LIBERTY BANCORP AND SUBSIDIARY
South San Francisco, California

CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2018 and 2017

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Crowe LLP
Independent Member Crowe Global

INDEPENDENT AUDITOR'S REPORT

The Shareholders and
Board of Directors
Liberty Bancorp and Subsidiary
South San Francisco, California

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Liberty Bancorp and Subsidiary, which comprise the consolidated balance sheets as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, changes in shareholders' 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 consolidated 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 audit to obtain reasonable assurance about whether the consolidated financial statements are free from 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 consolidated 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 Liberty Bancorp and Subsidiary as of December 31, 2018 and 2017, 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.

Crowe LLP

Crowe LLP

Sacramento, California
May 30, 2019

LIBERTY BANCORP AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
December 31, 2018 and 2017

	2018	2017
ASSETS		
Cash and cash equivalents	$ 4,338,448	$ 11,686,126
Investment securities (fair value of $36,481,344 in 2018 and $77,345,424 in 2017)	36,241,416	77,031,298
Loans, less allowance for credit losses of $2,879,605 in 2018 and $2,797,446 in 2017	208,279,839	182,698,664
Premises and equipment, net	1,953,449	2,040,706
Accrued interest receivable and other assets	5,555,279	6,077,633
Total assets	$ 256,363,431	$ 279,534,427
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	$ 59,989,190	$ 63,289,899
Interest bearing	157,409,907	179,790,050
Total deposits	217,399,097	243,079,949
Accrued interest payable and other liabilities	1,122,967	1,215,921
Short-term borrowings	2,500,000	-
Subordinated promissory notes	14,600,000	15,600,000
Total liabilities	235,622,064	259,895,870
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Common stock, no par value; 10,000,000 shares authorized; issued and outstanding – 886,612 shares in 2018 and 2017	10,047,943	10,047,943
Retained earnings	10,715,837	9,689,695
Accumulated other comprehensive loss, net of taxes	(22,413)	(99,081)
Total shareholders' equity	20,741,367	19,638,557
Total liabilities and shareholders' equity	$ 256,363,431	$ 279,534,427

See accompanying notes to consolidated financial statements.

LIBERTY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
For the Years Ended December 31, 2018 and 2017

	2018	2017
Interest income:		
Interest and fees on loans	$ 9,697,191	$ 9,171,553
Interest on deposits in other banks	53,373	38,865
Interest and dividends on investment securities:		
Taxable	1,198,977	1,111,411
Exempt from Federal income taxes	198,876	296,936
Total interest income	11,148,417	10,618,765
Interest expense:		
Interest on deposits	559,196	557,058
Interest on short-term borrowings	42,822	4,998
Interest on subordinated promissory notes	528,010	410,367
Total interest expense	1,130,028	972,423
Net interest income before provision for credit losses	10,018,389	9,646,342
Provision for credit losses	-	150,000
Reversal of provision for unfunded commitments	-	(150,000)
Net interest income after provision for credit losses	10,018,389	9,646,342
Non-interest income:		
Service charges	246,208	294,357
Other income	221,726	213,952
Total non-interest income	467,934	508,309
Non-interest expenses:		
Salaries and employee benefits	5,898,336	5,631,943
Occupancy and equipment	623,107	633,589
Other expenses	2,552,429	2,728,572
Total non-interest expenses	9,073,872	8,994,104
Income before provision for income taxes	1,412,451	1,160,547
Provision for income taxes	386,307	701,813
Net income	$ 1,026,144	$ 458,734
Basic income per share	$ 1.16	$ 0.52
Weighted average shares outstanding	886,612	886,612

See accompanying notes to consolidated financial statements.

LIBERTY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2018 and 2017

	2018	2017
Net income	$ 1,026,144	$ 458,734
Other comprehensive income (loss):		
Unrealized gains on available-for-sale investment securities arising during the period	108,341	18,472
Tax effect	(31,675)	(24,088)
Total other comprehensive income (loss)	76,666	(5,616)
Comprehensive income	$ 1,102,810	$ 453,118

See accompanying notes to consolidated financial statements.

LIBERTY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the Years Ended December 31, 2018 and 2017

	Common Stock			Accumulated Comprehensive Income (Loss) (net of taxes)	Total Shareholders' Equity
	Shares	Amount	Retained Earnings		
Balance, January 1, 2017	886,612	$ 10,047,943	$ 9,230,961	$ (93,465)	$ 19,185,439
Net income	-	-	458,734	-	458,734
Other comprehensive income (loss)	-	-	-	(5,616)	(5,616)
Balance, December 31, 2017	886,612	10,047,943	9,689,695	(99,081)	19,638,557
Net income	-	-	1,026,144	-	1,026,144
Other comprehensive income (loss)	-	-	-	76,666	76,666
Other activity	-	-	(2)	2	-
Balance, December 31, 2018	886,612	$ 10,047,943	$ 10,715,837	$ (22,413)	$ 20,741,367

See accompanying notes to consolidated financial statements.

LIBERTY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Net income	$ 1,026,144	$ 458,734
Adjustments to reconcile net income to net cash provided by operating activities:		
Reversal of credit loss provision	-	150,000
Provision for unfunded commitments	-	(150,000)
Depreciation, accretion and amortization, net	966,309	1,681,188
Net change in deferred loan fees and costs	(12,625)	(11,526)
Net change in accrued interest receivable and other assets	125,922	8,966
Net change in accrued interest payable and other liabilities	(92,954)	285,467
Change in deferred income taxes	404,257	685,912
Net cash provided by operating activities	2,417,053	3,108,741
Cash flows from investing activities:		
Purchases of available-for-sale investment securities	(31,525,640)	(64,191,597)
Proceeds from maturities and call of available-for-sale investment securities	70,485,000	59,099,000
Proceeds from principal payments of available-for-sale investment securities	-	14,951
Purchases of held-to-maturity investment securities	-	(591,561)
Proceeds from maturity and call of held-to-maturity investment securities	985,000	920,000
Proceeds from principal payments of held-to-maturity investment securities	135,943	37,371
Purchase of FHLB stock	(39,500)	-
Net increase in loans	(25,568,550)	(2,536,546)
Purchases of premises and equipment	(61,132)	(144,175)
Net cash provided by (used in) investing activities	14,411,121	(7,392,557)
Cash flows from financing activities:		
Net increase (decrease) in demand, interest-bearing and savings deposits	(28,039,330)	7,527,745
Net increase (decrease) in time deposits	2,358,478	(1,648,257)
Net decrease in subordinated notes	(1,000,000)	-
Net increase in short-term borrowings	2,500,000	-
Net cash provided by (used in) financing activities	(24,180,852)	5,879,488
Change in cash and cash equivalents	(7,352,678)	1,595,672
Cash and cash equivalents at beginning of year	11,686,126	10,090,454
Cash and cash equivalents at end of year	$ 4,333,448	$ 11,686,126

(Continued)

		2018		2017
Supplemental disclosure of cash flow information:				
Cash paid during the year for:				
Interest expense	$	1,076,680	$	945,233
Taxes	$	12,000	$	10,000

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Nature of Operations: Liberty Bancorp (the "Company") was incorporated on November 29, 2000 and subsequently obtained approval from the Board of Governors of the Federal Reserve System to be a bank holding company. On July 1, 2001, Liberty Bank (the "Bank") consummated a merger with Liberty Bancorp that was affected through the exchange of one share of the Company's stock for each share of the Bank's stock. The reorganization represents an exchange of shares between entities under common control, and, as a result, assets and liabilities of the Bank were recognized at their carrying amounts in the accounts of the Company.

