CENTRAL FEDERAL CORP
Form 10-Q
August 09, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISION

Washington, D.C. 20549

FORM 10-Q

(Mark one)

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

For the quarterly period ended June 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 0-25045

CENTRAL FEDERAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	34-1877137
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

7000 North High St., Worthington, Ohio 43085

(Address of principal executive offices) (Zip Code)

(614) 334-7979

(Registrant's telephone number, including area code)

___

(Former name or former address, if changed since last report)

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 [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] 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 the 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 [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [X]

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 Exchange Act).

Yes [ ] No [X]

As of August 1, 2018, there were 23,384,714 shares of the registrant's Common Stock outstanding.

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CENTRAL FEDERAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands except per share data)

	June 30, 2018 (unaudited)	December 31, 2017
ASSETS		
Cash and cash equivalents	$ 32,739	$ 45,498
Interest-bearing deposits in other financial institutions	100	100
Securities available for sale	11,614	11,773
Loans held for sale, at fair value	26,424	1,124
Loans and leases, net of allowance of $6,981 and $6,970	470,557	406,406
FHLB and FRB stock	3,251	3,227
Premises and equipment, net	3,678	3,533
Bank owned life insurance	5,133	5,065
Accrued interest receivable and other assets	5,433	4,699
Total assets	$ 558,929	$ 481,425
LIABILITIES AND STOCKHOLDERS' EQUITY		
Deposits		
Noninterest bearing	$ 99,579	$ 89,588
Interest bearing	388,546	329,440
Total deposits	488,125	419,028
FHLB advances and other debt	19,500	13,500
Advances by borrowers for taxes and insurance	225	489
Accrued interest payable and other liabilities	3,480	2,992
Subordinated debentures	5,155	5,155
Total liabilities	516,485	441,164
Commitments and contingent liabilities	-	-
Stockholders' equity		
Common stock, $.01 par value;		
shares authorized: 50,000,000;		
shares issued: 23,537,073 at June 30, 2018 and 23,501,972 at December 31, 2017	235	235
Series B Preferred stock, $0.01 par value; 480,000 shares authorized;		
0 issued at June 30, 2018 and 0 at December 31, 2017	-	-
Additional paid-in capital	60,852	60,484
Accumulated deficit	(15,203)	(17,087)
Accumulated other comprehensive loss	(116)	(47)
	(3,324)	(3,324)

Treasury stock, at cost; 152,359 shares of common stock at June 30, 2018 and December 31, 2017		
Total stockholders' equity	42,444	40,261
Total liabilities and stockholders' equity	$ 558,929	$ 481,425

See accompanying notes to consolidated financial statements.

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CENTRAL FEDERAL CORPORATION

CONSOLIDATED STATEMENTS OF INCOME

(Dollars in thousands except per share data)

(Unaudited)

	Three months ended		Six months ended	
	June 30,		June 30,	
	2018	2017	2018	2017
Interest and dividend income				
Loans and leases, including fees	$ 5,616	$ 4,040	$ 10,483	$ 7,719
Securities	47	47	90	95
FHLB and FRB stock dividends	48	41	95	63
Federal funds sold and other	156	56	303	164
	5,867	4,184	10,971	8,041
Interest expense				
Deposits	1,288	664	2,330	1,344
FHLB advances and other debt	165	66	257	127
Subordinated debentures	67	52	126	102
	1,520	782	2,713	1,573
Net interest income	4,347	3,402	8,258	6,468
Provision for loan and lease losses	-	-	-	-
Net interest income after provision for loan losses	4,347	3,402	8,258	6,468
Noninterest income				
Service charges on deposit accounts	118	95	236	184
Net gains on sales of loans	509	24	817	47
Earnings on bank owned life insurance	35	34	68	67
Other	70	24	92	45
	732	177	1,213	343
Noninterest expense				
Salaries and employee benefits	2,013	1,492	3,910	2,906
Occupancy and equipment	182	181	349	333
Data processing	227	301	458	578
Franchise and other taxes	103	85	205	176
Professional fees	254	228	504	476
Director fees	98	73	195	142
Postage, printing and supplies	52	49	101	92
Advertising and marketing	370	32	637	49
Telephone	38	28	70	60
Loan expenses	28	41	43	79
Foreclosed assets, net	-	11	-	18
Depreciation	62	50	121	101

FDIC premiums	99	86	187	157
Regulatory assessment	35	32	69	64
Other insurance	19	23	41	49
Other	90	41	194	93
	3,670	2,753	7,084	5,373
Income before incomes taxes	1,409	826	2,387	1,438
Income tax expense	279	270	465	478
Net income	1,130	556	1,922	960
Dividends on Series B preferred stock and accretion of discount	(12)	(215)	(38)	(429)
Net income attributable to common stockholders	$ 1,118	$ 341	$ 1,884	$ 531
Earnings per common share:				
Basic	$ 0.05	$ 0.02	$ 0.08	$ 0.03
Diluted	$ 0.05	$ 0.02	$ 0.08	$ 0.03

See accompanying notes to consolidated financial statements.

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CENTRAL FEDERAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands except per share data)

(Unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
Net income	$ 1,130	$ 556	$ 1,922	$ 960
Other comprehensive loss:				
Unrealized holding losses arising during the period related to securities available for sale, net of tax of ($3) and ($1) and ($14) and ($1)	(15)	(2)	(69)	(3)
Other comprehensive loss, net of tax	(15)	(2)	(69)	(3)
Comprehensive income	$ 1,115	$ 554	$ 1,853	$ 957

See accompanying notes to consolidated financial statements.

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CENTRAL FEDERAL CORPORATION

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(Dollars in thousands except per share data)

(Unaudited)

	Common Stock	Series B Preferred Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss)	Treasury Stock	Total Stockholders' Equity
Balance at January 1, 2018	$ 235	$ -	$ 60,484	$ (17,087)	$ (47)	$ (3,324)	$ 40,261
Net income				1,922			1,922
Other comprehensive loss					(69)		(69)
Issuance of 4,000 stock based incentive plan shares, net of forfeitures	(1)		-				(1)
Restricted stock expense, net of forfeitures			192				192
Stock option expense, net of forfeitures							-
Exercise of warrants to common stock	1		138				139
Accretion of discount on warrants			38	(38)			-
Balance at June 30, 2018	$ 235	$ -	$ 60,852	$ (15,203)	$ (116)	$ (3,324)	$ 42,444

	Common Stock	Series B Preferred Stock	Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Total Stockholders' Equity
Balance at January 1, 2017	$ 164	$ 5	$ 60,163	$ (17,767)	$ 2	$ (3,275)	$ 39,292

Net income				960			960
Other comprehensive loss					(3)		(3)
Restricted stock expense, net of forfeitures			122				122
Cash dividends declared on Series B preferred stock and accretion of discount			54	(429)			(375)
Balance at June 30, 2017	$ 164	$ 5	$ 60,339	$ (17,236)	$ (1)	$ (3,275)	$ 39,996

See accompanying notes to consolidated financial statements.

