying asset. As of June 30, 2017 and 2016, no securities within the Company's investment securities portfolio was considered other-than-temporarily impaired.

NOTE 3. LOANS AND LEASES

The composition of loans and leases is summarized as follows:

	June 30,	
	2017	2016
Real estate mortgages:		
Construction and development	**$ 4,353,097**	$ 5,530,305
1-4 family first mortgages	**6,215,526**	6,855,061
Commercial	**15,994,949**	14,534,340
Other	**7,733,670**	4,980,614
Commercial, financial, and agricultural	**15,561,479**	11,956,523
Commercial lease financing	**10,672,313**	12,693,499
Consumer and other	**2,047,350**	1,377,018
	62,578,384	57,927,360
Net deferred loan fees	**(31,486)**	(48,776)
Allowance for loan losses	**(1,237,764)**	(757,515)
Loans, net	**$ 61,309,134**	$ 57,121,069

Portfolio Segments and Classes

For purposes of the disclosures required pursuant to ASC 310, the loan portfolio was disaggregated into segments and then further disaggregated into classes for certain disclosures. A portfolio segment is defined as the level at which an entity develops and documents a systematic method for determining its allowance for loan losses. There are three loan portfolio segments that include real estate, commercial, and consumer. A class is generally determined based on the initial measurement attribute, risk characteristic of the loan, and the Company's method for monitoring and assessing credit risk. Classes within the real estate portfolio segment include construction and development loans, 1-4 family first mortgages, commercial real estate loans, and other real estate loans. The classes of the commercial portfolio segment include non-real estate commercial, financial, and agricultural loans, along with commercial lease financing. Consumer loans have not been further segregated by class.

NOTE 3. LOANS AND LEASES (Continued)

Portfolio Segments and Classes (Continued)

The following describe risk characteristics relevant to each of the portfolio segments:

Real estate - As discussed below, the Company offers various types of real estate loan products. All loans within this portfolio segment are particularly sensitive to the valuation of real estate:

- Construction and development loans are repaid through cash flow related to the operations, sale or refinance of the underlying property. This portfolio class includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of the real estate or income generated from the real estate collateral.
- 1-4 family first mortgage loans are repaid by various means such as a borrower's income, sale of the property, or rental income derived from the property.
- Commercial real estate mortgage loans include both owner-occupied commercial real estate loans and other commercial real estate loans such as commercial loans secured by income producing properties. Owner-occupied commercial real estate loans made to operating businesses are long-term financing of land and buildings and are repaid by cash flows generated from business operations. Real estate loans for income-producing properties such as apartment buildings, office and industrial buildings, and retail shopping centers are repaid from rent income derived from the properties.
- Other real estate mortgage loans include home equity lines of credit, 1-4 family junior liens, loans secured by farmland and multi-family residential loans. These are repaid by various means such as a borrower's income, sale of the property, or rental income derived from the property.

Commercial - The commercial loan portfolio segment includes commercial, financial, and agricultural loans. These loans include those loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases, or expansion projects. Loans are repaid by business cash flows. Collection risk in this portfolio is driven by the creditworthiness of the underlying borrower, particularly cash flows from the borrowers' business operations. Lease financing is also included in the commercial loan portfolio segment and is different in form from a loan; however, the basic considerations are similar: cash flow, capacity, credit history, management and projections of future operations.

Consumer and other - The consumer loan portfolio segment includes direct consumer installment loans, overdrafts and other revolving credit loans, and agricultural loans. Loans in this portfolio are sensitive to unemployment and other key consumer economic measures.

Credit Risk Management

Senior management and loan officers are involved in the credit risk management process and assess the accuracy of risk ratings, the quality of the portfolio and the estimation of inherent credit losses in the loan portfolio. This comprehensive process also assists in the prompt identification of problem credits. The Company has taken a number of measures to manage the portfolios and reduce risk, particularly in the more problematic portfolios.

The Company employs a credit risk management process with defined policies, accountability and routine reporting to manage credit risk in the loan portfolio segments. Credit risk management is guided by a comprehensive Loan Policy that provides for a consistent and prudent approach to underwriting and approvals of credits. Within the Board approved Loan Policy, procedures exist that elevate the approval requirements as credits become larger and more complex. All loans are individually underwritten, risk-rated, approved, and monitored.

NOTE 3. LOANS AND LEASES (Continued)

Credit Risk Management (Continued)

Responsibility and accountability for adherence to underwriting policies and accurate risk ratings lies in each portfolio segment. For the consumer portfolio segment, the risk management process focuses on managing customers who become delinquent in their payments. For the commercial and real estate portfolio segments, the risk management process focuses on underwriting new business and, on an ongoing basis, monitoring the credit quality of the portfolios. To ensure problem credits are identified on a timely basis, portfolio reviews are conducted to assess the larger adversely rated credits for proper risk rating and accrual status.

Credit quality and trends in the loan portfolio segments are measured and monitored regularly. Detailed reports, by product, collateral, accrual status, etc., are reviewed by the Chief Executive Officer, Officers Loan Committee, and Directors Loan Committee.