The Bank operates three full service branches in California located in South San Francisco, Boulder Creek, and Felton. While the Bank provides many different customized and traditional banking services, the Bank's primary source of revenue is generated from providing loans to customers who are predominately small and middle market businesses and individuals residing in the surrounding areas.

The accounting and reporting policies of Liberty Bancorp and subsidiary conform with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry.

Principles of Consolidation: The consolidated financial statements include the accounts of the Company and the consolidated accounts of its wholly-owned subsidiary, the Bank. In addition, the accounts of the Bank's wholly owned subsidiary, 1776 Investments, Inc. (an inactive real estate development company), are included in the consolidated financial statements. All significant intercompany balances and transactions have been eliminated.

Use of Estimates: The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification: Some items in prior year financial statements were reclassified to conform to the current presentation. Reclassification had no effect on prior year net income or shareholders' equity.

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

Cash and Cash Equivalents: For the purpose of the statement of cash flows, cash and due from banks are considered to be cash equivalents. Net cash flows are reported for customer loan and deposit transactions and short-term borrowings.

Investment Securities: Investment securities are classified into the following categories:

- Available-for-sale investment securities are reported at fair value, with unrealized gains and losses excluded from earnings and reported, net of taxes, as accumulated other comprehensive income (loss) within shareholders' equity.

- Held-to-maturity investment securities, which management has the positive intent and ability to hold to maturity, reported at amortized cost, adjusted for the accretion of discounts and amortization of premiums.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Management determines the appropriate classification of its investment securities at the time of purchase and may only change the classification in certain limited circumstances. All transfers between categories are accounted for at fair value. There were no transfers between categories during the years ended December 31, 2018 and 2017.

Gains or losses on the sale of investment securities are computed using the specific identification method. Interest earned on investment securities is reported in interest income, net of applicable adjustments for accretion of discounts and amortization of premiums accounted for with level yield with no prepayment anticipated. In addition, unrealized losses that are other than temporary are recognized in earnings for all investments.

An investment security is impaired when its carrying value is greater than its fair value. Management evaluates securities for other-than-temporary impairment ("OTTI") on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized, in the income statement and 2) other-than-temporary impairment (OTTI) related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

Investment in Bank Stocks: As a member of the Federal Home Loan Bank (FHLB) System, the Federal Reserve Bank (FRB) System and The Independent Bankers Bank (TIB), the Company is required to maintain an investment in the capital stock of the FHLB, FRB and TIB. The investment is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. At December 31, 2018 and 2017, FHLB stock totaled $1,527,800 and $1,488,300, respectively, FRB stock totaled $737,400 and $737,400, respectively, and TIB stock totaled $267,115 and $267,115, respectively. On the consolidated balance sheet, FHLB, FRB and TIB stock is included in accrued interest receivable and other assets. Both cash and stock dividends are reported as income.

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at principal balances outstanding, adjusted for unamortized discounts and premiums and net of deferred loan origination fees and costs, write-downs and the allowance for loan losses. Interest is accrued daily based upon outstanding loan balances. However, when, in the opinion of management, loans are considered impaired and the future collectability of interest and principal is in serious doubt, a loan is placed on nonaccrual status and the accrual of interest income is suspended. A loan is moved to non-accrual status in accordance with the Company's policy upon reaching not more than 90 days of non-payment unless well secured and in the process of collection. Any interest accrued but unpaid is charged against income. Payments received are applied to reduce principal to the extent necessary to ensure collection. Subsequent payments on these loans, or payments received on nonaccrual loans for which the ultimate collectability of principal is not in doubt, are applied first to earned but unpaid interest and then to principal. Past due status is based on the contractual terms of the loans. Generally, loans are restored to accrual status when the obligation is brought current and has performed in accordance with the contract terms for a reasonable period of time and the ultimate collectability of the loan's contractual principal and interest is no longer in doubt.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (including both principal and interest) in accordance with the contractual terms of the loan agreement. Interest income on impaired loans, if appropriate, is recognized on a cash basis.

Substantially all loan origination fees, commitment fees, direct loan origination costs and purchase premiums and discounts on loans are deferred and recognized as an adjustment of yield, to be amortized to interest income over the contractual term of the loan. The unamortized balance of deferred fees and costs is reported as a component of net loans.

Allowance for Credit Losses: The allowance for credit losses is a valuation allowance for probable incurred loan losses as of the balance sheet date. The allowance is established through a provision for credit losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components; specific reserves related to individually identified impaired loans and general reserves for losses related to loans that are collectively evaluated for impairment.

For all segments of the loan portfolio, a loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Loans determined to be impaired are individually evaluated for impairment. When a loan is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's observable market price, or the fair value of the collateral if the loan is collateral dependent. A loan is collateral dependent if the repayment of the loan is expected to be provided solely by the underlying collateral.

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Company grants a concession to the debtor for economic or legal reasons related to the debtor's financial difficulties that it would not otherwise consider. Restructured workout loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Management evaluates all loan modifications for loan classification as TDR. Loans that are reported as TDRs are considered impaired and measured for impairment as described above. For TDR’s that subsequently default, the company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses.

The determination of the general reserve for loans that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment over the past twelve quarters, internal asset classifications, and qualitative factors to include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include commercial and industrial, commercial real estate, construction (including land and development loans), unsecured real estate, and consumer loans. The allowance for credit losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Company's overall allowance, and is available for all loss exposures.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

The Company assigns a risk rating to all loans and at least semi-annually performs detailed reviews of all such loans over $100,000 and all criticized and classified loans to identify credit risks and to assess the overall collectability of the portfolio. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. Smaller balance loans, predominately consumer loans, are evaluated for impairment and monitored for credit quality primarily based on payment status. These credit quality indicators are used to assign a risk rating to each individual loan. These risk ratings are also subject to examination by independent specialists engaged by the Company and the Company's regulators. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Substandard – A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

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

Loss – Loans classified as loss are considered uncollectible and charged off immediately.

The general reserve component of the allowance for credit losses associated with loans collectively evaluated for impairment also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk, (2) historical losses over the past twelve quarters and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below.