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CENTRAL FEDERAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands, except per share data)

(Unaudited)

	Six months ended June 30,	
	2018	2017
Net Income	$ 1,922	$ 960
Adjustments to reconcile net income to net cash from operating activities:		
Provision for loan and lease losses	-	-
Depreciation	121	101
Amortization, net	(3)	(71)
Deferred income tax (benefit)	6	(73)
Originations of loans held for sale	(71,642)	(11,006)
Proceeds from sale of loans held for sale	47,159	13,217
Net gains on sales of loans	(817)	(47)
Write-down of premises and equipment	32	-
Loss on sale of foreclosed assets	-	7
Earnings on bank owned life insurance	(68)	(67)
Stock-based compensation expense	192	122
Net change in:		
Accrued interest receivable and other assets	(734)	(1,666)
Accrued interest payable and other liabilities	488	1,150
Net cash from (used by) operating activities	(23,344)	2,627
Cash flows from investing activities		
Available-for-sale securities:		
Maturities, prepayments and calls	1,558	1,114
Purchases	(1,475)	-
Loan and lease originations and payments, net	(44,478)	(19,638)
Loans purchased	(19,669)	-
Additions to premises and equipment	(299)	(66)
Purchase of FRB Stock	(24)	(1,244)
Proceeds from the sale of foreclosed assets	-	197
Net cash used by investing activities	(64,387)	(19,637)
Cash flows from financing activities		
Net change in deposits	69,097	(6,053)
Proceeds from FHLB advances and other debt	48,100	16,100
Repayments on FHLB advances and other debt	(42,100)	(16,100)
Net change in advances by borrowers for taxes and insurance	(264)	(304)
Cash dividends paid on Series B preferred stock	-	(375)

Exercise of warrants to common stock	139	-
Net cash from (used by) financing activities	74,972	(6,732)
Net change in cash and cash equivalents	(12,759)	(23,742)
Beginning cash and cash equivalents	45,498	57,941
Ending cash and cash equivalents	$ 32,739	$ 34,199
Supplemental cash flow information:		
Interest paid	$ 2,619	$ 1,595
Income tax paid	200	405
Supplemental noncash disclosures:		
Loans issued to finance the sale of repossessed assets	$ -	$ 288
Dividends payable on Series B preferred stock	-	187

See accompanying notes to consolidated financial statements.

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CENTRAL FEDERAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation:

The consolidated financial statements include Central Federal Corporation (the “Holding Company”) and its wholly-owned subsidiary, CFBank, National Association (“CFBank”). The Holding Company and CFBank are sometimes collectively referred to herein as the “Company”. Intercompany transactions and balances are eliminated in consolidation. The accompanying unaudited interim consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”) and in compliance with U.S. generally accepted accounting principles (GAAP). Because this report is based on an interim period, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted.

In the opinion of the management of the Company, the accompanying unaudited interim consolidated financial statements include all adjustments necessary for a fair presentation of the Company’s financial condition and the results of operations for the periods presented. These adjustments are of a normal recurring nature, unless otherwise disclosed in this Form 10-Q. The financial performance reported for the Company for the three months ended June 30, 2018 is not necessarily indicative of the results that may be expected for the full year. This information should be read in conjunction with the Company’s latest Annual Report to Stockholders and Annual Report on Form 10-K on file with the SEC. Reference is made to the accounting policies of the Company described in Note 1 to the Audited Consolidated Financial Statements contained in the Company’s 2017 Annual Report to Stockholders that was filed as Exhibit 13.1 to the Company’s Form 10-K for the year ended December 31, 2017 (referred to herein as the “2017 Audited Financial Statements”). The Company has consistently followed those policies in preparing this Form 10-Q.

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

The accrual of interest income on all classes of loans, except other consumer loans, is discontinued and the loan is placed on nonaccrual status at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. Other consumer loans are typically charged off no later than 90 days past due. Past due status is based on the contractual terms of the loan for all classes of loans. In all cases, loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. Commercial loans, multi-family residential real estate loans and commercial real estate loans placed on nonaccrual status are individually classified as impaired loans.

All interest accrued but not received for each loan placed on nonaccrual is reversed against interest income in the period in which the loan is placed in a nonaccrual status. Interest received on such loans is accounted for on the cash-basis or cost recovery method, until qualifying for return to accrual status. Loans are considered for return to accrual status if and when all the principal and interest amounts that are contractually due are brought current, there is a current and well documented credit analysis, there is reasonable assurance of repayment of principal and interest, and the customer has demonstrated sustained, amortizing payment performance of at least six months.

Allowance for Loan and Lease Losses (ALLL): The ALLL is a valuation allowance for probable incurred credit losses. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. A loan is impaired when, based on current information and events, it is probable that CFBank will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loans within any loan class for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings (TDRs) and classified as impaired.

CENTRAL FEDERAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

Factors considered by management in determining impairment for all loan classes include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed.

All loans within the commercial, multi-family residential and commercial real estate segments, regardless of size, and loans of all other classes with balances over $250 are individually evaluated for impairment when they are 90 days past due, or earlier than 90 days past due if information regarding the payment capacity of the borrower indicates that payment in full according to the loan terms is doubtful. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate, or at the fair value of collateral, less costs to sell, if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and single-family residential real estate loans, are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures.

TDRs of all classes of loans are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using each loan's effective rate at inception. If a TDR is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. If the payment of the loan is dependent on the sale of the collateral, then costs to liquidate the collateral are included when determining the impairment. For TDRs that subsequently default, the amount of reserve is determined in accordance with the accounting policy for the ALLL.

Interest income on all classes of impaired loans that are on nonaccrual status is recognized in accordance with the accounting policy for nonaccrual loans. Cash receipts on all classes of impaired loans that are on nonaccrual status are generally applied to the principal balance outstanding. Interest income on all classes of impaired loans that are not on nonaccrual status is recognized on the accrual method. TDRs may be classified as accruing if the borrower has been current for a period of at least six months with respect to loan payments and management expects that the borrower will be able to continue to make payments in accordance with the terms of the restructured note.

The general reserve component covers non-impaired loans of all classes and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by loan class and is based on the actual loss history experienced by the Company over a three-year period. The general component is calculated based on CFBank's loan balances and actual historical three-year historical loss rates. For loans with little or no actual loss experience, industry estimates are used based on loan segment. This loss experience is supplemented with other economic and judgmental factors based on the risks present for each loan class. These economic and judgmental factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations.

CFBank's charge-off policy for commercial loans, single-family residential real estate loans, multi-family residential real estate loans, commercial real estate loans, construction loans and home equity lines of credit requires management to record a specific reserve or charge-off as soon as it is apparent that the borrower is troubled and there is, or likely will be, a collateral shortfall related to the estimated value of the collateral securing the loan. Other consumer loans are typically charged off no later than 90 days past due.

Joint Ventures: The Holding Company has contributed funds into a series of joint ventures (equity stake) for the purpose of allocating excess liquidity into higher earning assets while diversifying its revenue sources. The funding for the joint ventures is related to shorter term operating activities and is related to the development of single family real estate in the form of condominiums. Income is recognized based on a rate of return on the outstanding investment balance. As units are sold, the Holding Company receives an additional incentive payment, which is recognized as income.

Low Income Housing Tax Credits (LIHTC): The Company has invested in low income housing tax credits through a fund that assists corporations in investing in limited partnerships and limited liability companies that own, develop and operate low income residential rental properties for purposes of qualifying for the Housing Tax credit. These investments are accounted for under the proportional amortization method which recognizes the amortization of the investment in proportion to the tax credit and other tax benefits received.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

Earnings Per Common Share: The two-class method is used in the calculation of basic and diluted earnings per share. Under the two-class method, earnings available to common stockholders for the period are allocated between common stockholders and participating securities (unvested share-based payment awards) according to dividends declared (or accumulated) and participation rights in undistributed earnings. The factors used in the earnings per share computation follow:

	Three months ended June 30,		Six months ended June 30,	
	2018 (unaudited)	2017	2018 (unaudited)	2017
Basic				
Net income	$ 1,130	$ 556	$ 1,922	$ 960
Dividends on Series B preferred stock and accretion of discount	(12)	(215)	(38)	(429)
Net income allocated to common stockholders	$ 1,118	$ 341	$ 1,884	$ 531
Weighted average common shares outstanding including unvested share-based payment awards	23,367,150	16,288,577	23,351,665	16,290,361
Less: Unvested share-based payment awards	-	-	-	-
Average shares	23,367,150	16,288,577	23,351,665	16,290,361
Basic earnings per common share	$ 0.05	$ 0.02	$ 0.08	$ 0.03
Diluted				
Net earnings allocated to common stockholders	$ 1,118	$ 341	$ 1,884	$ 531
Weighted average common shares outstanding for basic earnings per common share	23,367,150	16,288,577	23,351,665	16,290,361
Add: Dilutive effects of assumed exercises of stock options	226,742	180,409	221,444	185,408
Add: Dilutive effects of assumed exercises of stock warrants	1,091,975	1,152,125	1,112,025	1,152,125
Average shares and dilutive potential common shares	24,685,867	17,621,111	24,685,134	17,627,894
Diluted earnings per common share	$ 0.05	$ 0.02	$ 0.08	$ 0.03