The following risk grade categories are utilized by management to analyze and manage the credit quality and risk of the loan portfolio:

- **Pass** - includes obligations where the probability of default is considered low.
- **Special Mention** - includes obligations that exhibit potential credit weaknesses or downward trends deserving management's close attention. If left uncorrected, these potential weaknesses may result in the deterioration of the repayment prospects or credit position at a future date. These loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.
- **Substandard** - includes obligations with defined weaknesses that jeopardize the orderly liquidation of debt. A substandard loan is inadequately protected by the current sound worth and paying capacity of the borrower or by the collateral pledged, if any. Normal repayment from the borrower is in jeopardy although no loss of principal is envisioned. There is a distinct possibility that a partial loss of interest and/or principal will occur if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual loans classified substandard.
- **Doubtful** - includes obligations with all the weaknesses found in substandard loans with the added provision that the weaknesses make collection of debt in full, based on current existing facts, conditions, and values, highly questionable and improbable. Serious problems exist to the point where partial loss of principal is likely. The possibility of loss is extremely high, but because of certain important, reasonably specific pending factors that may work to strengthen the loan, the classification of "Loss" is deferred until a more exact status may be determined. There are no loans with a doubtful rating in the Bank's portfolio as of June 30, 2017 and 2016.
- **Loss** - includes obligations incapable of repayment or unsecured debt. Such loans are considered uncollectible and of such little value, that continuance as an active asset is not warranted. Loans determined to be a loss are charged-off at the date of loss determination. There are no loans with a loss rating in the Company's portfolio as of June 30, 2017 and 2016.

NOTE 3. LOANS AND LEASES (Continued)

Credit Risk Management (Continued)

The following tables summarize the risk categories, as defined above, of the Company's loan portfolio based upon on the most recent analysis performed as of June 30, 2017 and 2016:

	Pass	Special Mention	Substandard	Doubtful	Total
June 30, 2017					
Real estate mortgages:					
Construction and development	**$ 4,259,784**	**$ -**	**$ 93,313**	**$ -**	**$ 4,353,097**
1-4 family first mortgages	**6,015,188**	**-**	**200,338**	**-**	**6,215,526**
Commercial	**15,279,008**	**-**	**715,941**	**-**	**15,994,949**
Other	**7,733,670**	**-**	**-**	**-**	**7,733,670**
Commercial, financial, and agricultural	**14,291,477**	**-**	**1,270,002**	**-**	**15,561,479**
Commercial lease financing	**10,672,313**	**-**	**-**	**-**	**10,672,313**
Consumer and other	**2,035,435**	**-**	**11,915**	**-**	**2,047,350**
Total:	**$ 60,286,875**	**$ -**	**$ 2,291,509**	**$ -**	**$ 62,578,384**
June 30, 2016					
Real estate mortgages:					
Construction and development	$ 4,483,739	$ -	$ 1,046,566	$ -	$ 5,530,305
1-4 family first mortgages	6,669,589	-	185,472	-	6,855,061
Commercial	13,762,015	-	772,325	-	14,534,340
Other	4,919,408	-	61,206	-	4,980,614
Commercial, financial, and agricultural	10,601,346	94,745	1,260,432	-	11,956,523
Commercial lease financing	12,693,499	-	-	-	12,693,499
Consumer and other	1,356,891	-	20,127	-	1,377,018
Total:	$ 54,486,487	$ 94,745	$ 3,346,128	$ -	$ 57,927,360

NOTE 3. LOANS AND LEASES (Continued)

Past Due Loans

A loan is considered past due if any required principal and interest payments have not been received as of the date such payments were required to be made under the terms of the loan agreement. Generally, the Company places loans on nonaccrual when there is a clear indication that the borrower's cash flow may not be sufficient to meet payments as they become due, which is generally when a loan is 90 days past due. The following tables present the aging of the recorded investment in loans and leases as of June 30, 2017 and 2016:

		Past Due Status (Accruing Loans and Leases)					
	Current	**30-59 Days**	**60-89 Days**	**90+ Days**	**Total Past Due**	**Nonaccrual**	**Total**
June 30, 2017							
Real estate mortgages:							
Construction and development	**$ 3,766,341**	**$ 361,968**	**$ -**	**$ -**	**$ 361,968**	**$ 224,788**	**$ 4,353,097**
1-4 family first mortgages	**6,032,600**	**26,833**	**-**	**-**	**26,833**	**156,093**	**6,215,526**
Commercial	**14,810,871**	**114,724**	**-**	**-**	**114,724**	**1,069,354**	**15,994,949**
Other	**7,732,441**	**-**	**-**	**-**	**-**	**1,229**	**7,733,670**
Commercial, financial, and agricultural	**14,310,616**	**307,035**	**-**	**-**	**307,035**	**943,828**	**15,561,479**
Commercial lease financing	**10,672,313**	**-**	**-**	**-**	**-**	**-**	**10,672,313**
Consumer and other	**2,035,871**	**9,587**	**276**	**-**	**9,863**	**1,616**	**2,047,350**
Total:	**$59,361,053**	**$ 820,147**	**$ 276**	**$ -**	**$ 820,423**	**$ 2,396,908**	**$ 62,578,384**
June 30, 2016							
Real estate mortgages:							
Construction and development	$ 5,262,955	$ -	$ 119,986	$ -	$ 119,986	$ 147,364	$ 5,530,305
1-4 family first mortgages	6,717,518	-	-	-	-	137,543	6,855,061
Commercial	13,793,648	-	-	-	-	740,692	14,534,340
Other	4,875,950	-	-	-	-	104,664	4,980,614
Commercial, financial, and agricultural	9,362,514	247,089	-	-	247,089	2,346,920	11,956,523
Commercial lease financing	12,693,499	-	-	-	-	-	12,693,499
Consumer and other	1,371,082	1,283	-	-	1,283	4,653	1,377,018
Total:	$ 54,077,166	$ 248,372	$ 119,986	$ -	$ 368,358	$ 3,481,836	$ 57,927,360