Commercial and industrial – Commercial and industrial loans generally possess a lower inherent risk of loss than real estate portfolio segments because these loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Commercial real estate – Commercial real estate loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Real estate construction and other land – Real estate construction and other land loans generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Real estate – unsecured – Unsecured real estate loans generally possess a higher inherent risk of loss than other real estate portfolio segments because these loans are to finance real estate, construction, and land development activities and are not secured by real estate. Such loans may include; (1) unsecured loans made for the express purpose of financing real estate ventures as evidenced by loan documentation or other circumstances connected with the loans; or (2) loans made to organizations or individuals 80 percent of whose revenue or assets are derived from or consist of real estate ventures or holdings. Unsecured real estate loans are susceptible to risk of non-payment due to diminished or lost income, over-extension of credit and lack of borrower's cash flow to sustain payments. In general, economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Other consumer – The degree of risk in residential real estate lending, primarily home equity lines of credit, depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

Although management believes the allowance to be adequate, ultimate losses may vary from its estimates. At least quarterly, the Board of Directors and management reviews the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Company's primary regulators, the FRB and the California Department of Business Oversight (DBO), as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

<u>Allowance for Credit Losses on Off-Balance-Sheet Credit Exposures</u>: The Company also maintains a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off-balance-sheet commitments is included in accrued interest payable and other liabilities on the consolidated balance sheets.

<u>Other Real Estate Owned</u>: Other real estate includes real estate acquired in full or partial settlement of loan obligations and are measured at fair value less costs to sell. When property is acquired, any excess of the Company's recorded investment in the loan balance and accrued interest income over the estimated fair market value of the property net of estimated selling costs, is charged against the allowance for credit losses. A valuation allowance for losses on other real estate is maintained to provide for temporary declines in value. The allowance is established through a provision for losses on other real estate that is included in non-interest expense. Subsequent gains or losses on sales or writedowns resulting from permanent impairments are recorded in non-interest expense as incurred. There were no sales of real estate during the years ended 2018 or 2017.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Premises and Equipment: Premises and equipment are carried at cost less accumulated depreciation. Depreciation is determined using the straight-line method over the estimated useful lives of the related assets. The useful lives of premises are estimated to be between twenty and forty years. The useful lives of improvements to premises, furniture, fixtures and equipment are estimated to be three to forty years. Leasehold improvements are amortized over the life of the asset or the term of the related lease, whichever is shorter. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to expense as incurred. The Company evaluates premises and equipment for financial impairment as events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable.

Income Taxes: The Company files its income taxes on a consolidated basis with its subsidiary. The allocation of income tax expense represents each entity's proportionate share of the consolidated provision for income taxes.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. On the balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. The realization of deferred income tax assets is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative, is considered to determine whether, based on the weight of the evidence, a valuation allowance is needed.

The Company uses a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded.

Interest expense and penalties associated with unrecognized tax benefits, if any, are classified as income tax expense in the consolidated statement of income. There have been no significant changes to unrecognized tax benefits or accrued interest and penalties for the years ended December 31, 2018 and 2017.

Earnings Per Share: Basic earnings per share (EPS) is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period.

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

Subsequent Events: The Company has evaluated subsequent events for recognition and disclosure through May 30, 2019, which is the date the financial statements were available to be issued.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Adoption of New Accounting Standards:

ASU 2014-09, Revenue from Contracts with Customers (Topic 606): In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, "Revenue from Contracts with Customers (Topic 606)." This ASU (i) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (ii) revises when it is appropriate to recognize a gain (loss) from the transfer of nonfinancial assets, such as OREO. The majority of the Company's revenue is generated from interest income relating to loans and investment securities, which are outside the scope of ASC 606. The Company's services that fall within the scope of ASC 606 are presented within noninterest income and are recognized as revenue as the Company satisfies its obligation to the customer. Services within the scope of ASC 606 include service charges on deposits, ATM processing fees, and other service charges and fees. This ASU is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period.

The Company adopted ASU 2014-09 on January 1, 2018 using the modified retrospective approach. The Company performed an overall assessment of revenue streams potentially affected by the ASU to determine the potential impact of this guidance on our financial statements. Approximately 97% of our revenue, including all of our net interest income and a portion of our noninterest income, is out of scope of the guidance. The adoption of ASC 606 did not have a material impact on the Company's financial position, cash flows, or results of operations. Since there was no net income impact upon adoption of the new guidance, a cumulative effect adjustment to opening retained earnings was not deemed necessary.

ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities: In January 2016, FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The amendments in this ASU (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (iv) requires public business entities to use the exit price notion opposed to an entry price when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (vii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. The accounting guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017.

The Company adopted the amendments in this ASU effective January 1, 2018 and did not have a material impact on the Company's operating results or financial condition.

(Continued)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Pending Adoption of New Accounting Standards:

ASU 2016-02, Leases (Topic 842) - In February 2016, the FASB amended existing guidance that requires lessees to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee's obligation to make lease payments arising from a lease, measured on a discounted basis, and (2) a right-of-use asset, which is an asset that represents the lessee's right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. These amendments are effective for the Company for fiscal years beginning after December 15, 2018 and interim periods within fiscal years beginning after December 15, 2019. Early application is permitted for all nonpublic business entities. The adoption of this standard is not expected to have a material effect on the Company's operating results or financial condition.

ASU 2016-13, Financial Instruments – Credit Losses (Topic 326) - In June 2016, FASB issued guidance to replace the incurred loss model with an expected loss model, which is referred to as the current expected credit loss (CECL) model. The CECL model is applicable to the measurement of credit losses on financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities. For most assets within the scope of CECL, a cumulative-effect adjustment will be recognized in retained earnings, if necessary, as of the beginning of the first reporting period in which the guidance is effective.

The standard will be effective for the December 31, 2020 annual financial statements; however, the Company may early adopt for fiscal years beginning after December 31, 2018. Management is still assessing the potential financial statement impact of adopting this ASU.

NOTE 2 – FAIR VALUE MEASUREMENTS

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

Level 1 – Quoted market prices for identical instruments traded in active exchange markets.

Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable or can be corroborated by observable market data.

Level 3 – Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

(Continued)

NOTE 2 – FAIR VALUE MEASUREMENTS (Continued)

Assets Recorded at Fair Value: The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and nonrecurring basis, as well as the total losses resulting from the nonrecurring fair value adjustments, as of December 31, 2018 and 2017:

Recurring Basis

	2018			
Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale investment securities:				
Corporate debt securities	$ 20,436,446	$ -	$ 20,436,446	$ -
Total assets measured at fair value	$ 20,436,446	$ -	$ 20,436,446	$ -

	2017			
Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale investment securities:				
Corporate debt securities	$ 70,399,601	$ -	$ 70,399,601	$ -
Total assets measured at fair value	$ 70,399,601	$ -	$ 70,399,601	$ -

Fair values for available-for-sale investment securities, which include corporate debt securities and asset backed securities, are based on quoted market prices for similar securities. During the years ended December 31, 2018 and 2017, there were no transfers in or out of Levels 1 and 2.

Non-recurring Basis

The Company may be required, from time to time, to measure certain assets at fair value on a non-recurring basis. These include assets that are measured at the lower of cost or market value that were recognized at fair value which was below cost at the reporting date.

There were no assets recorded at fair value on a non-recurring basis at December 31, 2018 and 2017.