The following securities exercisable for or convertible into common shares were anti-dilutive and not considered in computing diluted earnings per common share:

Six months ended

	Three months ended June 30,		June 30,	
	2018	2017	2018	2017
	(unaudited)		(unaudited)	
Stock options	4,856	5,446	4,956	5,446
Series B preferred stock	-	6,857,143	-	6,857,143

Dividend Restriction: Banking regulations require us to maintain certain capital levels and may limit the dividends paid by CFBank to the Holding Company or by the Holding Company to stockholders. The ability of the Holding Company to pay dividends on its common stock is generally dependent upon the receipt of dividends and other distributions from CFBank. CFBank is a legal entity that is separate and distinct from the Holding Company and has no obligation to make any dividends or other funds available to the Holding Company for the payment of dividends by the Holding Company. The Holding Company also is subject to various legal and regulatory policies and guidelines impacting the Holding Company's ability to pay dividends on its stock. In addition, the Holding Company's ability to pay dividends on its stock is conditioned upon the payment, on a current basis, of quarterly interest payments on the subordinated debentures underlying the Company's trust preferred securities.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

Effective October 6, 2017, all of the Holding Company's outstanding shares of Series B Preferred Stock were converted into shares of Common Stock of the Company. The conversion of the Series B Preferred Stock resulted in the elimination of the non-cumulative preferred dividend payments on the Series B Preferred Stock beginning with the fourth quarter of 2017.

Adoption of New Accounting Standards:

In May 2014 the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU No. 2014-09, including all subsequent amendments to the ASU, (i) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (ii) revises when it is appropriate to recognize a gain (loss) from the transfer of nonfinancial assets, such as OREO. The majority of the Company's revenues come from interest income and other sources, including loans, leases, securities and derivatives, that are outside the scope of ASC 606. The Company's services that fall within the scope of ASC 606, primarily service charges on deposits, are presented within noninterest income and are recognized as revenue as the Company satisfies its obligation to the customer. ASU 2014-09 became effective for us on January 1, 2018 and had no material effect on how we recognize revenue or to our consolidated financial statements and disclosures. See Note 2 – Revenue Recognition for additional information related to revenue generated from contracts with customers.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 amends the guidance in U.S. GAAP on the accounting for equity investments, financial liabilities under the fair value option and the presentations and disclosure requirements of financial instruments. ASU 2016-01 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted the methodologies prescribed by the ASU by the date required. Adoption of ASU No. 2016-01 did not have a significant effect on the Company's consolidated financial statements.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments which may change how an entity classifies certain cash receipts and cash payments on its statement of cash flows to reduce diversity in practice. The update also provides guidance on when an entity should separate cash flows and classify them into more than one class and when an entity should classify the aggregate of those cash flows into a single class based on the predominance principle. The guidance in this ASU became effective for interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted. Adoption of ASU No. 2016-15 did not have a significant impact on the Company's consolidated financial statements.

The FASB has issued ASU No. 2017-09, Compensation—Stock Compensation (Topic 718): Scope of Modification Accounting. ASU 2017-09 applies to entities that change the terms or conditions of a share-based payment award. The FASB adopted ASU 2017-09 to provide clarity and reduce diversity in practice as well as cost and complexity when applying the guidance in Topic 718, Compensation—Stock Compensation, to the modification of the terms and conditions of a share-based payment award. The amendments were effective for all entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Adoption of ASU No.

2017-09 did not have a significant impact on the Company's consolidated financial statements.

Future Accounting Matters:

On February 25, 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). Under the new ASU, lessees will recognize lease assets and liabilities on their balance sheets for all leases with terms of more than 12 months. The new lessee accounting model retains two types of leases, and is consistent with the lessee accounting model under existing GAAP. One type of lease (finance leases) will be accounted for in substantially the same manner as capital leases are accounted for today. The other type of lease (operating leases) will be accounted for (both in the income statement and statement of cash flows) in a manner consistent with today's operating leases. Lessor accounting under the new standard is fundamentally consistent with existing GAAP. Lessees and lessors would be required to provide additional qualitative and quantitative disclosures to help financial statement users assess the amount, timing, and uncertainty of cash flows arising from leases. These disclosures are intended to supplement the amounts recorded in the financial statements so that users can understand more about the nature of an organization's leasing activities. For public business entities, the final lease standard will be effective for fiscal years beginning after December 15, 2018 including interim periods within those fiscal years. Early application is permitted. The Company continues to evaluate the provision of the new lease standard and although we have not yet reasonably determined the estimated financial statement impact. Due to the small number of lease agreements presently in effect for the Company, we believe the new guidance will not have a significant impact on the Company's consolidated financial statements, including disclosures.

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In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. Once effective, ASU No. 2016-13 will significantly change current guidance for recognizing impairment of financial instruments. Current guidance requires an "incurred loss" methodology for recognizing credit losses that delays recognition until it is probable a loss has been incurred. ASU No. 2016-13 replaces the incurred loss impairment methodology with a new methodology that reflects expected credit losses over the lives of the loans and requires consideration of a broader range of information to inform credit loss estimates. The ASU requires an organization to estimate all expected credit losses for financial assets measured at amortized cost, including loans and held-to-maturity debt securities, based on historical experience, current conditions, and reasonable and supportable forecasts. Additional disclosures are required. ASU No. 2016-13 also amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. Under the new guidance, entities will determine whether all or a portion of the unrealized loss on an available-for-sale debt security is a credit loss. Any credit loss will be recognized as an allowance for credit losses on available-for-sale debt securities rather than as a direct reduction of the amortized cost basis of the investment, as is currently required. As a result, entities will recognize improvements to estimated credit losses on available-for-sale debt securities immediately in earnings rather than as interest income over time, as currently required. ASU No. 2016-13 eliminates the current accounting model for purchased credit impaired loans and debt securities. Instead, purchased financial assets with credit deterioration will be recorded gross of estimated credit losses as of the date of acquisition and the estimated credit losses amounts will be added to the allowance for credit losses. Thereafter, entities will account for additional impairment of such purchased assets using the models listed above. ASU No. 2016-13 will take effect for U.S. Securities and Exchange Commission (SEC) filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early application will be permitted for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. While the Company generally expects that the implementation of ASU 2016-13 has the potential to increase its allowance for loan losses balance, the Company is continuing to evaluate the potential impact on the Company's financial statements and disclosures. Management is currently assessing any additional data and system requirements necessary for adoption. At this time, the estimated impact on the Company's consolidated financial statement, including disclosures, cannot be reasonably determined.

The FASB has issued ASU No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. The new standard is intended to improve and simplify accounting rules around hedge accounting. The new standard refines and expands hedge accounting for both financial (e.g., interest rate) and commodity risks. Its provisions create more transparency around how economic results are presented, both on the face of the financial statements and in the footnotes, for investors and analysts. The new standard takes effect for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, for public companies and for fiscal years beginning after December 15, 2019 (and interim periods for fiscal years beginning after December 15, 2020), for private companies. Early adoption is permitted in any interim period or fiscal years before the effective date of the standard. Adoption of ASU No. 2017-12 is not expected to have a significant impact on the Company's consolidated financial statements.

The FASB issued ASU No. 2018-02, Income Statement—Reporting Comprehensive Income (Topic 220)—Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The ASU provides financial statement preparers with an option to reclassify stranded tax effects within AOCI to retained earnings in each period in which

the effect of the change in the U.S. federal corporate income tax rate in the Tax Cuts and Jobs Act (or portion thereof) is recorded.

The ASU requires financial statement preparers to disclose:

- A description of the accounting policy for releasing income tax effects from AOCI;
- Whether they elect to reclassify the stranded income tax effects from the Tax Cuts and Jobs Act; and
- Information about the other income tax effects that are reclassified.

The amendments affect any organization that is required to apply the provisions of Topic 220, Income Statement—Reporting Comprehensive Income, and has items of other comprehensive income for which the related tax effects are presented in other comprehensive income as required by GAAP. The amendments are effective for all organizations for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. Adoption of ASU No. 2018-02 is not expected to have a material impact on the Company's consolidated financial statements.