NOTE 3. LOANS AND LEASES (Continued)

Allowance for Loan and Lease Losses

The following tables detail activity in the allowance for loan and lease losses by portfolio segment for the years ended June 30, 2017 and 2016. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

	Real Estate	Commercial	Consumer	Unallocated	Total
June 30, 2017					
Allowance for loan losses:					
Beginning balance	**$ 208,907**	**$ 537,390**	**$ 11,218**	**$ -**	**$ 757,515**
Loans charged-off	**-**	**(732,977)**	**(486)**	**-**	**(733,463)**
Recoveries of loans previously charged-off	**-**	**5,834**	**-**	**-**	**5,834**
Provision (credit) for loan losses	**(22,304)**	**1,227,794**	**2,388**	**-**	**1,207,878**
Ending balance	**$ 186,603**	**$ 1,038,041**	**$ 13,120**	**$ -**	**$ 1,237,764**
Ending balance – individually evaluated for impairment	**$ -**	**$ 506,842**	**$ -**	**$ -**	**$ 506,842**
Ending balance – collectively evaluated for impairment	**186,603**	**531,199**	**13,120**	**-**	**730,922**
Total ending balance	**$ 186,603**	**$ 1,038,041**	**$ 13,120**	**$ -**	**$ 1,237,764**
Loans:					
Ending balance – individually evaluated for impairment	**$ 736,593**	**$ 1,463,650**	**$ -**	**$ -**	**$ 2,200,243**
Ending balance – collectively evaluated for impairment	**33,560,649**	**24,770,142**	**2,047,350**	**-**	**60,378,141**
Total ending balance	**$ 34,297,242**	**$ 26,233,792**	**$ 2,047,350**	**$ -**	**$ 62,578,384**
June 30, 2016					
Allowance for loan losses:					
Beginning balance	$ 161,927	$ 358,171	$ 31,005	$ -	$ 551,103
Loans charged-off	-	(1,652,859)	(69)	-	(1,652,928)
Recoveries of loans previously charged-off	-	-	-	-	-
Provision (credit) for loan losses	46,980	1,832,078	(19,718)	-	1,859,340
Ending balance	$ 208,907	$ 537,390	$ 11,218	$ -	$ 757,515
Ending balance – individually evaluated for impairment	$ 30,864	$ -	$ -	$ -	$ 30,864
Ending balance – collectively evaluated for impairment	178,043	537,390	11,218	-	726,651
Total ending balance	$ 208,907	$ 537,390	$ 11,218	$ -	$ 757,515
Loans:					
Ending balance – individually evaluated for impairment	$ 106,864	$ 78,858	$ -	$ -	$ 185,722
Ending balance – collectively evaluated for impairment	31,793,456	24,571,164	1,377,018	-	57,741,638
Total ending balance	$ 31,900,320	$ 24,650,022	$ 1,377,018	$ -	$ 57,927,360

NOTE 3. LOANS AND LEASES (Continued)

Impaired Loans

A loan held for investment is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both principal and interest) according to the terms of the loan agreement. The following tables detail impaired loans, by portfolio class as of June 30, 2017 and 2016:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
June 30, 2017					
With no related allowance recorded:					
Real estate mortgages:					
Construction and development	$ 78,312	$ 78,312	$ -	$ 79,046	$ 1,560
1-4 family first mortgages	-	-	-	-	-
Commercial	658,281	658,281	-	671,456	45,793
Other	-	-	-	-	-
Commercial, financial, and agricultural	786,808	786,808	-	874,378	95,229
Commercial lease financing	-	-	-	-	-
Consumer and other	-	-	-	-	-
Total with no related allowance recorded	1,523,401	1,523,401	-	1,624,880	142,582
With an allowance recorded:					
Real estate mortgages:					
Construction and development	-	-	-	-	-
1-4 family first mortgages	-	-	-	-	-
Commercial	676,842	676,842	506,842	684,967	33,167
Other	-	-	-	-	-
Commercial, financial, and agricultural	-	-	-	-	-
Commercial lease financing	-	-	-	-	-
Consumer and other	-	-	-	-	-
Total with an allowance recorded	676,842	676,842	506,842	684,967	33,167
Total impaired loans:	$ 2,200,243	$ 2,200,243	$ 506,842	$ 2,309,847	$ 175,749

NOTE 3. LOANS AND LEASES (Continued)

Impaired Loans (Continued)

