

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2018
Or

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

For the transition period from _____ to _____.

Commission file number: 000-55290

PILGRIM BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation or organization)

46-5110553

(I.R.S. Employer
Identification Number)

40 South Main Street, Cohasset, Massachusetts

(Address of principal executive offices)

02025

(Zip Code)

Registrant's telephone number, including area code: **(781) 383-0541**

Securities registered pursuant to Section 12(b) of the Act: **None**

Securities registered pursuant to Section 12(g) of the Act: **Common Stock, \$0.01 par value**

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). YES NO

As of November 7, 2018, there were issued and outstanding 2,261,619 shares of the Registrant's Common Stock with a par value of \$0.01 per share.

Pilgrim Bancshares, Inc.
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PILGRIM BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED BALANCE SHEETS

(In Thousands, except share data)

(unaudited)	September 30, 2018	December 31, 2017
<u>ASSETS</u>		
Cash and due from banks	\$ 1,382	\$ 1,391
Interest-bearing demand deposits with other banks	11,070	13,579
Total cash and cash equivalents	12,452	14,970
Interest-bearing time deposits with other banks	1,111	1,106
Investments in available-for-sale securities (at fair value)	15,920	16,607
Investments in held-to-maturity securities (fair value of \$114 at September 30, 2018, and \$121 at December 31, 2017)	72	83
Federal Home Loan Bank stock, at cost	2,296	2,296
Investment in The Co-operative Central Reserve Fund, at cost	384	384
Loans, net of allowance for loan losses of \$1,319 at September 30, 2018, and \$1,229 at December 31, 2017	222,615	219,975
Premises and equipment, net	4,674	4,758
Investment in real estate, net	1,515	1,547
Accrued interest receivable	709	625
Deferred income tax asset, net	592	559
Bank-owned life insurance	2,373	2,349
Other assets	349	249
Total assets	\$ 265,062	\$ 265,508
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
Deposits:		
Noninterest-bearing	\$ 21,923	\$ 17,559
Interest-bearing	169,038	172,688
Total deposits	190,961	190,247
Federal Home Loan Bank advances	38,588	40,209
Other liabilities	1,005	933
Total liabilities	230,554	231,389
Stockholders' equity:		
Common stock \$.01 par value per share: 10,000,000 shares authorized, 2,261,619 shares issued at September 30, 2018 and 2,255,450 shares issued at December 31, 2017	23	23
Additional paid-in capital	21,347	21,093
Retained earnings	15,624	15,369
Unearned compensation - ESOP (151,337 shares unallocated at September 30, 2018 and 155,833 shares unallocated at December 31, 2017)	(1,513)	(1,559)
Unearned compensation - Restricted Stock	(688)	(675)
Accumulated other comprehensive loss	(285)	(132)
Total stockholders' equity	34,508	34,119
Total liabilities and stockholders' equity	\$ 265,062	\$ 265,508

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

PILGRIM BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF INCOME

(In Thousands, except share and per share data)

(unaudited)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Interest and dividend income:				
Interest and fees on loans	\$ 2,588	\$ 2,327	\$ 7,400	\$ 6,752
Interest on debt securities:				
Taxable	61	48	175	149
Tax-exempt	15	11	46	32
Other interest and dividends	102	70	280	189
Total interest and dividend income	2,766	2,456	7,901	7,122
Interest expense:				
Interest on deposits	518	388	1,339	1,123
Interest on Federal Home Loan Bank advances	156	115	452	311
Total interest expense	674	503	1,791	1,434
Net interest and dividend income	2,092	1,953	6,110	5,688
Provision for loan losses	45	45	90	135
Net interest and dividend income after provision for loan losses	2,047	1,908	6,020	5,553
Noninterest income:				
Service charges on deposit accounts	31	31	95	84
Gain on sales/calls of securities, net	1	-	3	2
Gain on sales of loans, net	-	14	1	20
Rental income	56	52	170	165
Other income	21	31	92	89
Total noninterest income	109	128	361	360
Noninterest expense:				
Salaries and employee benefits	927	874	2,778	2,691
Occupancy expense	112	116	361	355
Equipment expense	40	40	123	125
Data processing expense	122	107	354	311
Professional fees	90	93	275	277
Federal Deposit Insurance Corporation assessment	19	42	101	129
Communications expense	22	22	86	75
Advertising and public relations expense	33	25	113	88
Insurance expense	16	16	47	48
Supplies expense	15	16	45	46
Merger related expense	456	-	456	-
Other expense	42	54	149	178
Total noninterest expense	1,894	1,405	4,888	4,323
Income before income taxes	262	631	1,493	1,590
Income tax expense	208	257	558	620
Net income	\$ 54	\$ 374	\$ 935	\$ 970
Weighted-average number of common shares outstanding:				
Basic	2,058,910	2,039,792	2,055,104	2,035,678
Diluted	2,130,979	2,090,449	2,116,574	2,066,640
Earnings per share:				
Basic	\$ 0.03	\$ 0.18	\$ 0.46	\$ 0.48
Diluted	\$ 0.03	\$ 0.18	\$ 0.44	\$ 0.47

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

PILGRIM BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(In Thousands)

(unaudited)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2018	2017	2018	2017
Net income	\$ 54	\$ 374	\$ 935	\$ 970
Other comprehensive (loss) income, net of tax:				
Net unrealized holding (loss) gain on available-for-sale securities	(7)	17	(183)	92
Reclassification adjustment for net realized gains in net income	(1)	-	(3)	(2)
Other comprehensive (loss) income before income tax effect	(8)	17	(186)	90
Income tax (expense) benefit	(9)	(6)	33	(33)
Other comprehensive (loss) income, net of tax	(17)	11	(153)	57
Comprehensive income	\$ 37	\$ 385	\$ 782	\$ 1,027

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

PILGRIM BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

For the Nine Months Ended September 30, 2018 and 2017

(In Thousands, except share data)

(unaudited)	Common Stock		Additional Paid-in Capital	Retained Earnings	Unearned Compensation-ESOP	Unearned Compensation-Restricted Stock	Accumulated Other Comprehensive Loss	Total
	Shares	Amount						
Balance, December 31, 2016	2,253,439	\$ 23	\$ 20,910	\$ 14,260	\$ (1,619)	\$ (806)	\$ (121)	\$ 32,647
Net income	-	-	-	970	-	-	-	970
Restricted stock surrendered and retired	(3,339)	-	(58)	-	-	-	-	(58)
Restricted stock granted in connection with equity incentive plan	3,350	-	58	-	-	(58)	-	-
Stock options exercised	1,500	-	19	-	-	-	-	19
Common stock held by ESOP committed to be allocated (4,495 shares)	-	-	30	-	45	-	-	75
Share based compensation-restricted stock	-	-	-	-	-	141	-	141
Share based compensation-options	-	-	84	-	-	-	-	84
Other comprehensive income, net of tax effect	-	-	-	-	-	-	57	57
Balance, September 30, 2017	<u>2,254,950</u>	<u>\$ 23</u>	<u>\$ 21,043</u>	<u>\$ 15,230</u>	<u>\$ (1,574)</u>	<u>\$ (723)</u>	<u>\$ (64)</u>	<u>\$ 33,935</u>
Balance, December 31, 2017	2,255,450	\$ 23	\$ 21,093	\$ 15,369	\$ (1,559)	\$ (675)	\$ (132)	\$ 34,119
Net income	-	-	-	935	-	-	-	935
Restricted shares surrendered and retired	(3,331)	-	(67)	-	-	-	-	(67)
Restricted stock granted in connection with the equity incentive plan	9,500	-	183	-	-	(183)	-	-
Common stock held by ESOP committed to be allocated (4,496 shares)	-	-	47	-	46	-	-	93
Share based compensation-restricted stock	-	-	-	-	-	170	-	170
Share based compensation-options	-	-	91	-	-	-	-	91
Dividend declared	-	-	-	(680)	-	-	-	(680)
Other comprehensive loss, net of tax effect	-	-	-	-	-	-	(153)	(153)
Balance, September 30, 2018	<u>2,261,619</u>	<u>\$ 23</u>	<u>\$ 21,347</u>	<u>\$ 15,624</u>	<u>\$ (1,513)</u>	<u>\$ (688)</u>	<u>\$ (285)</u>	<u>\$ 34,508</u>

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

PILGRIM BANCSHARES, INC. AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In Thousands)

(unaudited)	Nine Months Ended September 30,	
	2018	2017
Cash flows from operating activities:		
Net income	\$ 935	\$ 970
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	90	135
Capitalized interest on interest-bearing time deposits	(5)	(6)
Amortization of securities, net	44	65
Gain on sales/calls of securities, net	(3)	(2)
Loans originated for sale	(280)	(1,122)
Proceeds from sales of loans originated for sale	281	1,142
Gains on sales of loans, net	(1)	(20)
Change in net deferred origination fees, costs, premiums and discounts	41	(51)
Depreciation and amortization	245	242
Stock based compensation expense	354	300
Increase in accrued interest receivable	(84)	(63)
Increase in bank-owned life insurance	(24)	(26)
(Increase) decrease in other assets	(100)	13
Increase (decrease) in other liabilities	72	(64)
Net cash provided by operating activities	1,565	1,513
Cash flows from investing activities:		
Purchase of Federal Home Loan Bank stock	-	(135)
Redemption of Federal Home Loan Bank stock	-	138
Purchases of available-for-sale securities	(893)	(852)
Proceeds from maturities/calls/pay downs of available-for-sale securities	1,353	1,443
Proceeds from maturities of held-to-maturity securities	11	18
Loan principal originations and collections, net	(2,376)	2,393
Loans purchased	(395)	(11,514)
Capital expenditures	(129)	(99)
Net cash used in investing activities	(2,429)	(8,608)
Cash flows from financing activities:		
Net increase (decrease) in demand deposits, NOW and savings accounts	1,651	(2,246)
Net (decrease) increase in time deposits	(937)	5,814
Payments on Federal Home Loan Bank long-term advances	(9,621)	(17,545)
Proceeds from Federal Home Loan Bank long-term advances	8,000	22,500
Restricted shares surrendered and retired	(67)	(58)
Stock options exercised	-	19
Dividends paid to stockholders	(680)	-
Net cash (used in) provided by financing activities	(1,654)	8,484
Net (decrease) increase in cash and cash equivalents	(2,518)	1,389
Cash and cash equivalents at beginning of period	14,970	11,188
Cash and cash equivalents at end of period	\$ 12,452	\$ 12,577
Supplemental disclosures:		
Interest paid	\$ 1,785	\$ 1,425
Income taxes paid	634	793

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

PILGRIM BANCSHARES, INC. AND SUBSIDIARY

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - NATURE OF OPERATIONS

Pilgrim Bancshares, Inc. (the “Company”) was incorporated in February 2014 under the laws of the State of Maryland. The Company owns all of the outstanding shares of common stock of Pilgrim Bank (the “Bank”). The Bank is a Massachusetts-chartered stock bank, which was incorporated in 1916 and is headquartered in Cohasset, Massachusetts. The Bank operates its business from three banking offices located in Massachusetts. The Bank is engaged principally in the business of attracting deposits from the public and investing those deposits in residential and commercial real estate loans, and in commercial, consumer and small business loans. The Bank is subject to the regulations of, and periodic examination by, the Massachusetts Division of Banks (“DOB”) and the Federal Deposit Insurance Corporation (“the FDIC”).

NOTE 2 - BASIS OF PRESENTATION

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, the Bank, and the Bank’s wholly-owned subsidiaries, 48 South Main Street Corporation, which was formed to hold securities for its own account; 40 South Main Street Realty Trust, which was formed to hold our main office; and 800 CJC Realty Corporation, which was formed to invest in and develop residential and commercial property. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and accompanying notes required by GAAP for complete financial statements. Financial information as of September 30, 2018 and for the interim periods ended September 30, 2018 and 2017 is unaudited; however, in the opinion of management, reflects all adjustments considered necessary for a fair presentation of such information. Such adjustments were of a normal recurring nature. The results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of the results that may be expected for the entire year or any other interim period.