General Litigation

The Company is subject to claims and lawsuits that arise primarily in the ordinary course of business. In the opinion of management, the disposition or ultimate resolution of such claims and lawsuits is not anticipated to have a material adverse effect on the consolidated financial position, results of operations and cash flows of the Company.

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Reclassifications

Reclassification of certain amounts in the 2017 consolidated financial statements have been made to conform to the 2018 presentation.

NOTE 2 – REVENUE RECOGNITION

Accounting Standards Codification ("ASC") 606, Revenue from Contracts with Customers ("ASC 606"), establishes principles for reporting information about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts to provide goods or services to customers. The core principle requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration that it expects to be entitled to receive in exchange for those goods or services recognized as performance obligations are satisfied.

The majority of our revenue-generating transactions are not subject to ASC 606, including revenue generated from financial instruments, such as our loans, letters of credit, derivatives and investment securities, as well as revenue related to our mortgage activities related to net gains on sale of loans.

All of the Company’s revenue from contracts with customers in the scope of ASC 606 is recognized within Noninterest Income. Descriptions of our revenue-generating activities that are within the scope of ASC 606, which are presented in our income statements as components of non-interest income are as follows:

- Service charges on deposit accounts - these represent general service fees for monthly account maintenance and activity, or transaction-based fees, and consist of transaction-based revenue, time-based revenue (service period), item-based revenue or some other individual attribute-based revenue. Revenue is recognized when our performance obligation is completed which is generally monthly for account maintenance services or when a transaction has been completed (such as a wire transfer). Payment for such performance obligations are generally received at the time the performance obligations are satisfied.

NOTE 3 – SECURITIES

The following table summarizes the amortized cost and fair value of the available-for-sale securities portfolio at June 30, 2018 and December 31, 2017 and the corresponding amounts of unrealized gains and losses recognized in accumulated other comprehensive income (loss):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
June 30, 2018 (unaudited)				
Issued by U.S. government-sponsored entities and agencies:				
U.S. Treasury	$ 11,474	$ -	$ 154	$ 11,320
Mortgage-backed securities - residential	203	6	-	209
Collateralized mortgage obligations	84	1	-	85
Total	$ 11,761	$ 7	$ 154	$ 11,614

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2017				
Issued by U.S. government-sponsored entities and agencies:				
U.S. Treasury	$ 11,499	$ -	$ 82	$ 11,417
Mortgage-backed securities - residential	236	8	-	244
Collateralized mortgage obligations	110	2	-	112
Total	$ 11,845	$ 10	$ 82	$ 11,773

There was no other-than-temporary impairment recognized in accumulated other comprehensive income (loss) for securities available for sale at June 30, 2018 or June 30, 2017.

There were no sales of securities for the three and six months ended June 30, 2018 and 2017.

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The amortized cost and fair value of debt securities at June 30, 2018 and December 31, 2017 are shown in the table below by contractual maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

	June 30, 2018 (unaudited)		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	$ 3,002	$ 2,987	$ 3,002	$ 2,993
Due from one to five years	8,472	8,333	8,497	8,424
Mortgage-backed securities - residential	203	209	236	244
Collateralized mortgage obligations	84	85	110	112
Total	$ 11,761	$ 11,614	$ 11,845	$ 11,773

Fair value of securities pledged was as follows:

	June 30, 2018 (unaudited)	December 31, 2017
Pledged as collateral for:		
FHLB advances	$ 4,564	$ 4,641
Public deposits	2,000	2,018
Interest-rate swaps	123	145
Total	$ 6,687	$ 6,804

At June 30, 2018 and December 31, 2017, there were no holdings of securities of any one issuer, other than U.S. government-sponsored entities and agencies, in an amount greater than 10% of stockholders' equity.

The following table summarizes securities with unrealized losses at June 30, 2018 and December 31, 2017, aggregated by major security type and length of time in a continuous unrealized loss position.

June 30, 2018 (unaudited)	Less than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Issued by U.S. government-sponsored entities and agencies:						
U.S. Treasury	$ 7,363	114	$ 3,957	$ 40	$ 11,320	$ 154
Total temporarily impaired	$ 7,363	$ 114	$ 3,957	$ 40	$ 11,320	$ 154

December 31, 2017	Less than 12 Months		12 Months or More		Total	
Description of Securities	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Issued by U.S. government-sponsored entities and agencies:						
U.S. Treasury	$ 6,947	$ 51	$ 4,470	$ 31	$ 11,417	$ 82
Total temporarily impaired	$ 6,947	$ 51	$ 4,470	$ 31	$ 11,417	$ 82

The unrealized losses in U.S. Treasuries at June 30, 2018 and December 31, 2017 are related to multiple securities. Because the decline in fair value is attributable to changes in market conditions, and not credit quality, and because the Company does not have the intent to sell these securities and it is likely that it will not be required to sell these securities before their anticipated recovery, the Company did not consider these securities to be other-than-temporarily impaired at June 30, 2018 and December 31, 2017.

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NOTE 4 – LOANS AND LEASES

The following table presents the recorded investment in loans and leases by portfolio segment. The recorded investment in loans and leases includes the principal balance outstanding adjusted for purchase premiums and discounts, and deferred loan fees and costs.

	June 30, 2018 (unaudited)	December 31, 2017
Commercial (1)	$ 116,858	$ 101,975
Real estate:		
Single-family residential	104,195	95,578
Multi-family residential	45,907	35,665
Commercial	135,002	111,866
Construction	45,069	42,862
Consumer:		
Home equity lines of credit	24,499	25,054
Other	6,008	376
Subtotal	477,538	413,376
Less: ALLL	(6,981)	(6,970)
Loans and leases, net	$ 470,557	$ 406,406

(1) Includes $5,708 and $6,008 of commercial leases at June 30, 2018 and December 31, 2017, respectively.

Mortgage Purchase Program

CFBank has participated in a Mortgage Purchase Program with Northpointe Bank (Northpointe), a Michigan banking corporation, since December 2012. Pursuant to the terms of a participation agreement, CFBank purchases participation interests in loans made by Northpointe related to fully underwritten and pre-sold mortgage loans originated by various prescreened mortgage brokers located throughout the U.S. The underlying loans are individually (MERS) registered loans which are held until funded by the end investor. The mortgage loan investors include Fannie Mae and Freddie Mac, and other major financial institutions. This process on average takes approximately 14 days. Given the short-term holding period of the underlying loans, common credit risks (such as past due, impairment and TDR, nonperforming, and nonaccrual classification) are substantially reduced. Therefore,

no allowance is allocated by CFBank to these loans. These loans are 100% risk rated for CFBank capital adequacy purposes. Under the participation agreement, CFBank agrees to purchase a 95% ownership/participation interest in each of the aforementioned loans, and Northpointe maintains a 5% ownership interest in each loan it participates. At June 30, 2018 and December 31, 2017, CFBank held $34,710 and $37,665, respectively, of such loans which have been included in single-family residential loan totals above.

Allowance for Loan and Lease Losses

The ALLL is a valuation allowance for probable incurred credit losses in the loan portfolio based on management's evaluation of various factors including past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions and other factors. A provision for loan and lease losses is charged to operations based on management's periodic evaluation of these and other pertinent factors described in Note 1 to the 2017 Audited Financial Statements.