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
June 30, 2016					
With no related allowance recorded:					
Real estate mortgages:					
Construction and development	$ -	$ -	$ -	$ -	$ -
1-4 family first mortgages	-	-	-	-	-
Commercial	-	-	-	-	-
Other	-	-	-	-	-
Commercial, financial, and agricultural	78,858	78,858	-	39,429	2,366
Commercial lease financing	-	-	-	-	-
Consumer and other	-	-	-	-	-
Total with no related allowance recorded	78,858	78,858	-	39,429	2,366
With an allowance recorded:					
Real estate mortgages:					
Construction and development	106,864	106,864	30,864	108,713	-
1-4 family first mortgages	-	-	-	-	-
Commercial	-	-	-	-	-
Other	-	-	-	-	-
Commercial, financial, and agricultural	-	-	-	-	-
Commercial lease financing	-	-	-	-	-
Consumer and other	-	-	-	-	-
Total with an allowance recorded	106,864	106,864	30,864	108,713	-
Total impaired loans:	$ 185,722	$ 185,722	$ 30,864	$ 148,142	$ 2,366

Troubled Debt Restructurings

The restructuring of a loan is considered a "troubled debt restructuring" if both (i) the borrower is experiencing financial difficulties and (ii) the creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, restructuring amortization schedules and other actions intended to minimize potential losses. At June 30, 2017 there were two commercial loans classified as troubled debt restructurings, in the total amount of $349,782, which were restructured during the twelve months ending June 30, 2017. At June 30, 2016 there was one loan classified as a troubled debt restructuring, in the amount of $78,858, which was restructured during the twelve months ending June 30, 2016. There were no trouble debt restructurings that defaulted on the modified terms during the twelve months ended June 30, 2017 and 2016.

NOTE 3. LOANS AND LEASES (Continued)

Related Party Loans

In the ordinary course of business, the Company has granted loans to certain related parties, including directors, executive officers and their affiliates. The interest rates on these loans were substantially the same as rates prevailing at the time of the transaction and repayment terms are customary for the type of loan. Changes in related party loans are as follows:

	Years Ended June 30,	
	2017	2016
Balance, beginning of year	**$ 294,010**	$ 323,838
Advances	**298,712**	79,764
Repayments	**(129,240)**	(109,592)
Balance, end of year	**$ 463,482**	$ 294,010

NOTE 4. PREMISES AND EQUIPMENT

Premises and equipment are summarized as follows:

	June 30,	
	2017	2016
Land	**$ 415,486**	$ 415,486
Building and improvements	**1,061,804**	1,051,638
Furniture and equipment	**624,357**	610,139
	2,101,647	2,077,263
Accumulated depreciation	**(1,347,271)**	(1,266,640)
	$ 754,376	$ 810,623

Leases

The Bank leases its banking facility in Birmingham, Alabama under operating lease agreements from unrelated entities. The Birmingham office lease term is 3 years. Monthly payments will increase by 3% at each anniversary date.

Future minimum lease payments on the leases described above are summarized as follows:

2018 (time frame 7/01/17 – 6/30/18)	$ 4,991

Rental expense, which includes expenses for facilities and equipment, included in the statements of operations for the years ended June 30, 2017 and 2016 is $45,299 and $40,623, respectively.

NOTE 5. DEPOSITS

The aggregate amount of time deposits in denominations of $250,000 or more at June 30, 2017 and 2016 was $8,150,312 and $8,033,310, respectively. The scheduled maturities of time deposits at June 30, 2017 are as follows, (all maturities are presented on a fiscal year basis, i.e. 07/01/17 – 06/30/18 for 2018):

2018	$ 17,881,095
2019	10,991,858
2020	6,314,868
2021	6,441,093
2022	4,858,751
Thereafter	34,553
	$ 46,522,218

At June 30, 2017 and 2016, overdraft deposits reclassified to loans totaled $10,430 and $12,291, respectively.

NOTE 6. OTHER BORROWINGS

The Company owed the Federal Home Loan Bank of Atlanta on the following advances as of June 30, 2017 and 2016:

Maturity Date	**Interest rate**	**2017**	2016
August 2016	0.770%	**$ -**	$ 2,000,000
June 2017	1.120%	**-**	1,000,000
June 2017	0.780%	**-**	2,000,000
November 2017	1.230%	**3,000,000**	-
June 2018	1.400%	**2,000,000**	-
Total		**$ 5,000,000**	$ 5,000,000

The Federal Home Loan Bank advances are secured by pledged securities with a carrying value of $17,124,909 and $21,146,940 at June 30, 2017 and 2016, respectively. The interest rates on the notes are fixed and interest is payable monthly.

The scheduled maturities of FHLB advances at June 30, 2017 are as follows:

Due in less than one year (7/01/17 – 6/30/18)	$ 5,000,000

At June 30, 2017, the Company had accommodations which allow the purchase of federal funds from several correspondent banks on an overnight basis at prevailing overnight market rates. These accommodations are subject to various restrictions as to their term and availability, and in most cases, must be repaid in less than a month. At June 30, 2017 and 2016, the Company had $0 and $190,000 outstanding under these arrangements. The Company may borrow up to $4,000,000 under these arrangements as of June 30, 2017.