These statements should be read in conjunction with the audited consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017. In preparing consolidated financial statements in conformity with GAAP, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheets and 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.

Certain previously reported amounts have been reclassified to conform to the current period’s presentation.

NOTE 3 - RECENT ACCOUNTING PRONOUNCEMENTS

As an “emerging growth company,” as defined in Title 1 of Jumpstart Our Business Startups (JOBS) Act, the Company has elected to use the extended transition period to delay adoption of new or reissued accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. Accordingly, the consolidated financial statements may not be comparable to the financial statements of public companies that comply with such new or revised accounting standards. As of September 30, 2018, there is no significant difference in the comparability of the consolidated financial statements as a result of this extended transition period. The Company’s status as an “emerging growth company” will end on December 31, 2019.

In May 2014 and August 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, "Revenue from Contracts with Customers (Topic 606)." The objective of this ASU is to clarify principles for recognizing revenue and to develop a common revenue standard for Generally Accepted Accounting Principles (GAAP) and International Financial Reporting Standards. The guidance in ASU 2014-09 affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards. The core principal of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Under the extended transition period for an emerging growth company, the amendments in ASU 2015-14 defer the effective date of ASU 2014-09 to annual reporting periods beginning after December 15, 2018, and interim periods within that period. Earlier application is permitted only as of an annual reporting period beginning after December 15, 2016, including interim reporting periods within that reporting period. The adoption of ASU 2014-09 is not expected to have a material impact on the Company's consolidated financial statements.

We have evaluated the impact of adopting the update and concluded that it will not have a significant impact on our consolidated financial statements. The Company's revenue streams that are in-scope of the update include: deposit fees, (including ATM fees, overdraft fees, maintenance fees and dormancy fees); and debit card fees. For in-scope revenue streams, our current revenue recognition would not be different than revenue recognition under the update. Financing the sale of OREO would be included in the scope of the update; however, the Company has not been involved in the financing of any OREO sales. Our customer contracts generally do not have performance obligations and fees are assessed and collected as the transaction occurs. The Company's fee income, from service charges on deposit accounts and bankcard fees, is not material for any one individual income stream.

In January 2016, the FASB issued ASU 2016-01, "Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities." The amendments in this ASU address certain aspects of recognition, measurement, presentation, and disclosure of financial instruments and makes targeted improvements to GAAP as follows:

1. Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same manner.
2. Simplify the impairment assessment of equity investments without determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value.
3. Eliminate the requirement for public business entities to disclose the method(s) 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.
4. Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes.
5. Require an entity to present separately in other comprehensive income the portion of the total change in 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.
6. Require separate presentation of financial assets and financial liabilities by measurement category and form of financial assets (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements.
7. Clarify 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.

Under the extended transition period for an emerging growth company, the amendments in this update are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2018. Early application of item 5 above is permitted for fiscal years, or interim periods for which financial statements have not yet been issued. Early application of all other amendments in this ASU is not permitted. The Company anticipates that the adoption of this ASU will not have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)." This ASU was issued to increase transparency and comparability among organizations by requiring reporting entities to recognize all leases, including operating, as lease assets and lease liabilities on the balance sheet and disclose key information about leasing arrangements. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods therein. The Company anticipates that the adoption of this ASU will not have a material impact on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-based Payment Accounting." The ASU simplifies several aspects of the accounting for share-based payment award transactions, including: (a) income tax consequences; (b) classification of awards as either equity or liabilities; and (c) classification on the statement of cash flows. The Company adopted ASU 2016-09 during the reporting period that ended September 30, 2017. As a result of the adoption of ASU 2016-09, the Company recognized an excess tax benefit of \$26,000 in the income tax expense section of the consolidated statements of income, for the year ended December 31, 2017. Following the adoption of ASU 2016-09, the Company continues to estimate zero forfeitures.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments." The ASU requires an organization to measure all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. Organizations will continue to use judgement to determine which loss estimation method is appropriate for their circumstances. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. This update will be effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted in interim and annual reporting periods beginning after December 15, 2018. The Company is currently evaluating the amendments of ASU No. 2016-13 to determine the potential impact the new standard will have on the Company's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, "Classification of Certain Cash Receipts and Cash Payments." Current GAAP is unclear or does not include specific guidance on how to classify certain transactions in the statement of cash flows. This ASU is intended to reduce diversity in practice in how eight particular transactions are classified in the statement of cash flows. Under the extended transition period for an emerging growth company, the amendments in ASU 2016-15 are effective for fiscal years beginning after December 15, 2018 and interim periods within fiscal years beginning after December 15, 2018. Early adoption is permitted, provided that all of the amendments are adopted in the same period. Entities will be required to apply the guidance retrospectively. If it is impracticable to apply the guidance retrospectively for an issue, the amendments related to that issue would be applied prospectively. As this guidance only affects the classification within the statement of cash flows, ASU 2016-15 is not expected to have a material impact on the Company's consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18 “Statement of Cash Flows – Restricted Cash (Topic 230).” The amendments in this update require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The amendments in this update do not provide a definition of restricted cash or restricted cash equivalents. Under the extended transition period for an emerging growth company, the amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. As this guidance only affects the classification within the statement of cash flows, ASU 2016-18 is not expected to have a material impact on the Company’s consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, “Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20).” The amendments in this update require shortening the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018 and interim periods therein. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. ASU 2017-08 is not expected to have a material impact on the Company’s consolidated financial statements.

In February 2018, the FASB issued ASU 2018-02, “Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income.” ASU 2018-02 was issued to address the income tax accounting treatment of the stranded tax effects within accumulated other comprehensive income due to the prohibition of backward tracing due to an income tax rate change that was initially recorded in other comprehensive income. This issue came about from the enactment of the Tax Cuts and Jobs Act on December 22, 2017 that changed the Company’s federal tax rate from 34% to 21%. The ASU changed the current accounting whereby an entity may elect to reclassify the stranded tax effect from accumulated other comprehensive income to retained earnings. The ASU is effective for periods beginning after December 15, 2018 although early adoption is permitted. The Company elected to early adopt ASU 2018-02 and reclassified stranded taxes of \$22,000 within accumulated other comprehensive loss to retained earnings, for the year ended December 31, 2017.

In August 2018, the FASB issued ASU 2018-13, “Changes to the Disclosure Requirements for Fair Value Measurement (Topic 820).” This ASU modifies the disclosure requirements for fair value measurements by removing, modifying, or adding certain disclosures. The amendments in this ASU are effective for fiscal years beginning after December 15, 2019 and interim periods therein and are to be applied prospectively for all new disclosures, and retrospectively for existing disclosures that were modified or removed. Early adoption is permitted. An entity is permitted to early adopt any removed or modified disclosures and delay adoption of additional disclosures until their effective date. The Company is evaluating the impact of adopting ASU 2018-13 on its financial statements.

NOTE 4 - EARNINGS PER SHARE (EPS)

The Company has adopted the EPS guidance included in Accounting Standards Codification (ASC) 260-10. As presented below, basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that would occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. For purposes of computing diluted EPS, the treasury stock method is used.

Unallocated ESOP shares and unearned shares of restricted stock are not deemed outstanding for earnings per share calculations.

EPS for the three and nine months ended September 30, 2018 and 2017 have been computed based on the following:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Net income (In thousands)	\$ 54	\$ 374	\$ 935	\$ 970
Basic and diluted common shares:				
Weighted average common shares outstanding	2,261,619	2,254,950	2,262,669	2,254,070
Weighted average unearned shares-restricted stock	(50,629)	(57,060)	(53,982)	(58,808)
Weighted average unallocated ESOP shares	(152,080)	(158,098)	(153,583)	(159,584)
Basic weighted average shares outstanding	2,058,910	2,039,792	2,055,104	2,035,678
Dilutive potential common shares-options	54,510	32,934	44,875	16,668
Dilutive effect of unearned restricted stock	17,559	17,723	16,595	14,294
Diluted weighted average shares outstanding	2,130,979	2,090,449	2,116,574	2,066,640
Basic earnings per share	\$ 0.03	\$ 0.18	\$ 0.46	\$ 0.48
Diluted earnings per share (1) (2)	\$ 0.03	\$ 0.18	\$ 0.44	\$ 0.47

- (1) Options to purchase 10,000 shares were not included in the computation of diluted earnings per share for the three and nine months ended September 30, 2018 because the effect was anti-dilutive.
- (2) Options to purchase 7,500 shares were not included in the computation of diluted earnings per share for the nine months ended September 30, 2017 because the effect was anti-dilutive.

NOTE 5 - INVESTMENTS IN SECURITIES

Investments in securities have been classified in the consolidated balance sheets according to management's intent. The amortized cost basis of securities and their approximate fair values are as follows as of September 30, 2018 and December 31, 2017:

	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)				
Available-for-sale securities:				
September 30, 2018:				
Debt securities issued by U.S. government corporations and agencies	\$ 9,252	\$ -	\$ 149	\$ 9,103
Debt securities issued by states of the United States and political subdivisions of the states	2,741	-	43	2,698
Mortgage-backed securities	4,288	3	172	4,119
	<u>\$ 16,281</u>	<u>\$ 3</u>	<u>\$ 364</u>	<u>\$ 15,920</u>
December 31, 2017:				
Debt securities issued by U.S. government corporations and agencies	\$ 8,350	\$ -	\$ 70	\$ 8,280
Debt securities issued by states of the United States and political subdivisions of the states	3,258	15	20	3,253
Mortgage-backed securities	5,174	3	103	5,074
	<u>\$ 16,782</u>	<u>\$ 18</u>	<u>\$ 193</u>	<u>\$ 16,607</u>
	Amortized Cost Basis	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In Thousands)				
Held-to-maturity securities:				
September 30, 2018:				
Mortgage-backed securities	\$ 72	\$ 42	\$ -	\$ 114
	<u>\$ 72</u>	<u>\$ 42</u>	<u>\$ -</u>	<u>\$ 114</u>
December 31, 2017:				
Mortgage-backed securities	\$ 83	\$ 38	\$ -	\$ 121
	<u>\$ 83</u>	<u>\$ 38</u>	<u>\$ -</u>	<u>\$ 121</u>

The scheduled maturities of debt securities were as follows as of September 30, 2018:

	Available-For-Sale	Held-To-Maturity	
	Fair Value	Amortized Cost Basis	Fair Value
	(In Thousands)		
Due within one year	\$ 3,026	\$ -	\$ -
Due after one year through five years	7,181	-	-
Due after five years through ten years	1,022	-	-
Due after ten years	572	-	-
Mortgage-backed securities	4,119	72	114
	\$ 15,920	\$ 72	\$ 114

No available-for-sale securities were sold during the three and nine months ended September 30, 2018 and 2017. As of September 30, 2018 and December 31, 2017, there were no securities of issuers whose aggregate carrying amount exceeded 10% of stockholders' equity.

The aggregate fair value and unrealized losses of securities that have been in a continuous unrealized loss position for less than twelve months and for twelve months or more, and are not other-than-temporarily impaired, are as follows:

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In Thousands)					
September 30, 2018:						
Debt securities issued by U.S. government corporations and agencies	\$ 5,105	\$ 100	3,998	\$ 49	\$ 9,103	\$ 149
Debt securities issued by states of the United States and political subdivisions of the states	2,143	21	555	22	2,698	43
Mortgage-backed securities	1,319	45	2,511	127	3,830	172
Total temporarily impaired securities	\$ 8,567	\$ 166	\$ 7,064	\$ 198	\$ 15,631	\$ 364
December 31, 2017:						
Debt securities issued by U.S. government corporations and agencies	\$ 4,025	\$ 30	\$ 3,755	\$ 40	\$ 7,780	\$ 70
Debt securities issued by states of the United States and political subdivisions of the states	990	7	1,073	13	2,063	20
Mortgage-backed securities	1,512	10	3,228	93	4,740	103
Total temporarily impaired securities	\$ 6,527	\$ 47	\$ 8,056	\$ 146	\$ 14,583	\$ 193

As of September 30, 2018, investment securities with unrealized losses consist of 21 debt securities issued by U.S. government corporations and government-sponsored agencies, 11 debt securities issued by states of the United States and political subdivisions of the states and mortgage-backed securities consisting of 26 government agencies and government sponsored enterprises. The Company reviews investments for other-than-temporary impairment using a number of factors including the length of time and the extent to which the market value has been less than cost and by examining any credit deterioration or ratings downgrades. The unrealized losses in the above tables are primarily attributable to changes in market interest rates. As Company management has the intent and ability to hold impaired debt securities until maturity, or for the foreseeable future if classified as available-for-sale, no declines are deemed to be other-than-temporary. For those debt securities for which the fair value of the security is less than its amortized cost and the Company does not intend to sell such security and it is more likely than not that it will not be required to sell such security prior to the recovery of its amortized cost basis less any credit losses, ASC 320-10, "Investments - Debt and Equity Securities," requires that the credit component of the other-than-temporary impairment losses be recognized in earnings while the noncredit component is recognized in other comprehensive income, net of related taxes.