Fair value of financial instruments: The carrying amounts and estimated fair values of financial instruments not carried at fair value, at December 31, 2018 and 2017 are as follows:

		Fair Value Measurements at December 31, 2018 using:		
(dollars in thousands)	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets:				
Cash and cash equivalents	$ 4,338	$ 4,338	$ -	$ -
Securities held to maturity	15,819	-	16,045	-
Loans, net	208,280	-	-	201,111
Accrued interest receivable	1,051	-	414	637
Financial Liabilities:				
Noninterest-bearing deposits	$ 59,989	$ 59,989	$ -	$ -
Interest-bearing deposits	157,410	139,577	-	17,729
Subordinated debt	14,600	-	-	14,145
Accrued interest payable	60	-	60	-

		Fair Value Measurements at December 31, 2017 using:		
(dollars in thousands)	Carrying Amount	Level 1	Level 2	Level 3
Financial Assets:				
Cash and cash equivalents	$ 11,686	$ 11,686	$ -	$ -
Securities held to maturity	6,632	-	6,946	-
Loans, net	182,699	-	-	174,046
Accrued interest receivable	1,338	-	765	573
Financial Liabilities:				
Noninterest-bearing deposits	$ 63,289	$ 63,289	$ -	$ -
Interest-bearing deposits	179,790	164,316	-	15,441
Subordinated debt	15,600	-	-	15,391
Accrued interest payable	38	-	38	-

(Continued)

NOTE 3 – INVESTMENT SECURITIES

The amortized cost and estimated fair value of investment securities at December 31, 2018 and 2017 consisted of the following:

Available-for-Sale

	2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
Corporate debt securities	$ 20,455,039	$ -	$ (18,593)	$ 20,436,446
	$ 20,455,039	$ -	$ (18,593)	$ 20,436,446

At December 31, 2018, unrealized losses on available-for-sale investment securities totaling $22,413 were recorded, net of taxes, as accumulated other comprehensive loss within shareholders' equity.

	2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
Corporate debt securities	$ 70,539,960	$ -	$ (140,359)	$ 70,399,601
	$ 70,539,960	$ -	$ (140,359)	$ 70,399,601

At December 31, 2017, unrealized losses on available-for-sale investment securities totaling $99,081 were recorded, net of taxes, as accumulated other comprehensive loss within shareholders' equity.

There were no sales of available for sale securities occurring in 2018 or 2017.

(Continued)

NOTE 3 – INVESTMENT SECURITIES (Continued)

Held-to-Maturity

	2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
Municipal securities	$ 4,099,405	$ 251,760	$ (3,291)	$ 4,347,874
Corporate debt securities	11,305,524	1,178	(14,950)	11,291,752
Other asset-backed securities	413,931	-	(8,658)	405,273
	$ 15,818,860	$ 252,938	$ (26,899)	$ 16,044,899

Held-to-Maturity

	2017			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
Municipal securities	$ 5,078,512	$ 346,240	$ (19,063)	$ 5,405,689
Corporate debt securities	1,000,000	-	(4,943)	995,057
Other asset-backed securities	553,185	-	(8,108)	545,077
	$ 6,631,697	$ 346,240	$ (32,114)	$ 6,945,823

There were no sales or transfers of held-to-maturity investment securities during the years ended December 31, 2018 and 2017.

Investment securities with unrealized losses at December 31, 2018 are summarized and classified according to the duration of the loss period as follows:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
Corporate debt securities	$ 20,957,585	$ (18,948)	$ 7,160,725	$ (14,595)	$ 28,118,310	$ (33,543)
Municipal securities	-	-	414,919	(3,291)	414,919	(3,291)
Other asset-backed securities	-	-	405,273	(8,658)	405,273	(8,658)
	$ 20,957,585	$ (18,948)	$ 7,980,917	$ (26,544)	$ 28,938,502	$ (45,492)

NOTE 3 – INVESTMENT SECURITIES (Continued)

Investment securities with unrealized losses at December 31, 2017 are summarized and classified according to the duration of the loss period as follows:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
Corporate debt securities	$ 66,200,786	$ (136,159)	$ 5,193,872	$ (9,143)	$ 71,394,658	$ (145,302)
Municipal securities	203,370	(842)	421,274	(18,221)	624,644	(19,063)
Other asset-backed securities	545,078	(8,108)	-	-	545,078	(8,108)
	$ 66,949,234	$ (145,109)	$ 5,615,146	$ (27,364)	$ 72,564,380	$ (172,473)

Corporate Debt Securities and Municipal Securities: At December 31, 2018, the Company held 47 corporate debt securities and 36 municipal securities of which 31 corporate securities were in a loss position less than twelve months and no municipal securities were in a loss position of less than 12 months. 10 corporate securities and 2 municipal securities were in a loss position for 12 months or more.

At December 31, 2017, the Company held 97 corporate debt securities and 44 municipal securities of which 92 corporate securities were in a loss position less than twelve months and 1 municipal security were in a loss position of less than 12 months. 5 corporate securities and 2 municipal securities were in a loss position for 12 months or more.

The unrealized losses on the Company's investment in corporate debt and municipal securities relate principally to changes in interest rates since the date of purchase. These securities continue to pay as scheduled despite their impairment due to current market conditions. When analyzing an issuer's financial condition, management considers the length of time and extent to which the market value has been less than cost; the historical and implied volatility of the security; the financial condition of the issuer of the security; and the Company's intent and ability to hold the security to recovery. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Company does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired at December 31, 2018.

The amortized cost and estimated fair value of investment securities at December 31, 2018 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Within one year	$ 20,455,039	$ 20,436,446	$ 11,405,525	$ 11,391,908
After one year through five years	-	-	782,277	809,535
After five years through ten years	-	-	1,789,088	1,854,599
After ten years	-	-	1,841,970	1,988,857
	$ 20,455,039	$ 20,436,446	$ 15,818,860	$ 16,044,899

(Continued)

NOTE 4 – LOANS

Loans and leases consist of the following at December 31:

	2018	2017
Commercial and industrial	$ 14,911,605	$ 11,430,455
Real estate – commercial	181,681,130	155,918,757
Real estate – construction and other land	2,863,354	3,369,166
Real estate – unsecured	2,800,000	5,330,000
Other consumer	9,397,320	9,954,322
Total	211,653,409	186,002,700
Deferred loan fees, net	(493,965)	(506,590)
Allowance for credit losses	(2,879,605)	(2,797,446)
	$ 208,279,839	$ 182,698,664

Nonaccrual loans totaled $0 and $90,647 at December 31, 2018 and 2017, respectively. There were no accruing loans past due 90 days or more at December 31, 2018 or 2017. Interest forgone on nonaccrual loans totaled $0 and $16,677 for the years ended December 31, 2018 and 2017, respectively.

Salaries and employee benefits totaling $42,500 and $63,850 have been deferred as loan origination costs for the years ended December 31, 2018 and 2017, respectively.