NOTE 7. INCOME TAXES

Income tax benefit consists of the following:

	Years Ended June 30, 2017	2016
Current	$ $ -	-
Deferred	(487,366)	(846,558)
Income tax benefit	$ (487,366)	$ (846,558)

The Company's income tax differs from the amounts computed by applying the federal income tax statutory rate to income before income taxes. A reconciliation of the differences is as follows:

	Years Ended June 30, 2017	2016
Pretax income tax benefit at federal statutory rate	$ (435,117)	$ (749,690)
State income tax benefit, net of federal tax benefits	(54,208)	(93,919)
Tax-exempt income	(764)	(5,863)
Other, net	2,723	2,914
Income tax benefit	$ (487,366)	$ (846,558)

The components of deferred income taxes are as follows:

	June 30, 2017	2016
Deferred income tax assets:		
Allowance for loan losses, net	$ 473,939	$ 290,052
Net operating loss (NOL) carryforward	1,617,874	1,326,495
Property and equipment and leases	62,448	55,303
Deferred loan fees and costs, net	12,056	18,677
	2,166,317	1,690,527
Deferred income tax liabilities:		
Accretion of discount on securities	(65,433)	(71,688)
Unrealized gain on securities for sale, net	(62,841)	(361,038)
Other	(13,081)	(18,402)
	(141,355)	(451,128)
Net deferred income tax assets	$ 2,024,962	$ 1,239,399

Realization of deferred tax assets association with the NOL carryforwards and reversal of other temporary differences is dependent upon generating sufficient taxable income prior to the expiration of the NOL carryforwards. Management believes that no valuation allowance is necessary at June 30, 2017 and 2016 given the current estimates of future taxable income. The gross federal net operating loss carryforwards totaled approximately $4,230,000 at June 30, 2017. The federal net operating loss carryforward will begin expiring in tax year 2031.

The Company and its subsidiaries are subject to U.S. federal income tax, as well as income tax within the State of Alabama. The Company is no longer subject to examination by taxing authorities for years before 2014.

NOTE 8. EMPLOYEE RETIREMENT AND SAVINGS PLANS

Employee Stock Ownership Plan

The Bank established an employee stock ownership plan ("ESOP") for eligible employees in 1995. The ESOP purchased 116,380 shares of the Company's common stock with the proceeds of a $1,163,800 note payable to the Bank and secured by the common stock owned by the ESOP. Principal payments under the note were due in equal annual installments through December 2005; interest was payable annually at a variable rate which was adjusted each January 1. The difference between the fair value of shares committed to be released and the cost of those shares to the ESOP (i.e., unearned compensation) was charged/credited to additional paid-in capital. Unearned compensation was amortized into compensation expense based on employee services rendered in relation to shares which were committed to be released based on the fair value of shares. Shares in the plan totaled 46,860 and 56,523 at June 30, 2017 and 2016, respectively. All shares had been allocated as of June 30, 2017 and 2016.

401(k) Plan

The Company has a contributory, defined contribution plan which is qualified under Section 401(k) of the Internal Revenue Code. The plan is available to qualifying employees of the Company who have completed one year of service. The Company makes a contribution equal to three percent of the employee's salary under the Internal Revenue Code's Safe Harbor regulations. Additional matching contributions may be made at the discretion of the Company's Board of Directors and generally vest over five years. Contributions to the plan charged to expense totaled $70,469 and $81,088 for the years ended June 30, 2017 and 2016, respectively.

Employment Agreements

The Company has a 36-month employment agreement with its President. This agreement provides that if employment under the agreement is terminated by the Company in connection with or within 12 months after any change in control of the Company, the employee will be paid approximately three times his salary.

NOTE 9. STOCK-BASED COMPENSATION PLAN

The Company has a stock option plan which provides for the grant of incentive stock options to employees and non-incentive stock options to non-employee directors. The Company may grant up to 145,745 option shares. The options vest 20% per year and become exercisable upon the participant's completion of five years of service. There were no stock options outstanding at June 30, 2017 and 2016.

The Company purchased shares in the open market to be issued upon exercise of stock options (though there are currently no stock options outstanding). Such shares are reflected at cost as shares held in trust in the accompanying consolidated balance sheets.

NOTE 10. COMMITMENTS AND CONTINGENCIES

Loan Commitments

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit. Such commitments involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amount recognized in the balance sheets. The majority of all commitments to extend credit are variable rate instruments.

The Company's exposure to credit loss is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance sheet instruments. A summary of the Company's commitments is as follows:

	June 30,	
	2017	2016
Commitments to extend credit	**$ 19,456,815**	$ 10,871,006

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 of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property and equipment, residential real estate, and income-producing commercial properties.

Contingencies

In the normal course of business, the Company is involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on the Company's financial statements.

NOTE 11. CONCENTRATIONS OF CREDIT

The Company originates primarily commercial, commercial real estate, residential real estate, and consumer loans to customers in Etowah, Marshall, and Cherokee Counties and the adjoining counties in northeast Alabama. The ability of the majority of the Company's customers to honor their contractual loan obligations is dependent on the economy in these areas.