No other-than-temporary impairment losses were recognized for the three and nine months ended September 30, 2018 and 2017.

NOTE 6 - LOANS

Loans consisted of the following:

	September 30,	December 31,
	2018	2017
	(In Thousands)	
Real estate loans:		
One-to four- family residential	\$ 137,685	\$ 143,413
Commercial	24,042	24,360
Multi-family	27,334	21,402
Home equity loans and lines of credit	3,346	2,553
Construction	27,813	25,279
Commercial and industrial loans	2,761	2,802
Consumer loans:		
Consumer lines of credit	19	12
Other consumer loans	586	994
	<u>223,586</u>	<u>220,815</u>
Net deferred loan origination fees, costs, premiums and discounts	348	389
Allowance for loan losses	(1,319)	(1,229)
Net loans	<u>\$ 222,615</u>	<u>\$ 219,975</u>

The following tables set forth information regarding the allowance for loan losses as of and for the three and nine months ended September 30, 2018 and 2017:

	Real Estate:					Consumer			Unallocated	Total
	One- to four-family Residential	Commercial	Multi-family	Home Equity Loans and Lines of Credit	Construction	Commercial and Industrial Loans	Consumer Lines of Credit	Other Consumer		
(In Thousands)										
Three Months ended September 30, 2018:										
Allowance for loan losses:										
Beginning balance	\$ 581	\$ 120	\$ 87	\$ 17	\$ 392	\$ 9	\$ -	\$ 6	\$ 62	\$ 1,274
Charge-offs	-	-	-	-	-	-	-	-	-	-
Recoveries	-	-	-	-	-	-	-	-	-	-
(Benefit) provision	(25)	15	36	(1)	6	-	-	(1)	15	45
Ending balance	<u>\$ 556</u>	<u>\$ 135</u>	<u>\$ 123</u>	<u>\$ 16</u>	<u>\$ 398</u>	<u>\$ 9</u>	<u>\$ -</u>	<u>\$ 5</u>	<u>\$ 77</u>	<u>\$ 1,319</u>

Three Months ended September 30, 2017:										
Allowance for loan losses:										
Beginning balance	\$ 524	\$ 131	\$ 85	\$ 11	\$ 349	\$ 9	\$ 1	\$ 10	\$ 19	\$ 1,139
Charge-offs	-	-	-	-	-	-	-	-	-	-
Recoveries	-	-	-	-	-	-	-	-	-	-
Provision (benefit)	44	(6)	1	2	10	-	-	(2)	(4)	45
Ending balance	<u>\$ 568</u>	<u>\$ 125</u>	<u>\$ 86</u>	<u>\$ 13</u>	<u>\$ 359</u>	<u>\$ 9</u>	<u>\$ 1</u>	<u>\$ 8</u>	<u>\$ 15</u>	<u>\$ 1,184</u>

	Real Estate:					Consumer			Unallocated	Total
	One- to four-family Residential	Commercial	Multi-family	Home Equity Loans and Lines of Credit	Construction	Commercial and Industrial Loans	Consumer Lines of Credit	Other Consumer		
(In Thousands)										
Nine Months ended September 30, 2018:										
Allowance for loan losses:										
Beginning balance	\$ 612	\$ 124	\$ 86	\$ 12	\$ 348	\$ 9	\$ -	\$ 8	\$ 30	\$ 1,229
Charge-offs	-	-	-	-	-	-	-	-	-	-
Recoveries	-	-	-	-	-	-	-	-	-	-
(Benefit) provision	(56)	11	37	4	50	-	-	(3)	47	90
Ending balance	<u>\$ 556</u>	<u>\$ 135</u>	<u>\$ 123</u>	<u>\$ 16</u>	<u>\$ 398</u>	<u>\$ 9</u>	<u>\$ -</u>	<u>\$ 5</u>	<u>\$ 77</u>	<u>\$ 1,319</u>

Nine Months ended September 30, 2017:										
Allowance for loan losses:										
Beginning balance	\$ 449	\$ 134	\$ 74	\$ 12	\$ 340	\$ 10	\$ 1	\$ 15	\$ 14	\$ 1,049
Charge-offs	-	-	-	-	-	-	-	-	-	-
Recoveries	-	-	-	-	-	-	-	-	-	-
Provision (benefit)	119	(9)	12	1	19	(1)	-	(7)	1	135
Ending balance	<u>\$ 568</u>	<u>\$ 125</u>	<u>\$ 86</u>	<u>\$ 13</u>	<u>\$ 359</u>	<u>\$ 9</u>	<u>\$ 1</u>	<u>\$ 8</u>	<u>\$ 15</u>	<u>\$ 1,184</u>

The following tables set forth information regarding the allowance for loan losses at September 30, 2018 and December 31, 2017:

	Real Estate:					Consumer			Unallocated	Total
	One- to four-family Residential	Commercial	Multi-family	Home Equity Loans and Lines of Credit	Construction	Commercial and Industrial Loans	Consumer Lines of Credit	Other Consumer		
At September 30, 2018										
Allowance for loan losses:										
Ending balance:										
Individually evaluated for impairment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending balance: Collectively evaluated for impairment	556	135	123	16	398	9	-	5	77	1,319
Total allowance for loan losses ending balance	<u>\$ 556</u>	<u>\$ 135</u>	<u>\$ 123</u>	<u>\$ 16</u>	<u>\$ 398</u>	<u>\$ 9</u>	<u>\$ -</u>	<u>\$ 5</u>	<u>\$ 77</u>	<u>\$ 1,319</u>

Loans:										
Ending balance:										
Individually evaluated for impairment	\$ 4,830	\$ 602	\$ -	\$ 5	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 5,437
Ending balance: Collectively evaluated for impairment	132,855	23,440	27,334	3,341	27,813	2,761	19	586	-	218,149
Total loans ending balance	<u>\$ 137,685</u>	<u>\$ 24,042</u>	<u>\$ 27,334</u>	<u>\$ 3,346</u>	<u>\$ 27,813</u>	<u>\$ 2,761</u>	<u>\$ 19</u>	<u>\$ 586</u>	<u>\$ -</u>	<u>\$ 223,586</u>

	Real Estate:					Consumer			Unallocated	Total
	One- to four-family Residential	Commercial	Multi-family	Home Equity Loans and Lines of Credit	Construction	Commercial and Industrial Loans	Consumer Lines of Credit	Other Consumer		
At December 31, 2017:										
Allowance for loan losses:										
Ending balance:										
Individually evaluated for impairment	\$ 21	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 21
Ending balance: Collectively evaluated for impairment	591	124	86	12	348	9	-	8	30	1,208
Total allowance for loan losses ending balance	<u>\$ 612</u>	<u>\$ 124</u>	<u>\$ 86</u>	<u>\$ 12</u>	<u>\$ 348</u>	<u>\$ 9</u>	<u>\$ -</u>	<u>\$ 8</u>	<u>\$ 30</u>	<u>\$ 1,229</u>

Loans:										
Ending balance:										
Individually evaluated for impairment	\$ 2,882	\$ 622	\$ -	\$ 6	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 3,510
Ending balance: Collectively evaluated for impairment	140,531	23,738	21,402	2,547	25,279	2,802	12	994	-	217,305
Total loans ending balance	<u>\$ 143,413</u>	<u>\$ 24,360</u>	<u>\$ 21,402</u>	<u>\$ 2,553</u>	<u>\$ 25,279</u>	<u>\$ 2,802</u>	<u>\$ 12</u>	<u>\$ 994</u>	<u>\$ -</u>	<u>\$ 220,815</u>

The following tables set forth information regarding nonaccrual loans and past-due loans as of September 30, 2018 and December 31, 2017:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Total Current	Total	90 Days or More Past Due and Accruing	Nonaccrual Loans
(In Thousands)								
September 30, 2018:								
Real estate loans:								
One- to four-family residential	\$ -	\$ -	\$ 567	\$ 567	\$ 137,118	\$ 137,685	\$ -	\$ 567
Commercial	-	-	-	-	24,042	24,042	-	-
Multi-family	-	-	-	-	27,334	27,334	-	-
Home equity loans and lines of credit	-	-	5	5	3,341	3,346	-	5
Construction	-	-	-	-	27,813	27,813	-	-
Commercial and industrial loans	-	-	-	-	2,761	2,761	-	-
Consumer loans:								
Consumer lines of credit	-	-	-	-	19	19	-	-
Other consumer	-	-	-	-	586	586	-	-
Total	\$ -	\$ -	\$ 572	\$ 572	\$ 223,014	\$ 223,586	\$ -	\$ 572
December 31, 2017:								
Real estate loans:								
One- to four-family residential	\$ -	\$ -	\$ 112	\$ 112	\$ 143,301	\$ 143,413	\$ -	\$ 112
Commercial	-	-	-	-	24,360	24,360	-	-
Multi-family	-	-	-	-	21,402	21,402	-	-
Home equity loans and lines of credit	-	-	-	-	2,553	2,553	-	-
Construction	-	-	-	-	25,279	25,279	-	-
Commercial and industrial loans	-	-	-	-	2,802	2,802	-	-
Consumer loans:								
Consumer lines of credit	-	-	-	-	12	12	-	-
Other consumer	12	-	-	12	982	994	-	-
Total	\$ 12	\$ -	\$ 112	\$ 124	\$ 220,691	\$ 220,815	\$ -	\$ 112

Information about loans that meet the definition of an impaired loan in ASC 310-10-35, "Receivables – Overall Subsequent Measurement," is as follows at September 30, 2018 and December 31, 2017:

	Recorded Investment	Unpaid Principal Balance	Related Allowance
(In Thousands)			
September 30, 2018:			
With no related allowance recorded:			
Real estate loans:			
One- to four-family residential	\$ 4,830	\$ 4,830	\$ -
Commercial	602	602	-
Home equity loans and lines of credit	5	87	-
Total impaired with no related allowance	<u>5,437</u>	<u>5,519</u>	<u>-</u>
With an allowance recorded:			
Real estate loans:			
One- to four-family residential	-	-	-
Commercial	-	-	-
Home equity loans and lines of credit	-	-	-
Total impaired with an allowance recorded	<u>-</u>	<u>-</u>	<u>-</u>
Total			
Real estate loans:			
One- to four-family residential	4,830	4,830	-
Commercial	602	602	-
Home equity loans and lines of credit	5	87	-
Total impaired loans	<u>\$ 5,437</u>	<u>\$ 5,519</u>	<u>\$ -</u>
December 31, 2017:			
With no related allowance recorded:			
Real estate loans:			
One- to four-family residential	\$ 2,315	\$ 2,315	\$ -
Commercial	622	622	-
Home equity loans and lines of credit	6	88	-
Total impaired with no related allowance	<u>2,943</u>	<u>3,025</u>	<u>-</u>
With an allowance recorded:			
Real estate loans:			
One- to four-family residential	567	567	21
Commercial	-	-	-
Home equity loans and lines of credit	-	-	-
Total impaired with an allowance recorded	<u>567</u>	<u>567</u>	<u>21</u>
Total			
Real estate loans:			
One- to four-family residential	2,882	2,882	21
Commercial	622	622	-
Home equity loans and lines of credit	6	88	-
Total impaired loans	<u>\$ 3,510</u>	<u>\$ 3,592</u>	<u>\$ 21</u>

The following table presents, by class, information related to average recorded investment and interest income recognized on impaired loans for the nine months ended September 30, 2018 and September 30, 2017.

	Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
(In Thousands)				
With no related allowance recorded:				
Real estate loans:				
One- to four-family residential	\$ 3,076	\$ 76	\$ 2,757	\$ 87
Commercial	611	35	642	27
Home equity loans and lines of credit	5	-	6	2
Total impaired with no related allowance	<u>3,692</u>	<u>111</u>	<u>3,405</u>	<u>116</u>
With an allowance recorded:				
Real estate loans:				
One- to four-family residential	-	-	643	41
Commercial	-	-	-	-
Home equity loans and lines of credit	-	-	-	-
Total impaired with an allowance recorded	<u>-</u>	<u>-</u>	<u>643</u>	<u>41</u>
Total				
Real estate loans:				
One- to four-family residential	3,076	76	3,400	128
Commercial	611	35	642	27
Home equity loans and lines of credit	5	-	6	2
Total impaired loans	<u>\$ 3,692</u>	<u>\$ 111</u>	<u>\$ 4,048</u>	<u>\$ 157</u>

The following tables present the Company's loans by risk rating:

	Real Estate:					Commercial and Industrial Loans	Consumer		Total
	One- to four-family Residential	Commercial	Multi-family	Home Equity Loans and Lines of Credit	Construction		Consumer Lines of Credit	Other Consumer	
(In Thousands)									
September 30, 2018:									
Grade:									
Pass	\$ -	\$ 18,504	\$ 27,334	\$ -	\$ 27,813	\$ 2,761	\$ -	\$ -	\$ 76,412
Special mention	2,000	5,538	-	-	-	-	-	-	7,538
Substandard	567	-	-	5	-	-	-	-	572
Loans not formally rated	135,118	-	-	3,341	-	-	19	586	139,064
Total	<u>\$ 137,685</u>	<u>\$ 24,042</u>	<u>\$ 27,334</u>	<u>\$ 3,346</u>	<u>\$ 27,813</u>	<u>\$ 2,761</u>	<u>\$ 19</u>	<u>\$ 586</u>	<u>\$ 223,586</u>
December 31, 2017:									
Grade:									
Pass	\$ -	\$ 22,818	\$ 21,402	\$ -	\$ 23,649	\$ 2,802	\$ -	\$ -	\$ 70,671
Special mention	-	1,542	-	-	1,630	-	-	-	3,172
Substandard	679	-	-	6	-	-	-	-	685
Loans not formally rated	142,734	-	-	2,547	-	-	12	994	146,287
Total	<u>\$ 143,413</u>	<u>\$ 24,360</u>	<u>\$ 21,402</u>	<u>\$ 2,553</u>	<u>\$ 25,279</u>	<u>\$ 2,802</u>	<u>\$ 12</u>	<u>\$ 994</u>	<u>\$ 220,815</u>

At September 30, 2018 and December 31, 2017, there were no loans rated "doubtful" or "loss."

Credit Quality Information

The Company utilizes an eight grade internal loan rating system for commercial and multi-family real estate, construction and commercial loans as follows:

Loans rated 1 – 3W: Loans in these categories are considered "pass" rated loans with low to average risk.

Loans rated 4: Loans in this category are considered "special mention." These loans are starting to show signs of potential weakness and are being closely monitored by management.

Loans rated 5: Loans in this category are considered "substandard." Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Company will sustain some loss if the weakness is not corrected.

Loans rated 6: Loans in this category are considered "doubtful." Loans classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, based on currently existing facts, highly questionable and improbable.

Loans rated 7: Loans in this category are considered uncollectible ("loss") and of such little value that their continuance as loans is not warranted.

On an annual basis, or more often if needed, the Company formally reviews the ratings on all commercial and multi-family real estate, construction and commercial loans. For residential real estate, home equity loans and lines of credit and consumer loans, the Company initially assesses credit quality based upon the borrower's ability to pay and subsequently monitors these loans based on the borrower's payment activity.

The Company classifies loans modified as TDRs as impaired loans with an allowance established as part of the allocated component of the allowance for loan losses when the discounted cash flows or value of the underlying collateral of the impaired loan is lower than its carrying value.

During the nine months ended September 30, 2018, there were two loans modified as TDRs. During the nine months ended September 30, 2017, there were two loans (one relationship) modified as TDRs. The following tables provide information on how the loans were modified as TDRs during the nine month period ending September 30, 2018 and 2017:

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
(Dollars In Thousands)			
September 30, 2018			
Troubled Debt Restructurings:			
Real estate loans:			
One- to four- family residential	2	\$ 1,788	\$ 2,150
	<u>2</u>	<u>\$ 1,788</u>	<u>\$ 2,150</u>
September 30, 2017:			
Troubled Debt Restructurings:			
Real estate loans:			
One- to four- family residential	1	\$ 567	\$ 567
Home equity loans and lines of credit	1	6	6
	<u>2</u>	<u>\$ 573</u>	<u>\$ 573</u>

	Rate Reduction	Interest Only Period	Rate Reduction and Interest Only Period	Term Extensions and Capitalization of Payments and Fees
(Dollars in Thousands)				
September 30, 2018				
Real estate loans:				
One- to four- family residential	\$ -	\$ 150	\$ -	\$ 2,000
Total	<u>\$ -</u>	<u>\$ 150</u>	<u>\$ -</u>	<u>\$ 2,000</u>
December 31, 2017:				
Real estate loans:				
One- to four- family residential	\$ -	\$ 567	\$ -	\$ -
Home equity loans and lines of credit	-	6	-	-
Total	<u>\$ -</u>	<u>\$ 573</u>	<u>\$ -</u>	<u>\$ -</u>

As of September 30, 2018 there were two consumer mortgage loans (one relationship) collateralized by residential real estate in the process of foreclosure. These loans, which were modified as troubled debt restructures within the past twelve months, amount to \$654,000 on a gross basis and previously had a partial charge off of \$82,000 resulting in a combined net loan balance of \$572,000. As of September 30, 2018, there was no commitment to lend additional funds to this borrower. As of December 31, 2017, there were no consumer mortgage loans collateralized by residential real estate in the process of foreclosure. As of September 30, 2018 and December 31, 2017, there were no commitments to lend additional funds to borrowers whose loans were modified in troubled debt restructurings.

Loans serviced for others are not included in the accompanying consolidated balance sheets. The unpaid balances of mortgage and other loans serviced for others were \$23.0 million and \$22.7 million at September 30, 2018 and December 31, 2017, respectively.

NOTE 7 – DEPOSITS

The aggregate amount of time deposit accounts in denominations that meet or exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit (currently \$250,000) at September 30, 2018 and December 31, 2017 was \$27.0 million and \$28.4 million, respectively. The totals exclude \$5.0 million of brokered time deposits, which were bifurcated into amounts below the FDIC insurance limit, as of September 30, 2018 and December 31, 2017.

For time deposits as of September 30, 2018, the scheduled maturities for each of the following five years ended September 30 are:

	(In Thousands)
2019	\$ 43,072
2020	31,633
2021	16,331
2022	5,214
2023	732
Total	<u>\$ 96,982</u>

There were \$8.3 million of brokered certificates of deposit and \$8.6 million of listing service deposits at September 30, 2018. There were \$9.1 million of brokered certificates of deposit and \$9.1 million of listing service deposits at December 31, 2017.

NOTE 8 - FEDERAL HOME LOAN BANK ADVANCES

Maturities of advances from the FHLB for the years ending after September 30, 2018 are summarized as follows:

	(In Thousands)
2019	\$ 10,208
2020	7,572
2021	2,405
2022	9,833
2023	70
Thereafter	8,500
	<u>\$ 38,588</u>

Interest rates ranged from 1.01% to 2.71% with a weighted-average interest rate of 1.74% at September 30, 2018. Interest rates ranged from 1.01% to 2.08% with a weighted-average interest rate of 1.48% at December 31, 2017.

Borrowings from the FHLB are secured by a blanket lien on qualified collateral, consisting primarily of loans with first mortgages secured by one-to-four family properties, certain unencumbered investment securities and other qualified assets .

NOTE 9 - FAIR VALUE MEASUREMENTS

ASC 820-10, "Fair Value Measurement - Overall," provides a framework for measuring fair value under generally accepted accounting principles. This guidance also allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis.

In accordance with ASC 820-10, the Company groups its financial assets and financial liabilities 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 - Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury, other U.S. Government and agency mortgage-backed securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 - Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities.

Level 3 - Valuations for assets and liabilities that are derived from other methodologies, including option pricing models, discounted cash flow models and similar techniques, are not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets and liabilities.

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

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all of the Company's financial assets and financial liabilities carried at fair value as of September 30, 2018 and December 31, 2017. The Company did not have any significant transfers between level 1 and level 2 of the fair value hierarchy during the nine months ended September 30, 2018.

The Company's investment in mortgage-backed securities and other debt securities available-for-sale is generally classified within level 2 of the fair value hierarchy. For these securities, we obtain fair value measurements from independent pricing services. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. treasury yield curve, trading levels, market consensus prepayment speeds, credit information and the instrument's terms and conditions.

Level 3 is for positions that are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used. Subsequent to inception, management only changes level 3 inputs and assumptions when corroborated by evidence such as transactions in similar instruments, completed or pending third-party transactions in the underlying investment or comparable entities, subsequent rounds of financing, recapitalization and other transactions across the capital structure, offerings in the equity or debt markets, and changes in financial ratios or cash flows.

The Company's impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using level 2 inputs based upon appraisals of similar properties obtained from a third party. For level 3 inputs, fair value is based upon management estimates of the value of the underlying collateral or the present value of the expected cash flows.

The following tables summarize assets measured at fair value on a recurring basis as of September 30, 2018 and December 31, 2017:

	Fair Value Measurements at Reporting Date Using:			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
(In Thousands)				
September 30, 2018 :				
Debt securities issued by				
U.S. government corporations and agencies	\$ 9,103	\$ -	\$ 9,103	\$ -
Debt securities issued by states of the				
United States and political subdivisions of the states	2,698	-	2,698	-
Mortgage-backed securities	4,119	-	4,119	-
Totals	<u>\$ 15,920</u>	<u>\$ -</u>	<u>\$ 15,920</u>	<u>\$ -</u>
December 31, 2017 :				
Debt securities issued by				
U.S. government corporations and agencies	\$ 8,280	\$ -	\$ 8,280	\$ -
Debt securities issued by states of the				
United States and political subdivisions of the states	3,253	-	3,253	-
Mortgage-backed securities	5,074	-	5,074	-
Totals	<u>\$ 16,607</u>	<u>\$ -</u>	<u>\$ 16,607</u>	<u>\$ -</u>

Under certain circumstances, we make adjustments to fair value for certain assets and liabilities although they are not measured at fair value on an ongoing basis. The following table presents assets carried on the consolidated balance sheet by caption and by level in the fair value hierarchy at September 30, 2018 and December 31, 2017 for which a nonrecurring change in fair value has been recorded:

	Fair Value Measurements at Reporting Date Using:			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
(In Thousands)				
September 30, 2018:				
Impaired loans	\$ 572	\$ -	\$ -	\$ 572
Totals	<u>\$ 572</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 572</u>
December 31, 2017:				
Impaired loans	\$ 552	\$ -	\$ -	\$ 552
Totals	<u>\$ 552</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 552</u>

The estimated fair values of the Company's financial instruments, all of which are held or issued for purposes other than trading, are as follows:

	September 30, 2018				
	Carrying	Fair Value			
	Amount	Level 1	Level 2	Level 3	Total
(In Thousands)					
Financial assets:					
Cash and cash equivalents	\$ 12,452	\$ 12,452	\$ -	\$ -	\$ 12,452
Interest-bearing time deposits with other banks	1,111	-	1,111	-	1,111
Available-for-sale securities	15,920	-	15,920	-	15,920
Held-to-maturity securities	72	-	114	-	114
Federal Home Loan Bank stock	2,296	2,296	-	-	2,296
Investment in The Co-operative Central					
Reserve Fund	384	384	-	-	384
Loans, net	222,615	-	-	224,360	224,360
Accrued interest receivable	709	709	-	-	709
Financial liabilities:					
Deposits	190,961	-	190,977	-	190,977
FHLB advances	38,588	-	36,716	-	36,716
December 31, 2017					
	Carrying	Fair Value			
	Amount	Level 1	Level 2	Level 3	Total
(In Thousands)					
Financial assets:					
Cash and cash equivalents	\$ 14,970	\$ 14,970	\$ -	\$ -	\$ 14,970
Interest-bearing time deposits with other banks	1,106	-	1,106	-	1,106
Available-for-sale securities	16,607	-	16,607	-	16,607
Held-to-maturity securities	83	-	121	-	121
Federal Home Loan Bank stock	2,296	2,296	-	-	2,296
Investment in The Co-operative Central					
Reserve Fund	384	384	-	-	384
Loans, net	219,975	-	-	221,238	221,238
Accrued interest receivable	625	625	-	-	625
Financial liabilities:					
Deposits	190,247	-	190,748	-	190,748
FHLB advances	40,209	-	38,212	-	38,212

The carrying amounts of financial instruments shown in the above table are included in the consolidated balance sheets as of September 30, 2018 and December 31, 2017 under the indicated captions. Accounting policies related to financial instruments are described below.