A summary of the changes in the allowance for credit losses were as follows:

	Year Ended December 31,	
	2018	2017
Balance, beginning of year	$ 2,797,446	$ 2,647,872
Provision for credit loss	-	150,000
Recoveries	82,159	70
Charge-offs	-	(496)
Balance, end of year	$ 2,879,605	$ 2,797,446

(Continued)

NOTE 5 – ALLOWANCE FOR CREDIT LOSSES

The following table shows the allocation of the allowance for credit losses at and for the year ended December 31, 2018 by portfolio segment and by impairment methodology:

	Commercial and Industrial	Commercial Real Estate	Construction and Other Land	Unsecured Real Estate	Other Consumer	Total
Allowance for Credit Losses						
Beginning balance	$ 156,586	$ 2,404,881	$ 96,266	$ 66,255	$ 73,458	$ 2,797,446
Charge-offs	-	-	-	-	-	-
Recoveries	82,159	-	-	-	-	82,159
Provision (Reversal)	(52,478)	107,233	(27,423)	(31,224)	3,892	-
Ending balance allocated to portfolio segments	$ 186,267	$ 2,512,114	$ 68,843	$ 35,031	$ 77,350	$ 2,879,605
Ending balance: individually evaluated for impairment	$ -	$ -	$ -	$ -	$ -	$ -
Ending balance: collectively evaluated for impairment	$ 186,267	$ 2,512,114	$ 68,843	$ 35,031	$ 77,350	$ 2,879,605
Loans						
Ending balance	$ 14,911,605	$ 181,681,130	$ 2,863,354	$ 2,800,000	$ 9,397,320	$ 211,653,409
Ending balance: individually evaluated for impairment	$ -	$ 2,735,026	$ -	$ -	$ -	$ 2,735,026
Ending balance: collectively evaluated for impairment	$ 14,911,605	$ 178,946,104	$ 2,863,354	$ 2,800,000	$ 9,397,320	$ 208,918,383

The following table shows the allocation of the allowance for credit losses at and for the year ended December 31, 2017 by portfolio segment and by impairment methodology:

	Commercial and Industrial	Commercial Real Estate	Construction and Other Land	Unsecured Real Estate	Other Consumer	Total
Allowance for Credit Losses						
Beginning balance	$ 160,714	$ 2,098,735	$ 217,694	$ 69,268	$ 101,461	$ 2,647,872
Charge-offs	-	-	(496)	-	-	(496)
Recoveries	-	-	70	-	-	70
Provision (Reversal)	(4,128)	306,146	(121,002)	(3,013)	(28,003)	150,000
Ending balance allocated to portfolio segments	$ 156,586	$ 2,404,881	$ 96,266	$ 66,255	$ 73,458	$ 2,797,446
Ending balance: individually evaluated for impairment	$ -	$ -	$ -	$ -	$ -	$ -
Ending balance: collectively evaluated for impairment	$ 156,586	$ 2,404,881	$ 96,266	$ 66,255	$ 73,458	$ 2,797,446
Loans						
Ending balance	$ 11,430,455	$ 155,918,757	$ 3,369,166	$ 5,330,000	$ 9,954,322	$ 186,002,700
Ending balance: individually evaluated for impairment	$ -	$ 3,443,575	$ -	$ -	$ -	$ 3,443,575
Ending balance: collectively evaluated for impairment	$ 11,430,455	$ 152,475,182	$ 3,369,166	$ 5,330,000	$ 9,954,322	$ 182,559,125

(Continued)

NOTE 5 – ALLOWANCE FOR CREDIT LOSSES (Continued)

The following table shows the loan portfolio allocated by management's internal risk ratings at December 31, 2018 and 2017:

	Credit Risk Profile by Internally Assigned Risk Rating					
	Commercial and Industrial	Commercial Real Estate	Construction and Other Land	Unsecured Real Estate	Other Consumer	Total
2018						
Grade:						
Pass	$ 14,911,605	$ 178,268,359	$ 2,863,354	$ 2,800,000	$ 9,172,320	$ 208,015,638
Special Mention	-	-	-	-	-	-
Substandard	-	3,412,771	-	-	225,000	3,637,771
Total	$ 14,911,605	$ 181,681,130	$ 2,863,354	$ 2,800,000	$ 9,397,320	$ 211,653,409
2017						
Grade:						
Pass	$ 11,055,455	$ 150,929,228	$ 3,369,166	$ 5,330,000	$ 8,843,612	$ 179,527,461
Special Mention	-	4,540,359	-	-	-	4,540,359
Substandard	375,000	449,170	-	-	1,110,710	1,934,880
Total	$ 11,430,455	$ 155,918,757	$ 3,369,166	$ 5,330,000	$ 9,954,322	$ 186,002,700

The following tables show an aging analysis of the loan portfolio by the time past due at December 31, 2018 and 2017:

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Nonaccrual
2018							
Commercial:							
Commercial and industrial	$ -	$ -	$ -	$ -	$ 14,911,605	$ 14,911,605	$ -
Commercial real estate	-	-	-	-	181,681,130	181,681,130	-
Construction and land	-	-	-	-	2,863,354	2,893,354	-
Unsecured real Estate	-	-	-	-	2,800,000	2,800,000	-
Other consumer	-	-	-	-	9,397,319	9,397,319	-
Total	$ -	$ -	$ -	$ -	$ 211,653,408	$211,653,408	$ -
2017							
Commercial:							
Commercial and industrial	$ -	$ -	$ -	$ -	$ 11,430,455	$ 11,430,455	$ -
Commercial real estate	90,647	-	-	90,647	155,828,110	155,918,757	90,647
Construction and land	-	-	-	-	3,369,166	3,369,166	-
Unsecured real Estate	-	-	-	-	5,330,000	5,330,000	-
Other consumer	384,318	-	-	384,318	9,570,004	9,954,322	-
Total	$ 474,965	$ -	$ -	$ 474,965	$ 185,527,735	$186,002,700	$ 90,467

(Continued)

NOTE 5 – ALLOWANCE FOR CREDIT LOSSES (Continued)

The following tables show information related to impaired loans at and for the years ended December 31, 2018 and 2017:

	December 31, 2018				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	2,735,026	2,809,390	-	2,840,644	110,417
Construction and land	-	-	-	-	-
Unsecured real estate	-	-	-	-	-
Other consumer	-	-	-	-	-
With an allowance recorded:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	-	-	-	-	-
Construction and land	-	-	-	-	-
Unsecured real estate	-	-	-	-	-
Other consumer	-	-	-	-	-
Total:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	2,735,026	2,809,390	-	2,840,644	110,417
Construction and land	-	-	-	-	-
Unsecured real estate	-	-	-	-	-
Other consumer	-	-	-	-	-

	December 31, 2017				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	3,443,575	3,725,039	-	3,509,563	140,573
Construction and land	-	-	-	-	-
Unsecured real estate	-	-	-	-	-
Other consumer	-	-	-	-	-
With an allowance recorded:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	-	-	-	-	-
Construction and land	-	-	-	-	-
Unsecured real estate	-	-	-	-	-
Other consumer	-	-	-	-	-
Total:					
Commercial and industrial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	3,443,575	3,725,039	-	3,509,563	140,573
Construction and land	-	-	-	-	-
Unsecured real estate	-	-	-	-	-
Other consumer	-	-	-	-	-

(Continued)

NOTE 5 – ALLOWANCE FOR CREDIT LOSSES (Continued)

Interest income recorded on a cash basis on impaired loans was substantially the same as the interest income recognized in the tables above.