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The following table presents the activity in the ALLL by portfolio segment for the three and six months ended June 30, 2018:

	Three months ended June 30, 2018 (unaudited)							
		Real Estate				Consumer		
	Commercial	Single-family	Multi-family	Commercial	Construction	Home Equity lines of credit	Other	Total
Beginning balance	$ 1,869	$ 1,039	$ 687	$ 2,139	$ 614	$ 521	$ 107	$ 6,976
Addition to (reduction in) provision for loan losses	20	-	10	10	-	(40)	-	-
Charge-offs	-	-	-	-	-	-	-	-
Recoveries	-	-	-	-	-	5	-	5
Ending balance	$ 1,889	$ 1,039	$ 697	$ 2,149	$ 614	$ 486	$ 107	$ 6,981

	Six months ended June 30, 2018 (unaudited)							
		Real Estate				Consumer		
	Commercial	Single-family	Multi-family	Commercial	Construction	Home Equity lines of credit	Other	Total
Beginning balance	$ 1,984	$ 912	$ 660	$ 2,143	$ 672	$ 597	$ 2	$ 6,970
Addition to (reduction in) provision for loan losses	(97)	131	37	6	(58)	(124)	105	-
Charge-offs	-	(6)	-	-	-	-	-	(6)
Recoveries	2	2	-	-	-	13	-	17
Ending balance	$ 1,889	$ 1,039	$ 697	$ 2,149	$ 614	$ 486	$ 107	$ 6,981

The following table presents the activity in the ALLL by portfolio segment for the three and six months ended June 30, 2017:

	Three months ended June 30, 2017 (unaudited)							
		Real Estate				Consumer		
	Commercial	Single-family	Multi-family	Commercial	Construction	Home Equity lines of credit	Other	Total
Beginning balance	$ 1,768	$ 866	$ 629	$ 2,491	$ 654	$ 504	$ 30	$ 6,942
Addition to (reduction in) provision for loan losses	-	89	96	(126)	(68)	37	(28)	-
Charge-offs	-	-	-	-	-	-	-	-
Recoveries	2	1	-	-	-	13	-	16
Ending balance	$ 1,770	$ 956	$ 725	$ 2,365	$ 586	$ 554	$ 2	$ 6,958

	Six months ended June 30, 2017 (unaudited)							
		Real Estate				Consumer		
	Commercial	Single-family	Multi-family	Commercial	Construction	Home Equity lines of credit	Other	Total
Beginning balance	$ 1,647	$ 735	$ 716	$ 2,727	$ 580	$ 486	$ 34	$ 6,925
Addition to (reduction in) provision for loan losses	121	204	9	(362)	6	54	(32)	-
Charge-offs	-	-	-	-	-	-	-	-
Recoveries	2	17	-	-	-	14	-	33
Ending balance	$ 1,770	$ 956	$ 725	$ 2,365	$ 586	$ 554	$ 2	$ 6,958

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The following table presents the balance in the ALLL and the recorded investment in loans and leases by portfolio segment and based on the impairment method as of June 30, 2018 (unaudited):

		Real Estate				Consumer		
	Commercial	Single-family	Multi-family	Commercial	Construction	Home Equity lines of credit	Other	Total
ALLL:								
Ending allowance balance attributable to loans:								
Individually evaluated for impairment	$ -	$ -	$ -	$ 27	$ -	$ -	$ -	$ 27
Collectively evaluated for impairment	1,889	1,039	697	2,122	614	486	107	6,954
Total ending allowance balance	$ 1,889	$ 1,039	$ 697	$ 2,149	$ 614	$ 486	$ 107	$ 6,981
Loans:								
Individually evaluated for impairment	$ 207	$ 113	$ -	$ 3,160	$ -	$ -	$ -	$ 3,480
Collectively evaluated for impairment	116,651	104,082	45,907	131,842	45,069	24,499	6,008	474,058
Total ending loan balance	$ 116,858	$ 104,195	$ 45,907	$ 135,002	$ 45,069	$ 24,499	$ 6,008	$ 477,538

The following table presents the balance in the ALLL and the recorded investment in loans and leases by portfolio segment and based on the impairment method as of December 31, 2017:

		Real Estate				Consumer Home Equity lines of credit		
	Commercial	Single-family	Multi-family	Commercial	Construction		Other	Total
ALLL:								
Ending allowance balance attributable to loans:								
Individually evaluated for impairment	$ -	$ -	$ -	$ 26	$ -	$ -	$ -	$ 26
Collectively evaluated for impairment	1,984	912	660	2,117	672	597	2	6,944
Total ending allowance balance	$ 1,984	$ 912	$ 660	$ 2,143	$ 672	$ 597	$ 2	$ 6,970
Loans:								
Individually evaluated for impairment	$ 277	$ 116	$ -	$ 3,183	$ -	$ -	$ -	$ 3,576
Collectively evaluated for impairment	101,698	95,462	35,665	108,683	42,862	25,054	376	409,800
Total ending loan balance	$ 101,975	$ 95,578	$ 35,665	$ 111,866	$ 42,862	$ 25,054	$ 376	$ 413,376

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The following table presents loans individually evaluated for impairment by class of loans as of and for the period ended June 30, 2018. The unpaid principal balance is the contractual principal balance outstanding. The recorded investment is the unpaid principal balance adjusted for partial charge-offs, purchase premiums and discounts, and deferred loan fees and costs. The table presents accrual basis interest income recognized during the three and six months ended June 30, 2018. Cash payments of interest on these loans during the three and six months ended June 30, 2018 totaled $48 and $99, respectively.

	As of June 30, 2018 (unaudited)			Three months ended June 30, 2018 (unaudited)		Six months ended June 30, 2018 (unaudited)	
	Unpaid Principal Balance	Recorded Investment	ALLL Allocated	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:							
Real estate:							
Commercial:							
Owner occupied	$ 385	$ 131	$ -	$ 132	$ 5	133	10
Total with no allowance recorded	385	131	-	132	5	133	10
With an allowance recorded:							
Commercial (1)	207	207	-	208	1	218	3
Real estate:							
Single-family residential (1)	113	113	-	114	2	115	3
Multi-family residential (1)	-	-	-	-	-	-	-
Commercial:							
Non-owner occupied	2,844	2,844	25	2,844	39	2,845	78
Owner occupied	185	185	2	186	2	187	4
Total with an allowance recorded	3,349	3,349	27	3,352	44	3,365	88
Total	$ 3,734	$ 3,480	$ 27	$ 3,484	$ 49	$ 3,498	$ 98

(1) Allowance recorded is less than $1 resulting in rounding to zero.

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The following table presents loans individually evaluated for impairment by class of loans as of December 31, 2017. The unpaid principal balance is the contractual principal balance outstanding. The recorded investment is the unpaid principal balance adjusted for partial charge-offs, purchase premiums and discounts, and deferred loan fees and costs. The table presents accrual basis interest income recognized during the three and six months ended June 30, 2017. Cash payments of interest during the three and six months ended June 30, 2017 totaled $59 and $114, respectively.

	As of December 31, 2017			Three months ended June 30, 2017 (unaudited)		Six months ended June 30, 2017 (unaudited)	
	Unpaid Principal Balance	Recorded Investment	ALLL Allocated	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:							
Commercial	$	$	$	$ 2	$ -	$ 5	$ -
Real estate:							
Commercial:							
Owner occupied	391	137	-	143	6	145	14
Total with no allowance recorded	391	137	-	145	6	150	14
With an allowance recorded:							
Commercial	277	277	-	342	3	348	6
Real estate:							
Single-family residential (1)	116	116	-	119	2	120	3
Multi-family residential	-	-	-	34	1	35	1
Commercial:							
Non-owner occupied	2,856	2,856	24	3,004	45	3,009	78
Owner occupied	190	190	2	1,101	4	1,162	10
Total with an allowance recorded	3,439	3,439	26	4,600	55	4,674	98
Total	$ 3,830	$ 3,576	$ 26	$ 4,745	$ 61	$ 4,824	$ 112

(1) Allowance recorded is less than $1 resulting in rounding to zero.

The following table presents the recorded investment in nonperforming loans by class of loans:

	June 30, 2018	December 31, 2017

	(unaudited)	
Loans past due over 90 days still on accrual	$ -	$ -
Nonaccrual loans:		
Commercial	108	115
Real estate:		
Single-family residential	187	253
Consumer:		
Home equity lines of credit:		
Purchased for portfolio	93	102
Total nonaccrual	388	470
Total nonaccrual and nonperforming loans	$ 388	$ 470

Nonaccrual loans include both smaller balance single-family mortgage and consumer loans that are collectively evaluated for impairment and individually classified impaired loans. There were no loans 90 days or more past due and still accruing interest at June 30, 2018 or December 31, 2017.