ASC 825, "Financial Instruments," requires that the Company disclose estimated fair values for its financial instruments. Fair value methods and assumptions used by the Company in estimating its fair value disclosures are as follows:

Cash and cash equivalents: The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents approximate those assets' fair values.

Interest-bearing time deposits with other banks: The fair value of interest-bearing time deposits with other banks was determined by discounting the cash flows associated with these instruments using current market rates for deposits with similar characteristics.

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

Federal Home Loan Bank stock: The carrying amount of the stock is based on redemption provisions of the Federal Home Loan Bank and approximates those assets' fair values.

Investment in the Co-operative Central Reserve Fund: the carrying amount is based on redemption provisions of the Reserve Fund and approximates those assets' fair values.

Loans receivable: For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. The fair values for other loans are estimated by discounting the future cash flows, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

Accrued interest receivable: The carrying amount of accrued interest receivable approximates its fair value.

Deposit liabilities: The fair values disclosed for demand deposits, regular savings, NOW accounts, and money market accounts are 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 calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Federal Home Loan Bank advances: Fair values for Federal Home Loan Bank advances are estimated using a discounted cash flow technique that applies interest rates currently being offered on advances to a schedule of aggregated expected monthly maturities on Federal Home Loan Bank advances.

NOTE 10 - REGULATORY CAPITAL

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 consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Effective January 1, 2015 (with a phase-in period of two to four years for certain components), the Bank became subject to capital regulations adopted by the Board of Governors of the Federal Reserve System ("FRB") and the FDIC, which implement the Basel III regulatory capital reforms and the changes required by the Dodd-Frank Act. The regulations require a common equity Tier 1 ("CET 1") capital ratio of 4.5%, a minimum Tier 1 capital to risk-weighted assets ratio of 6.0%, a minimum total capital to risk-weighted assets ratio of 8.0% and a minimum Tier 1 leverage ratio of 4.0%. CET1 generally consists of common stock and retained earnings, subject to applicable adjustments and deductions. Under prompt corrective action regulations, in order to be considered "well capitalized," the Bank must maintain a CET1 capital ratio of 6.5%, a Tier 1 risk-based capital ratio of 8.0%, a total risk-based capital ratio of 10.0% and a Tier 1 leverage ratio of 5.0%. In addition, the regulations establish a capital conservation buffer above the required capital ratios that began phasing in beginning January 1, 2016 at 0.625% of risk-weighted assets and increases each year by 0.625% until it is fully phased in at 2.5% effective January 1, 2019. Beginning January 1, 2016, failure to maintain the capital conservation buffer will limit the ability of the Bank and the Company to pay dividends, repurchase shares or pay discretionary bonuses. At September 30, 2018, the Bank exceeded the fully phased in regulatory requirement for the capital conservation buffer.

Management believes, as of September 30, 2018, that the Bank meets all capital adequacy requirements to which it is subject.

As of September 30, 2018, 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 Common Equity Tier 1, total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The Bank's actual capital amounts and ratios are also presented in the table as of September 30, 2018 and December 31, 2017.

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
(Dollars In Thousands)						
As of September 30, 2018:						
Total Capital (to Risk Weighted Assets)	\$ 27,900	15.72%	\$ 14,201	8.0%	\$ 17,751	10.0%
Tier 1 Capital (to Risk Weighted Assets)	26,572	14.97	10,651	6.0	14,201	8.0
Common Equity Tier 1 Capital (to Risk Weighted Assets)	26,572	14.97	7,988	4.5	11,538	6.5
Tier 1 Capital (to Average Assets)	26,572	10.04	10,588	4.0	13,234	5.0
As of December 31, 2017:						
Total Capital (to Risk Weighted Assets)	\$ 26,097	15.15%	\$ 13,782	8.0%	\$ 17,227	10.0%
Tier 1 Capital (to Risk Weighted Assets)	24,859	14.43	10,336	6.0	13,782	8.0
Common Equity Tier 1 Capital (to Risk Weighted Assets)	24,859	14.43	7,752	4.5	11,198	6.5
Tier 1 Capital (to Average Assets)	24,859	9.45	10,521	4.0	13,151	5.0

NOTE 11 - COMMON STOCK REPURCHASES

On November 24, 2015, the Board of Directors of the Company authorized a stock repurchase program pursuant to which the Company may purchase up to 89,903 shares of the Company's common stock, equal to 4.0% of the Company's outstanding common stock at the time. The program allows the Company to repurchase common stock at various prices in the open market or through private transactions. The actual amount and timing of future repurchases, if any, will depend on market conditions, applicable SEC rules and various other factors.

The Company did not repurchase any shares of common stock during the nine months ended September 30, 2018 and 2017.

NOTE 12 - EQUITY INCENTIVE PLAN

On November 24, 2015, stockholders of the Company approved the 2015 Equity Incentive Plan ("2015 EIP"). The 2015 EIP provided for the award of up to 314,661 shares of common stock pursuant to grants of restricted stock awards and stock options. All stock options have a ten year life.

Pursuant to the terms of the 2015 EIP, on June 1, 2016, the Board of Directors granted 70,950 shares of restricted stock and 169,500 stock options to certain employees and directors. Of the 70,950 shares of restricted stock granted, 47,600 shares vest evenly over a five year period and 23,350 shares vest over a four year period. Of the 169,500 stock options granted, 122,500 options vest evenly over a five year period and 47,000 options vest over a four year period. On June 1, 2018, 3,331 shares of restricted stock were surrendered for payment of tax obligations related to the vesting process. On June 1, 2017, 3,339 shares of restricted stock were surrendered for payment of tax obligations related to the vesting process.

Pursuant to the terms of the 2015 EIP, on June 1, 2017, the Board of Directors granted 3,350 shares of restricted stock and 7,500 stock options to a director. The 3,350 shares of restricted stock granted and 7,500 stock options vest evenly over a five year period.

Pursuant to the terms of the 2015 EIP, on January 23, 2018, the Board of Directors granted 9,500 shares of restricted stock and 10,000 stock options to certain employees. Of the 9,500 shares of restricted stock granted, 8,500 vest evenly over a five year period and the remaining 1,000 vest over a three year period. The 10,000 stock options vest over a five year period.

At September 30, 2018, there were 6,103 restricted stock awards and 37,758 stock options available for future grants pursuant to the 2015 EIP.

The fair value of each option awarded under the 2015 EIP is estimated on the date of the grant using the Black-Scholes Option-Pricing Model. The expected life represents the period of time that the option is expected to be outstanding, taking into account the contractual term and the vesting period. The expected volatility for the 2016 and 2017 awards is based on peer group volatility because the Company did not have sufficient trading history. The expected volatility for the 2018 awards is based on Pilgrim Bancshares, Inc.'s trading history. The dividend yield is based on the Company's expectation of no dividend payouts. The risk-free rate was based on the U.S. Treasury yield curve in effect at the date of the grant for a period equivalent to the expected life of the option.

The weighted average assumptions and fair value used for options granted are as follows:

	Stock Option Assumptions		
	Grant 1/23/2018	Grant 6/1/2017	Grant 6/1/2016
Expected life	6.40 years	6.40 years	6.40 years
Expected dividend yield	0%	0%	0%
Expected volatility	13.74%	23.93%	20.24%
Expected forfeiture rate	0%	0%	0%
Risk free rate	2.55%	2.02%	1.67%
Fair value per option	\$ 4.18	\$ 5.04	\$ 3.17

A summary of activity for the 2015 Equity Incentive Plan as of and for the nine months ended September 30, 2018 and September 30, 2017 is as follows:

	<u>2018</u>		<u>2017</u>	
	<u>Number of Options</u>	<u>Weighted Avg. Exercise Price</u>	<u>Number of Options</u>	<u>Weighted Avg. Exercise Price</u>
Outstanding at beginning of period	175,000	\$ 13.05	169,500	\$ 12.85
Granted	10,000	\$ 19.30	7,500	\$ 17.45
Exercised	-	-	(1,500)	\$ 12.85
Outstanding at end of period	<u>185,000</u>	\$ 13.39	<u>175,500</u>	\$ 13.05
Exercisable at end of period	<u>31,900</u>	\$ 12.85	<u>32,400</u>	\$ 12.85
Weighted average fair value of 169,500 options granted 6/1/2016	\$ 3.17			
Weighted average contractual life remaining	7.7 years			
Weighted average exercise price	\$ 12.85			
Aggregate intrinsic value as of September 30, 2018 (\$ in thousands)	\$ 1,590			
Weighted average fair value of 7,500 options granted 6/1/2017	\$ 5.04			
Weighted average contractual life remaining	8.7 years			
Weighted average exercise price	\$ 17.45			
Aggregate intrinsic value as of September 30, 2018 (\$ in thousands)	\$ 37			
Weighted average fair value of 10,000 options granted 1/23/2018	\$ 4.18			
Weighted average contractual life remaining	9.4 years			
Weighted average exercise price	\$ 19.30			
Aggregate intrinsic value as of September 30, 2018 (\$ in thousands)	\$ 31			

Restricted Stock

	<u>2018</u>		<u>2017</u>	
	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value</u>	<u>Number of Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Unvested outstanding at beginning of period	60,110	\$ 13.11	70,950	\$ 12.85
Granted	9,500	\$ 19.30	3,350	\$ 17.45
Shares surrendered	(3,331)	\$ 12.85	(3,339)	\$ 12.85
Shares vested	(11,529)	\$ 13.12	(10,851)	\$ 12.85
Unvested outstanding at end of period	<u>54,750</u>	\$ 14.19	<u>60,110</u>	\$ 13.11

As of September 30, 2018, unrecognized share-based compensation expense related to non-vested options granted on June 1, 2016 amounted to \$287,000 and the unrecognized share-based compensation expense related to non-vested restricted stock granted on June 1, 2016 amounted to \$486,000. The unrecognized expense related to the non-vested options and non-vested restricted stock will be recognized over a weighted average period of 2.5 years.

As of September 30, 2018, unrecognized share-based compensation expense related to non-vested options granted on June 1, 2017 amounted to \$28,000 and the unrecognized share-based compensation expense related to non-vested restricted stock granted on June 1, 2017 amounted to \$43,000. The unrecognized expense related to the non-vested options and non-vested restricted stock will be recognized over a weighted average period of 3.6 years.

As of September 30, 2018, unrecognized share-based compensation expense related to non-vested options granted on January 23, 2018 amounted to \$36,000 and the unrecognized share-based compensation expense related to non-vested restricted stock granted on January 23, 2018 amounted to \$159,000. The unrecognized expense related to the non-vested options and non-vested restricted stock will be recognized over a weighted average period of 4.4 years.