As of December 31, 2018, and 2017, the Company allocated $0 in specific reserve for the loans which were modified as troubled debt restructurings, respectively. The Company has not committed to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings as of December 31, 2018 or 2017.

There were no new troubled debt restructuring that occurred during the year ended December 31, 2018. There were no new troubled debt restructuring that occurred during the year ended December 31, 2017.

During the year ended December 31, 2018 and 2017, there were no loans modified as troubled debt restructurings for which there was a payment default within twelve months following the modification.

The terms of certain other loans that were modified during the year ending December 31, 2018 and 2017 did not meet the definition of a troubled debt restructuring as the modification of these loans involved either a modification of the terms of a loan to borrowers who were not experiencing financial difficulties or a delay in a payment was considered to be insignificant.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Company's internal underwriting policy.

NOTE 6 – PREMISES AND EQUIPMENT

Premises and equipment consisted of the following:

	December 31,	
	2018	2017
Land	$ 477,146	$ 477,146
Buildings and improvements	4,319,429	4,310,069
Furniture, fixtures and equipment	1,585,056	1,556,177
	6,381,631	6,343,392
Less accumulated depreciation and amortization	(4,428,182)	(4,302,686)
	$ 1,953,449	$ 2,040,706

Depreciation and amortization included in occupancy and equipment expense totaled $148,389 and $153,479 for the years ended December 31, 2018 and 2017, respectively.

NOTE 7 – DEPOSITS

Time deposits that meet or exceed the FDIC Insurance limit of $250,000 at December 31, 2018 and 2017 were $4,998,135 and $1,942,464, respectively.

Interest-bearing deposits consisted of the following:

	December 31,	
	2018	2017
Savings	$ 18,716,130	$ 18,249,481
Money market	107,875,753	132,967,551
NOW accounts	12,985,466	13,098,938
Time	17,832,558	15,474,080
	$ 157,409,907	$ 179,790,050

Aggregate annual maturities of time deposits are as follows:

Year Ending December 31,	
2019	$ 11,654,531
2020	4,981,351
2021	151,839
2022	964,511
2023	80,326
	$ 17,832,558

Interest expense recognized on interest-bearing deposits consisted of the following:

	Year Ended December 31,	
	2018	2017
Savings	$ 30,939	$ 27,809
Money market	409,658	435,196
NOW accounts	7,065	6,897
Time	111,534	87,156
	$ 559,196	$ 557,058

NOTE 8 – BORROWING ARRANGEMENTS

Federal Home Loan Bank: At December 31, 2018 and 2017, the Bank could borrow up to 60%, of pledged loans from the Federal Home Loan Bank of San Francisco. As of December 31, 2018 and 2017, the Bank had pledged loans with total carrying values of $166,683,989 and $162,571,959, respectively. At December 31, 2018, the Bank had $2,500,000 in borrowings under this arrangement. At December 31, 2017, the Bank had $0 in borrowings under this arrangement.

Lines of Credit: The Bank had two unsecured lines of credit with its correspondent banks with an aggregate amount available for borrowing totaling $17,400,000 and $10,400,000 at December 31, 2018 and 2017. There were no borrowings outstanding on these arrangements as of December 31, 2018 and 2017.

Federal Reserve Bank: The Bank also had a collateralized line of credit with the Federal Reserve Bank of San Francisco which amounted to approximately $2,882,342 and $2,849,413 with no outstanding borrowings at December 31, 2018 and 2017, respectively.

NOTE 9 – SUBORDINATED PROMISSORY NOTES

The Company has executed certain unsecured subordinated promissory notes with its majority shareholder. During the years ended December 31, 2018 and 2017, interest expense on the subordinated promissory notes totaled $410,367 and $410,367, respectively. The outstanding balances and terms of these notes consisted of the following at December 31, 2018 and 2017:

	2018	2017
Due August 2, 2018; $2,000,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50%.	$ -	$ 2,000,000
Due October 1, 2018; $3,000,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50%.	-	3,000,000
Due July 1, 2019; $1,600,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	1,600,000	1,600,000
Due January 1, 2020; $2,500,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	2,500,000	2,500,000
Due October 1, 2021; $1,500,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	1,500,000	1,500,000
Due January 3, 2022; $3,750,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	3,750,000	4,000,000
Due January 22, 2022; $1,000,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	1,000,000	1,000,000

(Continued)

NOTE 9 – SUBORDINATED PROMISSORY NOTES (Continued)

	2018	2017
Due January 22, 2022; $1,500,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	$ 1,500,000	$ -
Due October 1, 2023; $2,750,000 available with variable interest rate payable quarterly at the Federal Funds Rate plus 1.50% (4.0% at December 31, 2018).	2,750,000	-
	$ 14,600,000	$ 15,600,000

NOTE 10 – INCOME TAXES

The provision for (benefit from) income taxes for the years ended December 31, 2018 and 2017 consisted of the following:

2018	Federal	State	Total
Current	$ (26,000)	$ 8,000	$ (18,000)
Deferred	255,000	149,000	404,000
	$ 229,000	$ 157,000	$ 386,000

2017	Federal	State	Total
Current	$ 10,000	$ 6,000	$ 16,000
Deferred	564,000	122,000	686,000
	$ 574,000	$ 128,000	$ 702,000

(Continued)

NOTE 10 – INCOME TAXES (Continued)

Deferred tax assets (liabilities) at December 31, 2018 and 2017 consisted of the following:

	2018	2017
Deferred tax assets:		
Operating loss carryforward	$ 1,272,000	$ 1,649,000
Unrealized loss on available-for-sale investment securities	10,000	41,000
Other	184,000	198,000
Total deferred tax assets	1,466,000	1,888,000
Deferred tax liabilities:		
Allowance for credit losses	(141,000)	(141,000)
Premises and equipment	(80,000)	(63,000)
FHLB stock	(30,000)	(30,000)
Other	(30,000)	(34,000)
Total deferred tax liabilities	(281,000)	(268,000)
Net deferred tax assets	$ 1,185,000	$ 1,620,000

Realization of deferred tax assets associated with the net operating loss carryforwards is dependent on generating sufficient taxable income prior to their expiration. Management has determined for the year-ended December 31, 2018 that it is more likely than not that all deferred tax assets will be realized, and as such, no valuation allowance is considered necessary against deferred tax assets. Management has determined for the year-ended December 31, 2017 that it is more likely than not that all deferred tax assets will be realized, and as such, no valuation allowance is considered necessary against deferred tax assets. At December 31, 2018, the Company had Federal and California net operating losses (NOL) of approximately $2,700,000 and $9,800,000, respectively. The Federal NOL will begin to expire if not utilized by 2030. The California NOL will begin to expire if not utilized by 2030.

Additionally, the Company had Federal and California Alternative Minimum Tax credits, which do not expire, of $53,709 and $42,000, respectively at December 31, 2018.