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The following table presents the aging of the recorded investment in past due loans and leases by class of loans as of June 30, 2018 (unaudited):

	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Nonaccrual Loans Not > 90 days Past Due
Commercial	$ -	$ -	$ -	$ -	$ 116,858	$ 108
Real estate:						
Single-family residential	1,456	21	33	1,510	102,685	155
Multi-family residential	-	-	-	-	45,907	-
Commercial:						
Non-owner occupied	-	-	-	-	85,335	-
Owner occupied	-	-	-	-	41,697	-
Land	-	-	-	-	7,970	-
Construction	-	-	-	-	45,069	-
Consumer:						
Home equity lines of credit:						
Originated for portfolio	293	101	-	394	23,662	-
Purchased for portfolio	34	-	-	34	409	93
Other	-	-	-	-	6,008	-
Total	$ 1,783	$ 122	$ 33	$ 1,938	$ 475,600	$ 356

The following table presents the aging of the recorded investment in past due loans and leases by class of loans as of December 31, 2017:

	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater than 90 Days Past Due	Total Past Due	Loans Not Past Due	Nonaccrual Loans Not > 90 days Past Due
Commercial	$ -	$ -	$ -	$ -	$ 101,975	$ 115
Real estate:						
Single-family residential	1,610	27	104	1,741	93,837	149
Multi-family residential	-	-	-	-	35,665	-
Commercial:						

Non-owner occupied	-	-	-	-	67,792	-
Owner occupied	-	-	-	-	38,787	-
Land	-	-	-	-	5,287	-
Construction	-	-	-	-	42,862	-
Consumer:						
Home equity lines of credit:						
Originated for portfolio	-	-	-	-	24,592	-
Purchased for portfolio	-	-	102	102	360	-
Other	24	-	-	24	352	-
Total	$ 1,634	$ 27	$ 206	$ 1,867	$ 411,509	$ 264

Troubled Debt Restructurings (TDRs):

From time to time, the terms of certain loans are modified as TDRs, where concessions are granted to borrowers experiencing financial difficulties. The modification of the terms of such loans may have included one or a combination of the following: a reduction of the stated interest rate of the loan; an increase in the stated rate of interest lower than the current market rate for new debt with similar risk; an extension of the maturity date; or a change in the payment terms.

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As of June 30, 2018 and December 31, 2017, TDRs totaled $3,294 and $3,386, respectively. The Company allocated $26 and $25 of specific reserves to loans whose terms had been modified in TDRs as of June 30, 2018 and December 31, 2017, respectively. The Company had not committed to lend any additional amounts as of June 30, 2018 or December 31, 2017 to customers with outstanding loans classified as nonaccrual TDRs.

During the three months ended June 30, 2018 there were no loans modified as a TDR. During the three and six months ended June 30, 2017, one commercial real estate loan in the amount of $841 was modified as a TDR during the second quarter, where concessions were granted to a borrower experiencing financial difficulties. The loan was re-written at a lower interest rate than otherwise would have been offered on this credit grade in the current market.

There were no TDRs in payment default or that became nonperforming during the quarters ended June 30, 2018 and June 30, 2017. A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms, at which time the loan is re-evaluated to determine whether an impairment loss should be recognized, either through a write-off or specific valuation allowance, so that the loan is reported, net, at the present value of estimated future cash flows, or at the fair value of collateral, less cost to sell, if repayment is expected solely from the collateral.

The terms of certain other loans were modified during the quarters ended June 30, 2018 and 2017 that did not meet the definition of a TDR. These loans had a total recorded investment of $21,612 and $7,296 as of June 30, 2018 and 2017, respectively. The modification of these loans involved either a modification of the terms of a loan to borrowers who were not experiencing financial difficulties, a delay in payments that was considered to be insignificant or a modification where no concessions were granted.

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

Nonaccrual loans include loans that were modified and identified as TDRs and the loans are not performing. At June 30, 2018 and December 31, 2017, nonaccrual TDRs were as follows:

	June 30, 2018 (unaudited)	December 31, 2017
Commercial	$ 108	$ 115
Total	$ 108	$ 115

Nonaccrual loans at June 30, 2018 and December 31, 2017 do not include $3,186 and $3,271, respectively, of TDRs where customers have established a sustained period of repayment performance, generally six months, the loans are current according to their modified terms and repayment of the remaining contractual payments is expected. These loans are included in total impaired loans.

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt, such as current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. Management analyzes loans individually by classifying the loans as to credit risk. This analysis includes commercial, commercial real estate and multi-family residential real estate loans. Internal loan reviews for these loan types are performed at least annually, and more often for loans with higher credit risk. Adjustments to loan risk ratings are made based on the reviews and at any time information is received that may affect risk ratings. The following definitions are used for risk ratings:

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

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

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

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Loans not meeting the criteria to be classified into one of the above categories are considered to be not rated or pass-rated loans. Loans listed as not rated are primarily groups of homogeneous loans. Past due information is the primary credit indicator for groups of homogenous loans. Loans listed as pass-rated loans are loans that are subject to internal loan reviews and are determined not to meet the criteria required to be classified as special mention, substandard or doubtful.

The recorded investment in loans and leases by risk category and by class of loans and leases as of June 30, 2018 and based on the most recent analysis performed follows. There were no loans or leases rated doubtful at June 30, 2018.

(unaudited)	Not Rated	Pass	Special Mention	Substandard	Total
Commercial	$ -	$ 114,096	$ 2,555	$ 207	$ 116,858
Real estate:					
Single-family residential	104,005	-	-	190	104,195
Multi-family residential	-	45,304	445	158	45,907
Commercial:					
Non-owner occupied	79	80,050	4,365	841	85,335
Owner occupied	-	40,398	983	316	41,697
Land	-	7,970	-	-	7,970
Construction	6,678	38,391	-	-	45,069
Consumer:					
Home equity lines of credit:					
Originated for portfolio	23,982	-	-	73	24,055
Purchased for portfolio	351	-	-	93	444
Other	6,008	-	-	-	6,008
	$ 141,103	$ 326,209	$ 8,348	$ 1,878	$ 477,538

The recorded investment in loans and leases by risk category and by class of loans and leases as of December 31, 2017 follows. There were no loans or leases rated doubtful at December 31, 2017.

	Not Rated	Pass	Special Mention	Substandard	Total
Commercial	$ -	$ 98,829	$ 2,869	$ 277	$ 101,975
Real estate:					
Single-family residential	95,317	-	-	261	95,578
Multi-family residential	-	35,036	466	163	35,665
Commercial:					

Non-owner occupied	88	65,161	1,711	832	67,792
Owner occupied	-	37,453	1,008	326	38,787
Land	-	5,287	-	-	5,287
Construction	2,239	40,623	-	-	42,862
Consumer:					
Home equity lines of credit:					
Originated for portfolio	24,516	-	-	76	24,592
Purchased for portfolio	360	-	-	102	462
Other	376	-	-	-	376
	$ 122,896	$ 282,389	$ 6,054	$ 2,037	$ 413,376

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Leases:

The following lists the components of the net investment in direct financing leases:

	June 30, 2018 (unaudited)	December 31, 2017
Total minimum lease payments to be received (1)	$ 6,442	$ 6,838
Less: unearned income	(734)	(830)
Net investment in direct financing leases	$ 5,708	$ 6,008

(1) There were no initial direct costs associated with these leases.

The following summarizes the future minimum lease payments receivable in fiscal year 2018 and in subsequent fiscal years:

2018	$ 397
2019	793
2020	793
2021	793
2022	793
Thereafter	2,873
	$ 6,442

NOTE 5 - FAIR VALUE

Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the

measurement date. There are three levels of inputs that may be used to measure fair values:

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

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

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

The Company used the following methods and significant assumptions to estimate the fair value of each type of asset and liability:

Securities available for sale: The fair value of securities available for sale is determined using pricing models that vary based on asset class and include available trade, bid and other market information or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2).

Derivatives: The fair value of derivatives, which includes yield maintenance provisions, interest rate lock commitments and interest rate swaps, is based on valuation models using observable market data as of the measurement date (Level 2).