Fifty-five percent of the Company's loan portfolio is concentrated in loans secured by real estate, of which a substantial portion is secured by real estate in the Company's primary market area. Accordingly, the ultimate collectibility of the loan portfolio and recovery of the carrying amount of other real estate owned, if any, is susceptible to changes in real estate conditions in the Company's primary market area. The other concentrations of credit by type of loan are set forth in Note 3.

The Company does not extend credit to any single borrower or group of related borrowers on a secured basis in excess of 20% of capital, as defined, or approximately $2,493,000, or on an unsecured basis in excess of 10% of capital, as defined, or approximately $1,246,000. However, these limits are waived when the extension of credit is made to a state or political subdivision located within the State of Alabama.

NOTE 12. REGULATORY MATTERS

The Bank is subject to certain restrictions on the amount of dividends that may be declared without prior regulatory approval. At June 30, 2017, the Bank was unable to declare dividends without regulatory approval.

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 its assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Regulatory capital rules include a capital conservation buffer designed to absorb losses during periods of economic stress. When fully phased-in on January 1, 2019, the capital conservation buffer of 2.5% will be added on top of each of the minimum risk-based capital ratios. The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased-in over a three-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019) as presented in the following table. Banking institutions with a risk-based capital ratio above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The minimum regulatory capital ratios, including the phase-in of the capital conservation buffer, for capital adequacy purposes are as follows:

Year	Total Capital to Risk-Weighted Assets	Tier 1 Capital to Risk-Weighted Assets	CET1 Capital to Risk-Weighted Assets	Tier 1 Capital to Average Total Assets
2015	8.000 %	6.000 %	4.500 %	4.000 %
2016	8.625 %	6.625 %	5.125 %	4.000 %
2017	9.250 %	7.250 %	5.750 %	4.000 %
2018	9.875 %	7.875 %	6.375 %	4.000 %
2019	10.500 %	8.500 %	7.000 %	4.000 %

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of Total, Tier 1 and CET1 capital to risk-weighted assets, as defined, and of Tier 1 capital to average total assets (leverage ratio), as defined. Management believes, as of June 30, 2017 and 2016, the Bank met all capital adequacy requirements to which it is subject.

As of June 30, 2017, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum Total, Tier 1 and CET1 risk-based capital ratios and Tier 1 leverage capital ratios as set forth in the following table and not be subject to any formal enforcement action. There are no conditions or event since that notification that management believes have changed the Bank's category.

NOTE 12. REGULATORY MATTERS (Continued)

The Bank and Company's actual capital amounts and ratios are presented in the following table.

	Actual		For Capital Adequacy Purposes [1]		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(Dollars in Thousands)			
June 30, 2017:						
Total Capital to Risk Weighted Assets						
Consolidated	**$ 12,480**	**19.06%**	**$ 6,055**	**9.250%**	**N/A**	**N/A**
Southern Bank Company	**$ 10,539**	**16.19%**	**$ 6,021**	**9.250%**	**$ 6,509**	**10.000%**
Tier I Capital to Risk Weighted Assets						
Consolidated	**$ 11,658**	**17.81%**	**$ 4,746**	**7.250%**	**N/A**	**N/A**
Southern Bank Company	**$ 9,717**	**14.93%**	**$ 4,719**	**7.250%**	**$ 5,207**	**8.000%**
CET1 Capital to Risk Weighted Assets						
Consolidated	**$ 11,658**	**17.81%**	**$ 3,764**	**5.750%**	**N/A**	**N/A**
Southern Bank Company	**$ 9,717**	**14.93%**	**$ 3,743**	**5.750%**	**$ 4,231**	**6.500%**
Tier I Capital to Average Assets						
Consolidated	**$ 11,658**	**12.57%**	**$ 3,710**	**4.000%**	**N/A**	**N/A**
Southern Bank Company	**$ 9,717**	**10.52%**	**$ 3,695**	**4.000%**	**$ 4,619**	**5.000%**
June 30, 2016:						
Total Capital to Risk Weighted Assets						
Consolidated	$ 13,316	20.87%	$ 5,504	8.625%	N/A	N/A
Southern Bank Company	$ 11,619	18.32%	$ 5,472	8.625%	$ 6,344	10.000%
Tier I Capital to Risk Weighted Assets						
Consolidated	$ 12,558	19.68%	$ 4,228	6.625%	N/A	N/A
Southern Bank Company	$ 10,682	17.12%	$ 4,203	6.625%	$ 5,075	8.000%
CET1 Capital to Risk Weighted Assets						
Consolidated	$ 12,558	19.68%	$ 3,271	5.125%	N/A	N/A
Southern Bank Company	$ 10,682	17.12%	$ 3,251	5.125%	$ 4,124	6.500%
Tier I Capital to Average Assets						
Consolidated	$ 12,558	12.66%	$ 3,969	4.000%	N/A	N/A
Southern Bank Company	$ 10,682	10.99%	$ 3,954	4.000%	$ 4,942	5.000%

[1] Includes the phase-in percentages for the capital conservation buffer.

NOTE 13. FAIR VALUE OF ASSETS AND LIABILITIES

Determination of Fair Value

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with the *Fair Value Measurements and Disclosures* topic (FASB ASC 820), the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices.