For the three months ended September 30, 2018, the Company recognized stock option related compensation expense of \$31,000, and the recognized tax benefit related to this expense was \$3,000. For the nine months ended September 30, 2018, the Company recognized stock option related compensation expense of \$91,000, and the recognized tax benefit related to this expense was \$9,000.

For the three months ended September 30, 2017, the Company recognized stock option related compensation expense of \$29,000, and the recognized tax benefit related to this expense was \$3,000. For the nine months ended September 30, 2017, the Company recognized stock option related compensation expense of \$84,000, and the recognized tax benefit related to this expense was \$10,000.

For the three months ended September 30, 2018, the Company recognized restricted stock related compensation expense of \$58,000, and the recognized tax benefit related to this expense was \$16,000. For the nine months ended September 30, 2018, the Company recognized restricted stock related compensation expense of \$170,000, and the recognized tax benefit related to this expense was \$47,000.

For the three months ended September 30, 2017, the Company recognized restricted stock related compensation expense of \$49,000, and the recognized tax benefit related to this expense was \$20,000. For the nine months ended September 30, 2017, the Company recognized restricted stock related compensation expense of \$141,000, and the recognized tax benefit related to this expense was \$55,000.

NOTE 13 – MERGER ANNOUNCEMENT

On July 25, 2018, the Company announced that it has entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Hometown Financial Group, MHC and Hometown Financial Group, Inc. pursuant to which the Company will merge with a to-be-formed wholly owned subsidiary of Hometown Financial Group, Inc., in an all cash transaction valued at approximately \$53.9 million. Under the terms of the agreement, shareholders of the Company will receive \$23.00 in cash in exchange for each share of Company common stock.

The respective boards of each of the parties to the Merger Agreement have unanimously approved the transaction. The transaction is subject to receipt of state and federal regulatory approvals and approval by shareholders of the Company and is expected to close in the first quarter of 2019.

The definitive agreement provides for a termination fee of \$1,625,000 that would be payable to Hometown Financial Group, Inc. by the Company under certain circumstances, which are described in detail in the Merger Agreement.

For the three and nine months ended September 30, 2018, the Company incurred \$456,000 of merger related expenses.

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

General

Management's discussion and analysis of the financial condition and results of operations at and for the three and nine months ended September 30, 2018 and 2017 is intended to assist in understanding the financial condition and results of operations of the Company. The information contained in this section should be read in conjunction with the unaudited financial statements and the notes thereto, appearing in Part I, Item 1 of this Quarterly Report on Form 10-Q.

This Report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "assume," "plan," "seek," "expect," and words of similar meaning. These forward-looking statements include, but are not limited to:

- our ability to consummate our proposed merger with Hometown Financial Group, Inc.;
- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on our current beliefs and expectations and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change. We are under no duty to and do not take any obligation to update any forward-looking statements after the date of this Report.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- our pending merger with Hometown Financial Group is not consummated;
- our ability to manage our operations under the current adverse economic conditions nationally and in our market area;
- adverse changes in the financial industry, securities, credit and national and local real estate markets (including real estate values);
- significant increases in our loan losses, including as a result of our inability to resolve classified and non-performing assets or reduce risks associated with our loans, and management's assumptions in determining the adequacy of the allowance for loan losses;
- credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and in our allowance for loan losses and provision for loan losses;
- competition among depository and other financial institutions;
- our success in implementing our business strategy, particularly increasing our commercial real estate, multi-family, non-owner occupied residential and construction lending;

- our success in introducing new financial products;
- our ability to attract and maintain deposits;
- our ability to continue to improve our asset quality even as we increase our non-residential and non-owner occupied residential lending;
- changes in interest rates generally, including changes in the relative differences between short term and long term interest rates and in deposit interest rates, that may affect our net interest margin and funding sources;
- risks related to a high concentration of loans secured by real estate located in our market area;
- the results of examinations by our regulators, including the possibility that our regulators may, among other things, require us to increase our reserve for loan losses, write down assets, change our regulatory capital position, limit our ability to borrow funds or maintain or increase deposits;
- changes in laws or government regulations or policies affecting financial institutions, including the Dodd-Frank Act and the JOBS Act, which could result in, among other things, increased deposit insurance premiums and assessments, capital requirements (particularly the new capital regulations), regulatory fees and compliance costs and the resources we have available to address such changes;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- changes in our organization, compensation and benefit plans, and our ability to retain key members of our senior management team and to address staffing needs in response to product demand or to implement our strategic plans;
- our ability to control costs and expenses, particularly those associated with operating as a publicly traded company;
- failure or security breaches of computer systems on which we depend;
- the ability of key third-party service providers to perform their obligations to us;
- changes in the financial condition or future prospects of issuers of securities that we own; and
- other economic, competitive, governmental, regulatory and operational factors affecting our operations, pricing, products and services described elsewhere in this Report.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. During the nine months ended September 30, 2018, there were no material changes to the critical accounting policies disclosed in Pilgrim Bancshares, Inc.'s Annual Report Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission on March 21, 2018.

Comparison of Financial Condition at September 30, 2018 and December 31, 2017

Total assets decreased \$446,000, to \$265.1 million at September 30, 2018 from \$265.5 million at December 31, 2017. The slight decrease was primarily due to a decrease in cash and cash equivalents of \$2.5 million and a decrease in available-for-sale investment securities of \$687,000, partially offset by an increase in several asset categories including net loans, which increased \$2.6 million.

Total cash and cash equivalents decreased \$2.5 million, or 16.8%, to \$12.5 million at September 30, 2018 from \$15.0 million at December 31, 2017. The decrease in cash and cash equivalents resulted from a decrease in borrowings and an increase in loans.

Net loans increased \$2.6 million, or 1.2%, to \$222.6 million at September 30, 2018 from \$220.0 million at December 31, 2017. The Company originated \$49.4 million of new loans, and participated in a \$395,000 residential construction loan for the nine months ended September 30, 2018. Of the \$49.4 million of new loans originated during the nine months ended September 30, 2018, \$6.7 million of funds were not advanced. Loan amortization and payoffs totaled \$40.3 million during the nine months ended September 30, 2018.

Investment securities classified as available-for-sale decreased \$687,000, or 4.1%, to \$15.9 million at September 30, 2018 from \$16.6 million at December 31, 2017. The decrease was due to the maturity of two securities and payments in the ordinary course of business. Investment securities classified as held-to-maturity decreased \$11,000, or 13.3%, to \$72,000 at September 30, 2018, from \$83,000 at December 31, 2017 due to payments in the ordinary course of business.

Bank-owned life insurance at September 30, 2018 increased \$24,000, or 1.0%, to \$2.4 million at September 30, 2018 from \$2.3 million at December 31, 2017 due to normal increases in cash surrender value.

Deposits increased \$714,000, or 0.4%, to \$191.0 million at September 30, 2018 from \$190.2 million at December 31, 2017, primarily due to a \$4.4 million increase in demand deposits and a \$1.1 million increase in savings accounts, partially offset by a \$2.5 million decrease in money market accounts and a \$1.2 million decrease in NOW accounts. Core deposits, which we consider to be our noninterest-bearing demand accounts, NOW accounts, savings accounts and money market accounts, collectively increased \$1.7 million, or 1.8%, to \$94.0 million at September 30, 2018 from \$92.3 million at December 31, 2017 due to new deposit account openings.

FHLB advances decreased \$1.6 million, or 4.0%, to \$38.6 million at September 30, 2018 from \$40.2 million at December 31, 2017 as a result of payments on amortizing borrowings. FHLB advances as of September 30, 2018 consisted of long term bullet and amortizing borrowings.

Stockholders' equity increased \$389,000, or 1.1%, to \$34.5 million at September 30, 2018 from \$34.1 million at December 31, 2017. The increase was driven by \$935,000 of net income offset by \$680,000 of dividends declared during the nine months ended September 30, 2018. Additional paid in capital increased \$254,000 during the nine month period ended September 30, 2018 due to the impact of equity incentive plans.

Delinquent Loans. The following table sets forth our loan delinquencies by type and amount at the dates indicated.

	At September 30, 2018			At December 31, 2017		
	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due
(In Thousands)						
Real estate loans:						
One- to four-family residential ⁽¹⁾	\$ -	-	\$ 567	\$ -	-	\$ 112
Commercial	-	-	-	-	-	-
Multi-family	-	-	-	-	-	-
Home equity loans and lines of credit	-	-	5	-	-	-
Construction	-	-	-	-	-	-
Total real estate	-	-	572	-	-	112
Commercial and industrial loans	-	-	-	-	-	-
Consumer loans	-	-	-	12	-	-
Total loans	\$ -	\$ -	\$ 572	\$ 12	\$ -	\$ 112

(1) There were no delinquent non-owner occupied residential real estate loans at September 30, 2018 or December 31, 2017.

Classified Assets. The following table sets forth our amounts of classified assets and assets designated as special mention as of September 30, 2018 and December 31, 2017.

	At September 30, 2018	At December 31, 2017
(In Thousands)		
Classified assets:		
Substandard:		
Loans	\$ 572	\$ 685
Securities	72	83
Total substandard	644	768
Doubtful	-	-
Loss	-	-
Total classified assets	\$ 644	\$ 768
Special mention	\$ 7,538	\$ 3,172

Non-Performing Assets . The following table sets forth information regarding our non-performing assets and troubled debt restructurings at the dates indicated. The information reflects net charge-offs but not specific reserves. Troubled debt restructurings include loans where the borrower is experiencing financial difficulty and for which either a portion of interest or principal has been forgiven or an extension of term granted, or for which the loans were modified at interest rates materially less than current market rates.

	<u>At September 30, 2018</u>	<u>At December 31, 2017</u>
(Dollars In Thousands)		
Non-accrual loans:		
Real estate loans:		
One- to four-family residential ⁽¹⁾	\$ 567	\$ 112
Commercial	-	-
Multi-family	-	-
Home equity loans and lines of credit	5	-
Construction	-	-
Total real estate	<u>572</u>	<u>112</u>
Commercial and industrial loans	-	-
Consumer loans	-	-
Total non-accrual loans	<u>572</u>	<u>112</u>
Total accruing loans past due 90 days or more	-	-
Total of nonaccrual loans and accruing loans 90 days or more past due	<u>572</u>	<u>112</u>
Other non-performing assets	-	-
Total non-performing assets	<u>572</u>	<u>112</u>
Performing troubled debt restructurings:		
Real estate loans:		
One- to four-family residential ⁽²⁾	4,263	2,882
Commercial	602	622
Multi-family	-	-
Home equity loans and lines of credit	-	6
Total real estate	<u>4,865</u>	<u>3,510</u>
Commercial and industrial loans	-	-
Consumer loans	-	-
Total troubled debt restructurings	<u>4,865</u>	<u>3,510</u>
Total non-performing loans and troubled debt restructurings	<u>\$ 5,437</u>	<u>\$ 3,622</u>
Non-performing loans to total loans	0.26%	0.05%
Non-performing assets to total assets	0.22%	0.04%
Non-performing assets and troubled debt restructurings to total assets	2.05%	1.36%

(1) There were no non-performing non-owner occupied residential real estate loans at September 30, 2018 or December 31, 2017.

(2) There was one troubled debt restructuring related to non-owner occupied residential real estate loans at September 30, 2018 and none at December 31, 2017.

We had no foreclosed real estate at September 30, 2018 and December 31, 2017.

Other Loans of Concern. There were no other loans at September 30, 2018 that are not already disclosed where there is information about possible credit problems of borrowers that caused management to have serious doubts about the ability of the borrowers to comply with present loan repayment terms and that may result in disclosure of such loans in the future.

Comparison of Operating Results for the Three Months Ended September 30, 2018 and September 30, 2017

General. Net income for the three months ended September 30, 2018 was \$54,000, compared to net income of \$374,000 for the three months ended September 30, 2017. The decrease of \$320,000, or 85.6%, in net income was primarily due to \$456,000 of merger related expense and a higher effective tax rate due to the nondeductible nature of merger related expense.