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”), was signed into law, which among other items reduces the federal corporate tax rate to 21% from 34%, effective January 1, 2018. The Company was required to re-measure its deferred tax assets and liabilities as of the date of enactment of the new legislation with resulting tax effects accounted for in the reporting period of enactment. As a result of the re-measurement, the Company’s net deferred tax assets were reduced by approximately $296,000 with the offset being the recognition of additional tax expense for the year ended December 31, 2017.

(Continued)

NOTE 10 – INCOME TAXES (Continued)

The provision for income taxes differs from amounts computed by applying the statutory Federal income tax rates to income before provision for income taxes. The significant items comprising these differences consisted of the following:

	Year Ended December 31,			
	2018		2017	
	Amount	Rate %	Amount	Rate %
Federal income tax expense at statutory rate	$ 297,000	21.0%	$ 395,000	34.0%
State income tax expense at statutory rate	122,000	8.6	-	-
Interest on obligations of states and political subdivisions	(35,000)	(2.5)	(75,000)	(6.5)
Federal deferred tax re-measurement	-	-	296,000	25.5
Valuation allowance and other	2,000	0.1	86,000	7.5
Total income tax expense	$ 386,000	27.2%	$ 702,000	60.5%

The Company and its subsidiary file income tax returns in the U.S. Federal and California jurisdictions. There are currently no pending U.S. Federal, state, and local income tax or non-U.S. income tax examinations by tax authorities.

With few exceptions, the Company is no longer subject to tax examinations by U.S. Federal taxing authorities for years ended before December 31, 2015 and by state and local taxing authorities for years ended before December 31, 2014.

As of December 31, 2018 and 2017, there were no unrecognized tax benefits or interest and penalties accrued by the Company. There are no positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly increase or decrease within 12 months of the reporting date.

NOTE 11 – COMMITMENTS AND CONTINGENCIES

Leases: The Company leases one branch facility under noncancelable operating lease which expires in 2022. Rental expense included in occupancy and equipment totaled $32,820 and $35,976 for the years ended December 31, 2018 and 2017, respectively. Future minimum lease payments are as follows:

Year Ending December 31,	
2019	$ 50,400
2020	50,400
2021	50,400
2022	29,400
	$ 180,600

NOTE 11 – COMMITMENTS AND CONTINGENCIES (Continued)

The Company has noncancelable operating leases with third parties for office space in its building. Rental income totaled $18,000 and $18,000 for the years ended December 31, 2018 and 2017, respectively, and is recorded net of occupancy and equipment.

Federal Reserve Requirements: Banks are required to maintain reserves with the Federal Reserve Bank equal to a percentage of their reservable deposits. The reserve requirements at December 31, 2018 and 2017 were not considered significant for disclosure purposes.

Financial Instruments With Off-Balance-Sheet Risk: The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business in order to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments consist of commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheet.

The Company's exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and standby letters of credit as it does for loans included on the balance sheet.

The following financial instruments represent the approximate off-balance-sheet credit risk at December 31:

	2018	2017
Commitments to extend credit	$ 19,252,900	$ 24,750,000
Standby letters of credit	$ 210,000	$ 373,000

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

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance or financial obligation of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The Company recognizes these fees as revenue over the term of the commitment or when the commitment is used.

At December 31, 2018 and 2017, commercial loan commitments represent approximately 99% and 99%, respectively, of total commitments and are generally unsecured and also have variable interest rates. Unsecured credit card and equity line commitments represent the remaining 1% and 1%, respectively as of December 31, 2018 and 2017, of total commitments and generally have variable interest rates.

(Continued)

NOTE 11 – COMMITMENTS AND CONTINGENCIES (Continued)

Concentrations of Credit Risk: Concentrations of credit risk arise when a number of customers are engaged in similar business activities, or activities in the same geographic region, or have similar features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. Although the Company has a diversified loan portfolio, most of the Company's lending activity is with customers within the state of California and primarily in the counties of San Mateo and Santa Cruz. The majority of the Company's loans that are secured by real estate are secured by properties within these counties. Loans are generally made on the basis of a secure repayment source, which is based on a detailed cash flow analysis; however, collateral is generally a secondary source for loan qualification.

Approximately 7% of the Company's loan portfolio is made up of secured and unsecured commercial loans. Secured commercial loans are collateralized by equipment, marketable securities, and other tangible assets of the borrowing entities or the principals of the borrowing entities. Approximately 88% of the Company's loan portfolio is made up of real estate loans. This category of real estate loans includes owner occupied as well as income-producing commercial properties and real estate construction loans. Approximately 5% of the loan portfolio is other loans.

Contingencies: The Company is subject to legal proceedings and claims which arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to such actions will not materially affect the consolidated financial position or consolidated results of operations of the Company.

NOTE 12 – REGULATORY MATTERS

Regulatory Capital: The Bank is subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Bank on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. The capital conservation buffer will be phased-in as follows: The buffer is 0.625% of risk weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes as of December 31, 2018 and 2017, the Bank met all capital adequacy requirements to which it is subject.

NOTE 12 – REGULATORY MATTERS (Continued)

	2018		2017	
	Amount	Ratio	Amount	Ratio
Tier 1 Leverage Ratio				
Liberty Bancorp and Subsidiary	$ 34,157,000	13.1%	$ 34,019,000	12.3%
Liberty Bank	$ 34,157,000	13.1%	$ 34,019,000	12.3%
Minimum requirement for "Well-Capitalized" institution under prompt correction action provisions	$ 13,048,600	5.0%	$ 13,835,550	5.0%
Minimum regulatory requirement	$ 10,438,880	4.0%	$ 11,068,440	4.0%
Common Equity Tier 1 Capital Ratio				
Liberty Bancorp and Subsidiary	$ 34,157,000	13.1%	34,019,000	12.8%
Liberty Bank	$ 34,019,000	13.1%	34,019,000	12.8%
Minimum requirement for “Well-Capitalized” institution under prompt corrective action provisions	$ 16,963,180	6.5%	17,327,765	6.5%
Minimum regulatory requirement	$ 11,743,740	4.5%	11,996,145	4.5%
Tier 1 Risk-Based Capital Ratio				
Liberty Bancorp and Subsidiary	$ 34,157,000	13.1%	$ 34,019,000	12.8%
Liberty Bank	$ 34,019,000	13.1%	$ 34,019,000	12.8%
Minimum requirement for "Well-Capitalized" institution under prompt corrective action provisions	$ 20,877,760	8.0%	$ 21,326,480	8.0%
Minimum regulatory requirement	$ 15,658,320	6.0%	$ 15,994,860	6.0%
Total Risk-Based Capital Ratio				
Liberty Bancorp and Subsidiary	$ 37,187,000	14.2%	$ 36,966,000	13.9%
Liberty Bank	$ 37,187,000	14.2%	$ 36,966,000	13.9%
Minimum requirement for "Well-Capitalized" institution under prompt corrective action provisions	$ 26,097,200	10.0%	$ 26,658,100	10.0%
Minimum regulatory requirement	$ 20,877,760	8.0%	$ 21,326,480	8.0%

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At December 31, 2018 and 2017, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

(Continued)

NOTE 12 – REGULATORY MATTERS (Continued)

Dividend Restrictions: The Company's ability to pay cash dividends is dependent on dividends paid to it by the Bank and limited by California corporation law. Under California law, the holders of common stock of the Company are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available, subject to certain restrictions. The California general corporation law prohibits the Company from paying dividends on its common stock unless: (i) its retained earnings, immediately prior to the dividend payment, equals or exceeds the amount of the dividend or (ii) immediately after giving effect to the dividend, the sum of the Company's assets (exclusive of goodwill and deferred charges) would be at least equal to 125% of its liabilities (not including deferred taxes, deferred income and other deferred liabilities) and the current assets of the Company would be at least equal to its current liabilities, or, if the average of its earnings before taxes on income and before interest expense for the two preceding fiscal years was less than the average of its interest expense for the two preceding fiscal years, at least equal to 125% of its current liabilities.