However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

Fair Value Hierarchy

In accordance with this guidance, the Company groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1 - Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 - Valuation is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on 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 for substantially the full term of the asset or liability.

Level 3 - Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which determination of fair value requires significant management judgment or estimation.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

NOTE 13. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)

Fair Value Hierarchy (Continued)

The following methods and assumptions were used by the Company in estimating fair value disclosures for financial instruments:

Cash and Cash Equivalents: The carrying value of highly liquid instruments, such as cash on hand and cash equivalents are considered to approximate their fair value.

Securities: Where quoted prices are available in an active market, management classifies the securities within level 1 of the valuation hierarchy. Level 1 securities include highly liquid government bonds and exchange-traded equities.

If quoted market prices are not available, management estimates fair values using pricing models and discounted cash flows that consider standard input factors such as observable market data, benchmark yields, interest rate volatilities, broker/dealer quotes, and credit spreads. Examples of such instruments, which would generally be classified within Level 2 of the valuation hierarchy, include U.S. Government sponsored agency securities and state and municipal securities. Mortgage-backed securities are included in Level 2 if observable inputs are available. In certain cases where there is limited activity or less transparency around inputs to the valuation, we classify those securities in Level 3.

Federal Home Loan Bank Stock: The carrying amount of restricted equity securities with no readily determinable fair value approximates fair value based on the redemption provisions of the issuers which is cost.

Loans: The carrying amount of variable-rate loans that reprice frequently and have no significant change in credit risk approximates fair value. The fair values of fixed rate loans is estimated based on discounted contractual cash flows using interest rates currently being offered for loans with similar terms to borrowers with similar credit quality. The fair value of impaired loans is based on discounted contractual cash flows or underlying collateral values, where applicable.

Deposits: The fair value of deposits with no stated maturity, such as interest and noninterest demand deposits, NOW accounts, savings accounts, and money market accounts, is, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for certificates of deposit are estimated using a discounted cash flow analysis that applies rates currently offered for certificates of similar remaining maturities.

Other Borrowings: Current market rates for debt with similar terms and remaining maturities are used to estimate fair value of existing debt. Fair value of long-term debt is based on quoted market prices or dealer quotes for the identical liability when traded as an asset in an active market. If a quoted market price is not available, an expected present value technique is used to estimate fair value.

Accrued Interest: The carrying amounts of accrued interest approximate fair value.

Off-Balance Sheet Credit-Related 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.

NOTE 13. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)

Fair Value of Financial Instruments

The carrying amount and estimated fair value of the Company's financial instruments were as follows:

	June 30,			
	2017		2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:	*(Dollars in Thousands)*			
Cash and cash equivalents	**$ 2,910**	**$ 2,910**	$ 1,463	$ 1,463
Securities available for sale	**28,774**	**28,774**	36,103	36,103
Federal Home Loan Bank stock	**340**	**340**	388	388
Loans receivable, net	**61,309**	**59,741**	57,121	58,034
Accrued interest receivable	**216**	**216**	247	247
Financial liabilities:				
Deposits	**79,383**	**79,737**	78,771	77,105
Other borrowings	**5,000**	**5,020**	5,190	5,028
Accrued interest payable	**6**	**6**	6	6

Assets Measured at Fair Value on a Recurring Basis

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

The following tables present financial assets measured at fair value on a recurring basis:

		Fair Value Measurements Using		
	Assets Measured at Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
At June 30, 2017:				
U.S. Government agency securities	**$ 3,799,986**	**$ -**	**$ 3,799,986**	**$ -**
Mortgage-backed securities	**22,829,243**	**-**	**22,829,243**	**-**
Corporate bonds	**1,301,700**	**-**	**1,301,700**	**-**
State and municipal securities	**843,546**	**-**	**843,546**	**-**
	$ 28,774,475	**$ -**	**$ 28,774,475**	**$ -**
At June 30, 2016:				
U.S. Government agency securities	$ 4,290,654	$ -	$ 4,290,654	$ -
Mortgage-backed securities	28,694,215	-	28,694,215	-
Corporate bonds	1,330,627	-	1,330,627	-
State and municipal securities	1,787,630	-	1,787,630	-
	$ 36,103,126	$ -	$ 36,103,126	$ -

NOTE 13. FAIR VALUE OF ASSETS AND LIABILITIES (Continued)

Assets Measured at Fair Value on a Nonrecurring Basis

Under certain circumstances management makes adjustments to fair value for assets and liabilities although they are not measured at fair value on an ongoing basis. The following tables present the financial instruments carried on the consolidated balance sheet by caption and by level in the fair value hierarchy at June 30, 2017 and 2016, for which a nonrecurring change in fair value has been recorded:

	Carrying Value at June 30, 2017			
	Total	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Impaired loans	**$ 248,312**	**$ -**	**$ -**	**$ 248,312**

	Carrying Value at June 30, 2016			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	$ 76,000	$ -	$ -	$ 76,000

Impaired Loans

Loans considered impaired under ASC 310-10-35, *Receivables*, are loans for which, based on current information and events, it is probable that the Bank will be unable to collect all principal and interest payments due in accordance with the contractual terms of the loan agreement. Impaired loans can be measured based on the present value of expected payments using the loan's original effective rate as the discount rate, the loan's observable market price, or the fair value of the collateral less estimated selling costs if the loan is collateral dependent.