Interest and Dividend Income. Total interest and dividend income for the three months ended September 30, 2018 increased \$310,000, or 12.6%, to \$2.8 million compared to \$2.5 million for the three months ended September 30, 2017. The increase in interest and dividend income was the result of higher average loan balances and yields in the three months ended September 30, 2018. The average balance of loans during the three months ended September 30, 2018 increased \$7.3 million to \$221.5 million from \$214.2 million for the three months ended September 30, 2017, while the average yield on loans increased 32 basis points to 4.67% for the three months ended September 30, 2018 from 4.35% for the three months ended September 30, 2017. The increase in average yield on loans was primarily driven by the Federal Reserve Bank raising the federal funds rate. During 2017, the Federal Reserve Bank increased federal funds rates 25 basis points on three separate occasions. The second 25 basis point increase was not until June 15, 2017. So far in 2018, the Federal Reserve Bank has increased federal funds rates 25 basis points on three occasions. The average balance of investment securities decreased \$947,000 to \$16.1 million for the three months ended September 30, 2018 from \$17.0 million for the three months ended September 30, 2017, the yield on investment securities increased 47 basis points to 1.99% for the three months ended September 30, 2018 from 1.52% for the three months ended September 30, 2017. The increase was consistent with rising short and intermediate-term rates.

Interest Expense. Total interest expense increased \$171,000, or 33.9%, to \$674,000 for the three months ended September 30, 2018 from \$503,000 for the three months ended September 30, 2017. Interest expense on interest-bearing deposit accounts increased \$130,000, or 33.5%, to \$518,000 for the three months ended September 30, 2018 from \$388,000 for the three months ended September 30, 2017. The increase was primarily due to higher interest rates on money market accounts and certificates of deposits.

Interest expense on FHLB advances increased \$41,000, or 35.7%, to \$156,000 for the three months ended September 30, 2018 from \$115,000 for the three months ended September 30, 2017. The average balance of advances increased \$681,000 or 1.9%, \$36.8 million for the three months ended September 30, 2018 compared to \$36.1 million for the three months ended September 30, 2017. The cost of funds on FHLB advances increased 42 basis points to 1.69% for the three months ended September 30, 2018 from 1.27% for the three months ended September 30, 2017.

Net Interest and Dividend Income. Net interest and dividend income increased \$139,000, or 7.1%, to \$2.1 million for the three months ended September 30, 2018 from \$2.0 million for the three months ended September 30, 2017. On a tax-equivalent basis, net interest and dividend income increased \$138,000, or 7.0%, to \$2.1 million for the three months ended September 30, 2018 from \$2.0 million for the three months ended September 30, 2017. The tax-equivalent basis increase resulted from a \$309,000 increase in interest income, partially offset by a \$171,000 increase in interest expense. Our average interest-earning assets increased \$6.5 million to \$253.7 million for the three months ended September 30, 2018 from \$247.2 million for the three months ended September 30, 2017. Our net interest rate spread increased 7 basis points to 3.06% for the three months ended September 30, 2018 from 2.99% for the three months ended September 30, 2017, and our net interest margin increased 13 basis points to 3.31% for the three months ended September 30, 2018 from 3.17% for the three months ended September 30, 2017. The increase in our interest rate spread and net interest margin reflected an increase in average balance of loans and increased interest on loans.

Provision for Loan Losses. We recorded a provision for loan losses for the three months ended September 30, 2018 and 2017 of \$45,000. We maintain the allowance for loan losses at levels we believe are adequate to cover our estimate of probable credit losses as of the end of the reporting period. There were no charge-offs recognized for the three months ended September 30, 2018 and 2017, respectively. The allowance for loan losses was \$1.3 million, or 0.59% of total loans at September 30, 2018, compared to \$1.2 million or 0.54% of total loans at September 30, 2017.

Noninterest Income . Noninterest income decreased \$19,000, or 14.8%, to \$109,000 for the three months ended September 30, 2018 from \$128,000 for the three months ended September 30, 2017. The decrease was primarily driven by lower gains on sales of loans. Rental income was relatively flat at \$56,000 for the three months ended September 30, 2018 compared to \$52,000 for the three months ended September 30, 2017.

Noninterest Expense . Noninterest expense was \$1.9 million for the three months ended September 30, 2018 compared to \$1.4 million for the three months ended September 30, 2017. The Company recognized \$456,000 of merger related expense during the three months ended September 30, 2018 related to its pending merger with Hometown Financial Group. Salaries and benefits increased \$53,000 due to staff merit increases and data processing increased \$15,000. Federal Deposit Insurance Corporation expense decreased \$28,000, and all other noninterest expenses spread across various categories decreased \$7,000.

Income Taxes. Income before income taxes of \$262,000 resulted in income tax expense of \$208,000 for the three months ended September 30, 2018, compared to income before income taxes of \$631,000 resulting in an income tax expense of \$257,000 for the three months ended September 30, 2017. The effective income tax rate was 79.4% for the three months ended September 30, 2018 compared to 40.7% for the three months ended September 30, 2017. The increase in the effective tax rate was due to the nondeductible nature of the \$456,000 of merger related expense.

Comparison of Operating Results for the Nine Months Ended September 30, 2018 and September 30, 2017

General . Net income for the nine months ended September 30, 2018 was \$935,000, compared to net income of \$970,000 for the nine months ended September 30, 2017. The decrease of \$35,000, or 3.6%, in net income was primarily due to an increase in noninterest expense partially offset by higher levels of net interest income. Income before taxes decreased \$97,000, or 6.1%.

Interest and Dividend Income. Total interest and dividend income for the nine months ended September 30, 2018 increased \$779,000, or 10.9%, to \$7.9 million compared to \$7.1 million for the nine months ended September 30, 2017. The increase in interest and dividend income was the result of higher average loan balances and yields in the nine months ended September 30, 2018. The average balance of loans during the nine months ended September 30, 2018 increased \$7.3 million to \$219.1 million from \$211.8 million for the nine months ended September 30, 2017, while the average yield on loans increased 25 basis points to 4.50% for the nine months ended September 30, 2018 from 4.25% for the nine months ended September 30, 2017. The increase in average yield on loans was primarily driven by the Federal Reserve Bank raising the federal funds rate. During 2017, the Federal Reserve Bank increased federal funds rates 25 basis points on three separate occasions. The first 25 basis point increase was not until March 15, 2017. So far in 2018, the Federal Reserve Bank has increased federal funds rates 25 basis points on three occasions. The average balance of interest-earning deposits decreased \$614,000 to \$14.4 million for the nine months ended September 30, 2018 from \$15.0 million for the nine months ended September 30, 2017, and the yield on interest-earning deposits increased 67 basis points to 1.72% for the nine months ended September 30, 2018 from 1.05% for the nine months ended September 30, 2017. The increase was consistent with rising short-term rates. The average balance of investment securities decreased \$857,000 to \$16.3 million for the nine months ended September 30, 2018 from \$17.2 million for the nine months ended September 30, 2017, and the yield on investment securities increased 38 basis points to 1.91% for the nine months ended September 30, 2018 from 1.53% for the nine months ended September 30, 2017. The increase was consistent with rising short and intermediate-term rates.

Interest Expense . Total interest expense increased \$357,000, or 24.9%, to \$1.8 million for the nine months ended September 30, 2018 from \$1.4 million for the nine months ended September 30, 2017. Interest expense on interest-bearing deposit accounts increased \$216,000, or 19.2%, to \$1.3 million for the nine months ended September 30, 2018 from \$1.1 million for the nine months ended September 30, 2017. The increase was primarily due to higher average deposit balances and higher interest rates on certificates of deposits and money market accounts.

Interest expense on FHLB advances increased \$141,000, or 45.3%, to \$452,000 for the nine months ended September 30, 2018 from \$311,000 for the nine months ended September 30, 2017. The average balance of advances was flat at \$37.4 million for the nine months ended September 30, 2018 and 2017. The cost of funds on FHLB advances increased 50 basis points to 1.61% for the nine months ended September 30, 2018 from 1.11% for the nine months ended September 30, 2017.

Net Interest and Dividend Income . Net interest and dividend income increased \$422,000, or 7.4%, to \$6.1 million for the nine months ended September 30, 2018 from \$5.7 million for the nine months ended September 30, 2017. On a tax-equivalent basis, net interest and dividend income increased \$418,000, or 7.3%, to \$6.1 million for the nine months ended September 30, 2018 from \$5.7 million for the nine months ended September 30, 2017. The tax-equivalent basis increase resulted from a \$775,000 increase in interest income, partially offset by a \$357,000 increase in interest expense. Our average interest-earning assets increased \$5.8 million to \$252.5 million for the nine months ended September 30, 2018 from \$246.7 million for the nine months ended September 30, 2017. Our net interest rate spread increased 11 basis points to 3.03% for the nine months ended September 30, 2018 from 2.92% for the nine months ended September 30, 2017, and our net interest margin increased 15 basis points to 3.23% for the nine months ended September 30, 2018 from 3.08% for the nine months ended September 30, 2017. The increase in our interest rate spread and net interest margin reflected an increase in average balance of loans and increased interest on loans.

Provision for Loan Losses . We recorded a provision for loan losses for the nine months ended September 30, 2018 of \$90,000, compared to a provision of \$135,000 for the nine months ended September 30, 2017. We maintain the allowance for loan losses at levels we believe are adequate to cover our estimate of probable credit losses as of the end of the reporting period. There were no charge-offs recognized for the nine months ended September 30, 2018 and 2017, respectively. The allowance for loan losses was \$1.3 million, or 0.59% of total loans at September 30, 2018, compared to \$1.2 million or 0.54% of total loans at September 30, 2017.

Noninterest Income . Noninterest income was essentially flat at \$361,000 for the nine months ended September 30, 2018 compared to \$360,000 for the nine months ended September 30, 2017. The slight increase was driven by increased deposit fees and other fees during the nine months ended September 30, 2018, partially offset by lower gains on sales of loans. Rental income increased \$5,000 or 3.0% to \$170,000 for the nine months ended 2018 compared to \$165,000 for the nine months ended September 30, 2017.

Noninterest Expense . Noninterest expense was \$4.9 million for the nine months ended September 30, 2018 compared to \$4.3 million for the nine months ended September 30, 2017. The Company recognized \$456,000 of merger related expense during the nine months ended September 30, 2018 related to its pending merger with Hometown Financial Group. Salaries and benefits increased \$87,000 due to staff merit increases, data processing expense increased \$43,000, advertising increased \$25,000 due to mail and print ad campaigns, communications expenses increased \$11,000, and occupancy expense increased \$6,000. The Federal Deposit Insurance Corporation assessment decreased \$28,000 due to lower than projected asset growth, and all other noninterest expenses decreased \$29,000, spread across various categories.

Income Taxes . Income before income taxes of \$1.5 million resulted in income tax expense of \$558,000 for the nine months ended September 30, 2018, compared to income before income taxes of \$1.6 million resulting in an income tax expense of \$620,000 for the nine months ended September 30, 2017. The effective income tax rate was 37.4% for the nine months ended September 30, 2018 compared to 39.0% for the nine months ended September 30, 2017. On December 22, 2017, the U.S. federal government enacted a tax bill, H.R.1, An Act to Provide for Reconciliation Pursuant to Titles II and V of the Concurrent Resolution on the Budget for Fiscal Year 2018 (Tax Act). Among other provisions, the Tax Act reduced the historical corporate income tax rate to 21 percent for tax years beginning after December 31, 2017. The nondeductible nature of merger related expense of \$456,000 muted the reduction in the effective tax rate for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017.