Dividends from the Bank to the Company are restricted under California law to the lesser of the Bank's retained earnings or the Bank's net income for the latest three fiscal years, less dividends previously declared during that period, or the greater of the retained earnings of the Bank, the net income of the Bank for its last fiscal year, or the net income of the Bank for its current fiscal year subject to approval by the Department of Business Oversight.

NOTE 13 – OTHER EXPENSES

Other expenses consisted of the following at December 31:

	2018	2017
Insurance and assessments	$ 206,416	$ 224,852
Data processing fees	758,117	713,066
Professional fees	375,746	440,204
Armored car and courier	131,299	124,414
Directors fees and expenses	193,562	203,358
Stationery and supplies	110,700	136,818
Advertising	102,658	64,588
Telephone	128,854	124,682
Other expenses	545,077	696,590
	$ 2,552,429	$ 2,728,572

(Continued)

NOTE 14 – EMPLOYEE BENEFITS

In 1989, the Company established a 401(k) plan (the "Plan") for eligible employees. All employees 21 years of age or older and having completed 90 days of employment are eligible to participate in the Plan. According to the Plan, the Company may make discretionary matching contributions. Discretionary contributions of $317,063 and $285,526 were made to the Plan in 2018 and 2017, respectively. Contributions to the Plan by the Company become fully vested after three years of service. Employee contributions to the Plan are fully vested as of the contribution date.

NOTE 15 – RELATED PARTY TRANSACTIONS

Loans and Commitments: During the normal course of business, the Company enters into loans with related parties, including executive officers and directors. The following is a summary of the aggregate activity involving related party borrowers:

Balance, January 1, 2017	$ 1,330,322
Disbursements	-
Amounts repaid	(392,038)
Balance, December 31, 2017	$ 938,284
Disbursements	-
Amounts repaid	(443,448)
Balance, December 31, 2018	$ 494,836
Undisbursed commitments to related parties, December 31, 2018	$ 110,000

As of December 31, 2018 and 2017 the Company serviced 11 and 19 loans respectively, totaling $5,725,043 and $9,369,568, respectively, on behalf of certain related parties.

Deposits: During the normal course of business, the Company accepts deposits from related parties. Deposits from the Company's majority shareholder and other entities under its common control totaled $52,048,055 and $63,932,078 at December 31, 2018 and 2017, respectively, with weighted average interest rates of 0.36% and 0.39%, respectively.

Subordinated Promissory Note: As disclosed in Note 9, the Company has unsecured subordinated promissory notes with its majority shareholder.

(Continued)

NOTE 16 – REVENUE FROM CONTRACTS WITH CUSTOMERS

A subset of our noninterest income relates to certain fee-based revenue within the scope of ASC Topic 606 – *Revenue from Contracts with Customers* (Topic 606). The objective of the standard is to clarify the principles for recognizing revenue from contracts with customers across all industries and to develop a common revenue standard under GAAP. All of the Bank's revenue from contracts with customers in the scope of ASC 606 is recognized within Non-Interest Income. The following table presents the Bank's sources of Non-Interest Income for the twelve months ended December 31, 2018 and 2017, respectfully. Items outside the scope of ASC 606 are noted as such.

	2018	2017
Non-interest income:		
Service charges and fees	$ 246,208	$ 294,357
Other income[(a)]	221,726	213,952
Total non-interest income	$ 467,934	$ 508,309

[(a)]Not within the scope of ASC 606.

A description of the Bank's revenue streams accounted for under ASC 606 follows.

Service charges and fees: Retail Banking provides demand deposit, money market and savings account products for consumer and small business customers. Services include online and branch banking, overdraft, ATM use fees, wire transfer services, imaging services and cash alternative services such as cashier's checks. We recognize fee income at the time these services are performed for the customer.

(Continued)

NOTE 17 – PARENT ONLY CONDENSED FINANCIAL STATEMENTS

CONDENSED BALANCE SHEETS
December 31, 2018 and 2017

	2018	2017
ASSETS		
Cash and due from banks	$ 199,851	$ 81,036
Accrued interest receivable and other assets	165,500	181,999
Investment in subsidiary	35,125,225	35,093,095
Total assets	$ 35,490,576	$ 35,356,130
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities:		
Accrued expenses	$ 149,209	$ 117,573
Subordinated promissory notes	14,600,000	15,600,000
Total liabilities	14,749,209	15,717,573
Shareholders' equity:		
Common stock	10,047,943	10,047,943
Retained earnings	10,715,837	9,689,695
Accumulated other comprehensive loss, net of taxes	(22,413)	(99,081)
Total shareholders' equity	20,741,367	19,638,557
Total liabilities and shareholders' equity	$ 35,490,576	$ 35,356,130

(Continued)

NOTE 17 – PARENT ONLY CONDENSED FINANCIAL STATEMENTS (Continued)

CONDENSED STATEMENTS OF INCOME
For the Years Ended December 31, 2018 and 2017

	2018	2017
Income:		
Dividend income	$ 1,465,000	$ 200,000
Other income	120	182
Total income	1,465,120	200,182
Expenses:		
Interest on subordinated promissory notes	528,010	410,367
Other expenses	31,930	32,049
Total expenses	559,940	442,416
Income (loss) before equity in undistributed income of subsidiary	905,180	(242,234)
Undistributed equity in income of subsidiary	(44,538)	518,969
Income before income taxes	860,642	276,735
Income tax benefit	165,502	181,999
Net income	$ 1,026,144	$ 458,734

(Continued)

NOTE 17 – PARENT ONLY CONDENSED FINANCIAL STATEMENTS (Continued)

CONDENSED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Net income	$ 1,026,144	$ 458,734
Adjustments to reconcile net income to net cash used in operating activities:		
Undistributed equity in income of subsidiary	44,538	(518,969)
(Increase) Decrease in accrued interest receivable and other assets	16,497	(38,103)
Increase in accrued expenses	31,636	29,255
Net cash used in operating activities	1,118,815	(69,083)
Cash flows used in investing activities:		
Investment in Bank subsidiary	-	-
Cash flows used in financing activities:		
Decrease in subordinated promissory notes	(1,000,000)	-
Increase (decrease) in cash and cash equivalents	118,815	(69,083)
Cash and cash equivalents at beginning of period	81,036	150,119
Cash and cash equivalents at end of year	$ 199,851	$ 81,036