TBA mortgage – back securities: To mitigate the effect of the interest rate risk inherent in providing rate lock commitments to borrowers, the Company enters into either a forward sales contract to sell loans to investors when using best efforts or a TBA mortgage-backed security under mandatory delivery. The forward sales contracts lock in a price for the sale of loans with similar characteristics to the specific rate lock commitments based on a valuation model using observable market data for pricing commitments (Level 2).

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Impaired loans: The fair value of impaired loans with specific allocations of the ALLL is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Appraisals for collateral-dependent impaired loans are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by a third-party appraisal management company approved by the Board of Directors annually. Once received, the loan officer or a member of the credit department reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. Appraisals are updated as needed based on facts and circumstances associated with the individual properties. Real estate appraisals typically incorporate measures such as recent sales prices for comparable properties. Appraisers may make adjustments to the sales prices of the comparable properties as deemed appropriate based on the age, condition or general characteristics of the subject property. Management applies an additional discount to real estate appraised values, typically to reflect changes in market conditions since the date of the appraisal if warranted and to cover disposition costs (including selling expenses) based on the intended disposition method of the property. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly.

Loans held for sale: Loans held for sale are carried at fair value, as determined by outstanding commitments from third party investors (Level 2).

Assets and liabilities measured at fair value on a recurring basis, including financial assets and liabilities for which the Company has elected the fair value option, are summarized below:

	Fair Value Measurements at June 30, 2018 using Significant Other Observable Inputs

	(Level 2) (unaudited)
Financial Assets:	
Securities available for sale:	
Issued by U.S. government-sponsored entities and agencies:	
U.S. Treasury	$ 11,320
Mortgage-backed securities - residential	209
Collateralized mortgage obligations	85
Total securities available for sale	$ 11,614
Loans held for sale	26,424
Yield maintenance provisions (embedded derivatives)	$ 17
Interest rate lock commitments	$ 468
Financial Liabilities:	
Interest-rate swaps	$ 17
TBA Mortgage-back securities	$ 168

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	Fair Value Measurements at December 31, 2017 using Significant Other Observable Inputs (Level 2)
Financial Assets:	
Securities available for sale:	
Issued by U.S. government-sponsored entities and agencies:	
U.S. Treasury	$ 11,417
Mortgage-backed securities - residential	244
Collateralized mortgage obligations	112
Total securities available for sale	$ 11,773
Loans held for sale	1,124
Yield maintenance provisions (embedded derivatives)	$ 56
Interest rate lock commitments	$ 11
Financial Liabilities:	
Interest-rate swaps	$ 56

The Company had no assets or liabilities measured at fair value on a recurring basis that were measured using Level 1 or Level 3 inputs at June 30, 2018 or December 31, 2017. There were no transfers of assets or liabilities measured at fair value between levels during the periods ended June 30, 2018 and December 31, 2017.

Assets and liabilities measured at fair value on a non-recurring basis are summarized below:

Fair Value Measurements at
June 30, 2018 Using

Significant Unobservable Inputs (Level 3) (unaudited)	
Impaired loans:	
Commercial	$ 108
Real Estate:	
Single-family residential	113
Commercial:	
Non-owner occupied	2,818
Total impaired loans	$ 3,039

Fair Value Measurements at December 31, 2017 Using Significant Unobservable Inputs (Level 3)	
Impaired loans:	
Commercial	$ 115
Real Estate:	
Single-family residential	116
Commercial:	
Non-owner occupied	2,832
Total impaired loans	$ 3,063

The Company had no material assets or liabilities measured at fair value on a non-recurring basis that were measured using Level 1 or Level 2 inputs at June 30, 2018 or December 31, 2017.

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Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of $3,065 with a valuation allowance of $26 at June 30, 2018. There were no write-downs of impaired collateral dependent loans during the three and six months ended June 30, 2018 or 2017. Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of $3,087, with a valuation allowance of $24 at December 31, 2017.

During the three and six months ended June 30, 2018, the Company did not have any transfers of assets or liabilities between those measured using Level 1, 2 or 3 inputs. The Company recognizes transfers of assets and liabilities between Level 1, 2 and 3 inputs based on the information relating to those assets and liabilities at the end of the reporting period.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at June 30, 2018 (unaudited):

	Fair Value	Valuation Technique(s)	Unobservable Inputs	(Range) Weighted Average
Impaired loans:				
Commercial	$ 108	Comparable sales approach	Adjustment for differences between the comparable market transactions	3.48%
Real estate:				
Single-family residential	113	Comparable sales approach	Adjustment for differences between the comparable market transactions	(1.81% , 3.61%) 2.91%
Commercial:				
Non-owner occupied	2,818	Comparable sales approach	Adjustment for differences between the comparable market transactions	(3.48%, 9.64%) 5.15%

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2017:

	Fair Value	Valuation Technique(s)	Unobservable Inputs	(Range) Weighted Average
Impaired loans:				
Commercial	$ 115	Comparable sales approach	Adjustment for differences between the comparable market transactions	3.48%
Real estate:				
Single -family residential	116	Comparable sales approach	Adjustment for differences between the comparable market transactions	(1.81% , 3.61%) 2.91%

Commercial:				
Non-owner occupied	2,832	Comparable sales approach	Adjustment for differences between the comparable market transactions	(3.48%, 9.64%) 5.15%

Financial Instruments Recorded Using Fair Value Option

The Company has elected the fair value option for loans held for sale. These loans are intended for sale and the Company believes that the fair value is the best indicator of the resolution of these loans. Loans originated as construction loans, that were subsequently transferred to held for sale, are carried at the lower of cost or market and are not included. Interest income is recorded based on the contractual terms of the loan and in accordance with the Company's policy on loans held for investment. None of these loans were 90 days or more past due or on nonaccrual as of June 30, 2018 or December 31, 2017.

As of June 30, 2018 and December 31, 2017, the aggregate fair value, contractual balance and gain or loss of loans held for sale were as follows:

	June 30, 2018 (unaudited)	December 31, 2017
Aggregate fair value	$ 26,424	$ 1,124
Contractual balance	26,146	1,120
Gain (loss)	$ 278	$ 4

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The total amount of gains and losses from changes in fair value included in earnings for the three and six months ended June 30, 2018 and 2017 for loans held for sale were:

	Three months ended June 30,		Six months ended June 30,	
	2018	2017	2018	2017
	(unaudited)		(unaudited)	
Interest income	$ 142	$ 8	$ 166	$ 29
Interest expense	-	-	-	-
Change in fair value	216	(1)	274	(9)
Total change in fair value	$ 358	$ 7	$ 440	$ 20

The carrying amounts and estimated fair values of financial instruments at June 30, 2018 were as follows:

	Fair Value Measurements at June 30, 2018 Using:				
(unaudited)	Carrying Value	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	$ 32,739	$ 32,739	$ -	$ -	$ 32,739
Interest-bearing deposits in other financial institutions	100	100	-	-	100
Securities available for sale	11,614	-	11,614	-	11,614
Loans held for sale	26,424	-	26,424	-	26,424
Loans and leases, net	470,557	-	-	469,708	469,708
FHLB and FRB stock	3,251	n/a	n/a	n/a	n/a
Accrued interest receivable	1,614	11	42	1,561	1,614
Yield maintenance provisions (embedded derivatives)	17	-	17	-	17
Interest rate lock commitments	468	-	468	-	468
Financial liabilities					
Deposits	$ (488,125)	$ (249,896)	$ (238,229)	$ -	$ (488,125)
FHLB advances and other borrowings	(19,500)	-	(19,568)	-	(19,568)
Advances by borrowers for taxes and insurance	(225)	-	-	(225)	(225)
Subordinated debentures	(5,155)	-	(4,994)	-	(4,994)

Accrued interest payable	(117)	(3)	(114)	-	(117)
Interest-rate swaps	(17)	-	(17)	-	(17)
TBA mortgage-back securities	(168)		(168)		(168)