The fair value of impaired loans were primarily measured based on the value of the collateral securing these loans. Impaired loans are classified within Level 3 of the fair value hierarchy. Collateral may be real estate and/or business assets including equipment, inventory, and/or accounts receivable. The Bank generally determines the value of real estate collateral based on independent appraisals performed by qualified licensed appraisers. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Appraised values are discounted for costs to sell and may be discounted further based on management's historical knowledge, changes in market conditions from the date of the most recent appraisal, and/or management's expertise and knowledge of the customer and the customer's business. Such discounts by management are subjective and are typically significant unobservable inputs for determining fair value. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors discussed above.

Impaired loans, which are generally measured for impairment using the fair value of collateral, had a recorded investment of $2,200,243 and $185,722, with a specific valuation allowance of $506,842 and $30,864 at June 30, 2017 and 2016, respectively. Of the $2,200,243 and $185,722 impaired loan portfolio, $755,154 and $106,864 was carried at fair value as a result of charge-offs and specific valuation allowances. Impaired loans carried at fair value, when reduced by the specific valuation allowance, resulted in a net carrying value of $248,312 and $76,000 as of June 30, 2017 and 2016, respectively.

NOTE 14. PARENT COMPANY FINANCIAL INFORMATION

The following information presents the condensed balance sheets of The Southern Banc Company, Inc. as of June 30, 2017 and 2016, and the condensed statements of operations and cash flows for the years then ended:

CONDENSED BALANCE SHEETS

	2017	2016
	(Dollars in Thousands)	
Assets		
Cash and cash equivalents	**$ 141**	$ 147
Investment in subsidiary	**11,331**	12,676
Other assets	**377**	377
Total assets	**$ 11,849**	$ 13,200
Liabilities and stockholders' equity		
Other liabilities	**$ $ -**	-
Stockholders' equity		
Common stock	**15**	15
Additional paid-in capital	**13,887**	13,887
Retained earnings	**7,374**	8,166
Shares held in trust	**(706)**	(640)
Treasury stock	**(8,825)**	(8,825)
Accumulated other comprehensive income	**104**	597
Total liabilities and stockholders' equity	**$ 11,849**	$ 13,200

CONDENSED STATEMENTS OF OPERATIONS

	2017	2016
	(Dollars in Thousands)	
Income	**$ -**	$ -
Expenses	**(6)**	(6)
Loss before income taxes and equity in undistributed loss of subsidiaries	**(6)**	(6)
Income tax benefit	**-**	-
Loss before equity in undistributed loss of subsidiaries	**(6)**	(6)
Equity in undistributed loss of subsidiaries	**(786)**	(1,352)
Net loss	**$ (792)**	$ (1,358)

NOTE 14. PARENT COMPANY FINANCIAL INFORMATION (Continued)

CONDENSED STATEMENTS OF CASH FLOWS

	2017	2016
	(Dollars in Thousands)	
OPERATING ACTIVITIES		
Net loss	**$ (792)**	$ (1,358)
Adjustments to reconcile net loss to net cash used in operating activities:		
Equity in undistributed loss of subsidiaries	**786**	1,352
Other operating activities, net	**-**	(1)
Net cash used in operating activities	**(6)**	(7)
Decrease in cash and cash equivalents	**(6)**	(7)
Cash and cash equivalents at beginning of year	**147**	154
Cash and cash equivalents at end of year	**$ 141**	$ 147

CORPORATE INFORMATION

Directors and Executive Officers of the Company:

Gates Little
Chairman of the Board, President and Chief Executive Officer of the Company

Thomas F. Dowling, III
Retired

F. Michael Haney
Inzer, Haney, McWhorter and Haney, LLC
Partner and Shareholder

James B. Little, III
New Capital Partners, LLC
Founder and Partner

Thomas Alan Ritchie, Jr.
Vincari
Chief Financial Officer

John E. Bell, III
FireRock Products, LLC
Chief Executive Officer

Executive Officers of the Bank:

Gates Little
Chairman of the Board, President and Chief Executive Officer of the Bank

Peggy Smith
Secretary-Treasurer of the Company and of the Bank

Teresa Elkins
Vice President of the Bank

***Main Office*:**

221 S. 6th Street
Gadsden, Alabama

Branch Offices:

625 East Main Street
Albertville, Alabama

2204 Henry Street
Guntersville, Alabama

390 W. Main Street
Centre, Alabama

Independent Registered Public Accountants:

Mauldin & Jenkins, LLC
Birmingham, Alabama

General Counsel:

Inzer, Haney & McWhorter, P.A.
Gadsden, Alabama

Securities and Regulatory Counsel:

Jones Walker LLP
Washington, D.C.

Annual Stockholders Meeting:

November 15, 2017 - 5:00 p.m.
The Southern Bank Company
221 S. 6th Street
Gadsden, Alabama
Record Date – September 22, 2017

THE SOUTHERN BANC COMPANY, INC.

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