Average Balances and Yields. The following table sets forth average balance sheets, average yields and costs, and certain other information for the periods indicated. Tax-equivalent yield adjustments have been made because we had tax-exempt interest-earning assets during the periods. All average balances are daily average balances based upon amortized costs. Non-acrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

	For the Three Months Ended September 30,					
	2018			2017		
	Average Outstanding Balance	Interest	Average Yield/Rate ⁽¹⁾	Average Outstanding Balance	Interest	Average Yield/Rate ⁽¹⁾
	(In Thousands)					
Interest-earning assets:						
Loans	\$ 221,492	\$ 2,588	4.67%	\$ 214,164	\$ 2,327	4.35%
Interest-earning deposits	13,458	69	2.04%	13,372	45	1.34%
Investment securities ⁽²⁾	16,069	80	1.99%	17,016	64	1.52%
Federal Home Loan Bank stock and The Co-operative Central Reserve Fund	2,680	33	5.00%	2,670	25	3.71%
Total interest-earning assets	253,699	2,770	4.37%	247,222	2,461	3.98%
Noninterest-earning assets	10,559			10,829		
Total assets	\$ 264,258			\$ 258,051		
Interest-bearing liabilities:						
Savings accounts	\$ 20,649	8	0.15%	\$ 20,244	8	0.15%
NOW accounts	21,901	3	0.05%	19,101	2	0.05%
Money market accounts	30,351	61	0.81%	32,290	32	0.40%
Certificates of deposit	97,834	446	1.82%	96,023	346	1.44%
Total interest-bearing deposits	170,735	518	1.21%	167,658	388	0.93%
Federal Home Loan Bank advances	36,800	156	1.69%	36,119	115	1.27%
Total interest-bearing liabilities	207,535	674	1.30%	203,777	503	0.99%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	21,026			19,809		
Other noninterest-bearing liabilities	981			634		
Total noninterest-bearing liabilities	22,007			20,443		
Total liabilities	229,542			224,220		
Total stockholders' equity	34,716			33,831		
Total liabilities and total stockholders' equity	\$ 264,258			\$ 258,051		
Net interest income		\$ 2,096			\$ 1,958	
Net interest rate spread ⁽³⁾			3.06%			2.99%
Net interest-earning assets ⁽⁴⁾	\$ 46,164			\$ 43,445		
Net interest margin ⁽⁵⁾			3.31%			3.17%
Average interest-earning assets to interest-bearing liabilities	122.24%			121.32%		

- (1) Yields and rates are annualized.
- (2) Includes securities available-for-sale and held-to-maturity. A tax equivalent adjustment of \$4,000 and \$5,000 was applied to tax-exempt income for the three months ended September 30, 2018 and September 30, 2017, respectively.
- (3) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.
- (4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
- (5) Net interest margin represents net interest income divided by average total interest-earning assets.

Average Balances and Yields. The following table sets forth average balance sheets, average yields and costs, and certain other information for the periods indicated. Tax-equivalent yield adjustments have been made because we had tax-exempt interest-earning assets during the periods. All average balances are daily average balances based upon amortized costs. Non-acrual loans were included in the computation of average balances. The yields set forth below include the effect of deferred fees, discounts, and premiums that are amortized or accreted to interest income or interest expense.

	For the Nine Months Ended September 30,					
	2018			2017		
	Average Outstanding Balance	Interest	Average Yield/Rate ⁽¹⁾	Average Outstanding Balance	Interest	Average Yield/Rate ⁽¹⁾
	(In Thousands)					
Interest-earning assets:						
Loans	\$ 219,108	\$ 7,400	4.50%	\$ 211,796	\$ 6,752	4.25%
Interest-earning deposits	14,432	186	1.72%	15,046	118	1.05%
Investment securities ⁽²⁾	16,293	233	1.91%	17,150	197	1.53%
Federal Home Loan Bank stock and The Co-operative Central Reserve Fund	2,680	94	4.68%	2,705	71	3.50%
Total interest-earning assets	252,513	7,913	4.18%	246,697	7,138	3.86%
Noninterest-earning assets	10,545			10,997		
Total assets	<u>\$ 263,058</u>			<u>\$ 257,694</u>		
Interest-bearing liabilities:						
Savings accounts	\$ 20,629	23	0.15%	\$ 20,387	23	0.15%
NOW accounts	21,569	8	0.05%	18,964	7	0.05%
Money market accounts	32,453	157	0.64%	32,268	95	0.39%
Certificates of deposit	95,865	1,151	1.60%	95,204	998	1.40%
Total interest-bearing deposits	170,516	1,339	1.05%	166,823	1,123	0.90%
Federal Home Loan Bank advances	37,359	452	1.61%	37,395	311	1.11%
Total interest-bearing liabilities	207,875	1,791	1.15%	204,218	1,434	0.94%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	19,960			19,350		
Other noninterest-bearing liabilities	917			732		
Total noninterest-bearing liabilities	20,877			20,082		
Total liabilities	228,752			224,300		
Total stockholders' equity	34,306			33,394		
Total liabilities and total stockholders' equity	<u>\$ 263,058</u>			<u>\$ 257,694</u>		
Net interest income		<u>\$ 6,122</u>			<u>\$ 5,704</u>	
Net interest rate spread ⁽³⁾			3.03%			2.92%
Net interest-earning assets ⁽⁴⁾	<u>\$ 44,638</u>			<u>\$ 42,479</u>		
Net interest margin ⁽⁵⁾			3.23%			3.08%
Average interest-earning assets to interest-bearing liabilities	121.47%			120.80%		

- (1) Yields and rates are annualized.
- (2) Includes securities available-for-sale and held-to-maturity. A tax equivalent adjustment of \$12,000 and \$16,000 was applied to tax-exempt income for the nine months ended September 30, 2018 and September 30, 2017, respectively.
- (3) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.
- (4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.
- (5) Net interest margin represents net interest income divided by average total interest-earning assets.

Liquidity and Capital Resources

Our primary sources of funds are deposits, principal and interest payments on loans and securities, proceeds from the sale of loans, proceeds from maturities and calls of securities, maturities of certificate of deposit investments and FHLB advances. While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions, and competition. Our most liquid assets are cash and short-term investments including interest-bearing demand deposits with other banks. The levels of these assets are dependent on our operating, financing, lending, and investing activities during any given period.

Our cash flows are comprised of three primary classifications: cash flows from operating activities, investing activities, and financing activities. Net cash provided by operating activities was \$1.6 million and \$1.5 million for the nine months ended September 30, 2018 and September 30, 2017, respectively. Net cash used in investing activities was \$2.4 million and \$8.6 million for the nine months ended September 30, 2018 and September 30, 2017, respectively. For the nine months ended September 30, 2018, net cash used in investing activities consisted primarily of \$2.8 million of net loan growth. Net cash (used in) provided by financing activities was \$(1.7 million) and \$8.5 million for the nine months ended September 30, 2018 and September 30, 2017, respectively. Activity was primarily in the deposit accounts and payments on FHLB advances for the nine months ended September 30, 2018 and 2017.

At September 30, 2018, the Bank exceeded all “well capitalized” regulatory capital requirements with a CET1 capital level of \$26.6 million or 15.0% of risk-weighted assets, which is above the required level of \$11.5 million, or 6.5% of risk-weighted assets; a tier 1 capital level of \$26.6 million, or 15.0% of risk-weighted assets, which is above the required level of \$14.2 million, or 8.0% of risk-weighted assets; a tier 1 leverage capital level of \$26.6 million, or 10.0% of average assets, which is above the required level of \$13.2 million, or 5.0% of average assets; and total risk-based capital of \$27.9 million, or 15.7% of risk-weighted assets, which is above the required level of \$17.8 million, or 10.0% of risk-weighted assets. At December 31, 2017, the Bank exceeded all of its regulatory capital requirements with a CET1 capital level of \$24.9 million, or 14.4% of risk-weighted assets, which was the above the required level of \$11.2 million, or 6.5% of risk-weighted assets; a tier 1 capital level of \$24.9 million, or 14.4% of risk-weighted assets which is above the required level of \$13.8 million, or 8.0% of risk-weighted assets; a tier 1 leverage capital level of \$24.9 million, or 9.5% of average assets, which is above the required level of \$13.2 million, or 5.0% of average assets; and a total risk-based capital of \$26.1 million, or 15.2% of risk-weighted assets, which is above the required level of \$17.2 million, or 10.0% of risk-weighted assets. Accordingly, Pilgrim Bank was categorized as well capitalized at September 30, 2018 and December 31, 2017. Management is not aware of any conditions or events since the most recent notification that would change our category.

At September 30, 2018, we had outstanding commitments to originate loans of \$8.6 million and unadvanced funds on loans of \$17.7 million. We anticipate that we will have sufficient funds available to meet our current loan origination commitments. Certificates of deposit that are scheduled to mature in less than one year from September 30, 2018 totaled \$43.1 million. Management expects, based on historical experience, that a substantial portion of the maturing certificates of deposit will be renewed. However, if a substantial portion of these deposits is not retained, we may utilize FHLB advances or raise interest rates on deposits to attract new accounts, which may result in higher levels of interest expense.

Off-Balance Sheet Arrangements. In the normal course of operations, we engage in a variety of financial transactions that, in accordance with U.S. Generally Accepted Accounting Principles, are not recorded in our consolidated financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers’ requests for funding and take the form of loan commitments, lines of credit and standby letters of credit. These arrangements are not expected to have a material impact on the Company’s financial condition or results of operations.

We have not engaged in any other off-balance sheet transactions in the normal course of our lending activities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Quantitative and qualitative disclosures about market risk are not required by smaller reporting companies, such as the Company.

Item 4. Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of September 30, 2018. Based on that evaluation, the Company's management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective.

During the quarter ended September 30, 2018, there have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Part II – Other Information

Item 1. Legal Proceedings

We are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Bank's or the Company's financial condition or results of operations.

Item 1A. Risk Factors

Disclosure of risk factors is not required by smaller reporting companies, such as the Company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

- (a) There were no sales of unregistered securities during the period covered by this Report.
- (b) Not applicable.
- (c) There were no issuer repurchases of securities during the period covered by this report.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The exhibits required by Item 601 of Regulation S-K are included with this Form 10-Q and are listed on the "Index to Exhibits" immediately following the signatures.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 9, 2018

Pilgrim Bancshares, Inc.

/s/ Francis E. Campbell

Francis E. Campbell

President and Chief Executive Officer

Date: November 9, 2018

/s/ Christopher G. McCourt

Christopher G. McCourt

Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

- [2.1](#) [Agreement and Plan of Merger by and among Hometown Financial Group, MHC, Hometown Financial Group, Inc. and Pilgrim Bancshares, Inc. Dated as of July 25, 2018 *](#)
- [3.1](#) [Articles of Incorporation of Pilgrim Bancshares, Inc.**](#)
- [3.2](#) [Bylaws of Pilgrim Bancshares, Inc.**](#)
- [31.1](#) [Certification of Francis E. Campbell, President and Chief Executive Officer, Pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\)](#)
- [31.2](#) [Certification of Christopher G. McCourt, Executive Vice President and Chief Financial Officer, Pursuant to Rule 13a-14\(a\) and Rule 15d-14\(a\)](#)
- [32](#) [Certification of Francis E. Campbell, President and Chief Executive Officer, and Christopher G. McCourt, Executive Vice President and Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
- 101 The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2018, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Changes in Stockholders' Equity; (v) Consolidated Statements of Cash Flows; and (v) Notes to Consolidated Financial Statements

* Incorporated herein by reference to the Registrant's Registration Statement on Form 8-K as filed on July 25, 2018.

** Incorporated herein by reference to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-194485).

Exhibit 31.1

Certification of Chief Executive Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Francis E. Campbell, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pilgrim Bancshares, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and 15(d)-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15(d)-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2018

/s/ Francis E. Campbell

Francis E. Campbell
President and Chief Executive Officer

Exhibit 31.2

Certification of Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Christopher G. McCourt, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pilgrim Bancshares, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) and 15(d)-15(e) and internal control over financial reporting (as defined in Exchange Act Rules 13(a)-15(f) and 15(d)-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 9, 2018

/s/ Christopher G. McCourt

Christopher G. McCourt

Executive Vice President and Chief Financial Officer

Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Francis E. Campbell, President and Chief Executive Officer of Pilgrim Bancshares, Inc., (the "Company") and Christopher G. McCourt, Executive Vice President and Chief Financial Officer of the Company, each certify in his capacity as an officer of the Company that he has reviewed the quarterly report on Form 10-Q for the quarter ended September 30, 2018 (the "Report") and that to the best of his knowledge:

1. the Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 9, 2018

/s/ Francis E. Campbell
Francis E. Campbell
President and Chief Executive Officer

Date: November 9, 2018

/s/ Christopher G. McCourt
Christopher G. McCourt
Executive Vice President and
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.