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

	Fair Value Measurements at December 31, 2017 Using:				
	Carrying Value	Level 1	Level 2	Level 3	Total
Financial assets					
Cash and cash equivalents	$ 45,498	$ 45,498	$ -	$ -	$ 45,498
Interest-bearing deposits in other financial institutions	100	100	-	-	100
Securities available for sale	11,773	-	11,773	-	11,773
Loans held for sale	1,124	-	1,124	-	1,124
Loans and leases, net	406,406	-	-	402,719	402,719
FHLB stock	3,227	n/a	n/a	n/a	n/a
Accrued interest receivable	1,326	27	38	1,261	1,326
Yield maintenance provisions (embedded derivatives)	56	-	56	-	56
Interest rate lock commitments	11	-	11	-	11
Financial liabilities					
Deposits	$ (419,028)	$ (236,797)	$ (181,659)	$ -	$ (418,456)
FHLB advances and other borrowings	(13,500)	-	(13,466)	-	(13,466)
Advances by borrowers for taxes and insurance	(489)	-	-	(489)	(489)
Subordinated debentures	(5,155)	-	(4,094)	-	(4,094)
Accrued interest payable	(79)	(6)	(73)	-	(79)
Interest-rate swaps	(56)	-	(56)	-	(56)

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

Cash and Cash Equivalents and Interest-Bearing Deposits in Other Financial Institutions

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

FHLB and FRB Stock

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

Loans and Leases

Fair values of loans and leases as of June 30, 2018, excluding loans held for sale, are estimated utilizing an exit pricing methodology as follows: For variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. The discount rate for the discounted cash flow analyses includes a credit quality adjustment. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans at December 31, 2017, do not necessarily represent an exit price and are not comparable period to period.

Deposits

The fair values disclosed for demand deposits (e.g., interest and noninterest bearing checking, passbook savings, and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amount) resulting in a Level 1 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flows calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Other Borrowings

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

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

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Accrued Interest Receivable/Payable

The carrying amounts of accrued interest approximate fair value resulting in a Level 1, 2 or 3 classification, consistent with the asset or liability with which they are associated.

Advances by Borrowers for Taxes and Insurance

The carrying amount of advances by borrowers for taxes and insurance approximates fair value resulting in a Level 3 classification, consistent with the liability with which they are associated.

Off-Balance-Sheet Instruments

The fair value of off-balance-sheet items is not considered material.

NOTE 6 – SUBORDINATED DEBENTURES

In December 2003, Central Federal Capital Trust I, a trust formed by the Holding Company, closed a pooled private offering of 5,000 trust preferred securities with a liquidation amount of $1 per security. The Holding Company issued $5,155 of subordinated debentures to the trust in exchange for ownership of all of the common stock of the trust and the proceeds of the preferred securities sold by the trust. The Holding Company is not considered the primary beneficiary of this trust (which is classified as a variable interest entity); therefore, the trust is not consolidated in the Company’s financial statements, but rather the subordinated debentures are shown as a liability. The Holding Company’s investment in the common stock of the trust was $155 and is included in other assets.

The Holding Company may redeem the subordinated debentures, in whole or in part, in a principal amount with integral multiples of $1, at 100% of the principal amount, plus accrued and unpaid interest. The subordinated debentures mature on December 30, 2033. The subordinated debentures are also redeemable in whole or in part from time to time, upon the occurrence of specific events defined within the trust indenture. There are no required principal payments on the subordinated debentures over the next five years. The Holding Company has the option to defer interest payments on the subordinated debentures for a period not to exceed five consecutive years.

The subordinated debentures have a variable rate of interest, reset quarterly, equal to the three-month London Interbank Offered Rate plus 2.85%, which was 5.19% at June 30, 2018 and 4.54% at December 31, 2017.

NOTE 7 – FHLB ADVANCES AND OTHER DEBT

FHLB fixed rate advances and other debt were as follows:

	Weighted Average Rate	June 30, 2018	December 31, 2017
FHLB fixed rate advances :			
Maturities:			
2019	1.62%	$ 3,500	$ 3,500
2020	1.98%	4,500	4,500
2021	2.32%	4,000	4,000
2022	2.05%	1,500	1,500
Total FHLB fixed rate advances		13,500	13,500
Variable rate other debt:			
Maturities:			
2020	5.49%	6,000	-
Total variable rate other debt		6,000	-
Total		$ 19,500	$ 13,500

Each FHLB advance is payable at its maturity date, with a prepayment penalty for fixed-rate advances.

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In February 2018, the Holding Company entered into a credit facility with a third-party bank pursuant to which the Holding Company may borrow up to an aggregate principal amount of $6,000. The purpose of the credit facility is to provide an additional source of liquidity for the Holding Company and to provide funds for the Holding Company to downstream as additional capital to CFBank to support growth. During the first quarter of 2018, the Holding Company had drawn $6,000 on the credit facility and downstreamed $5,000 as a capital contribution to CFBank. As of June 30, 2018, the outstanding principal balance under the credit facility was $6,000. Loans under the credit facility bear interest at a rate equal to the Prime Rate plus 0.75%. The credit facility is secured by a pledge of the Holding Company's stock of CFBank. The credit facility will expire in February 2020 unless extended or replaced. During the latter part of July, the Holding Company increased the credit facility by $2,000 and may borrow up to an aggregate principal amount of $8,000.

NOTE 8 – STOCK-BASED COMPENSATION

The Company has outstanding awards under two stock-based compensation plans (collectively, the "Plans"), as described below. Total compensation cost that has been charged against income for those Plans totaled $96 and $192, respectively, for the three and six months ended June 30, 2018 and $62 and $122, respectively, for the three and six months ended June 30, 2017. The total income tax effect was $20 and $40, respectively, for the three and six months ended June 30, 2018 and $21 and $42, respectively, for the three and six months ended June 30, 2017.

The Plans are both stockholder-approved and authorize stock option grants and restricted stock awards to be made to directors, officers and employees. The 2003 Equity Compensation Plan (the "2003 Plan"), as amended and restated, provided an aggregate of 100,000 shares for stock option grants and restricted stock awards, of which up to 30,000 shares could be awarded in the form of restricted stock awards. The 2009 Equity Compensation Plan (the "2009 Plan"), which was approved by stockholders on May 21, 2009, replaced the 2003 Plan and provided for 200,000 shares, plus any remaining shares available to grant or that are later forfeited or expire under the 2003 Plan, to be made available to be issued as stock option grants, stock appreciation rights or restricted stock awards. On May 16, 2013, the Company's stockholders approved the First Amendment to the 2009 Plan to increase the number of shares of common stock reserved for stock option grants and restricted stock awards thereunder to 1,500,000.

Stock Options:

The Plans permit the grant of stock options to directors, officers and employees of the Holding Company and CFBank. Option awards are granted with an exercise price equal to the market price of the Company's common stock on the date of grant, generally have vesting periods ranging from one to three years, and are exercisable for ten years from the date of grant. Unvested stock options immediately vest upon a change of control.

The fair value of each option award is estimated on the date of grant using a closed form option valuation (Black-Scholes) model that uses the assumptions noted in the table below. Expected volatilities are based on historical volatilities of the Company's common stock. The Company uses historical data to estimate option exercise and post-vesting termination behavior. Employee and management options are tracked separately. The expected term of options granted is based on historical data and represents the period of time that options granted are expected to be

outstanding, which takes into account that the options are not transferable. The risk-free interest rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

There were no options granted or exercised during the three and six months ended June 30, 2018 and June 30, 2017 (unaudited).

A summary of stock option activity in the Plans for the six months ended June 30, 2018 follows (unaudited):

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Intrinsic Value
Outstanding at beginning of year	539,256	$ 1.44		
Expired	(400)	20.15		
Cancelled or forfeited	-	-		
Outstanding at end of period	538,856	$ 1.42	4.9	$ 544,180
Expected to vest	-	$ -	-	$ -
Exercisable at end of period	538,856	$ 1.42	4.9	$ 544,180

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During the six months ended June 30, 2018, there were 400 stock options that expired. There were 300 stock options that expired during the six months ended June 30, 2017. During the six months ended June 30, 2018 and June 30, 2017, there were no cancelled or forfeited stock options. As of June 30, 2018, all stock options granted under the Plans were vested.

Restricted Stock Awards:

The Plans permit the grant of restricted stock awards to directors, officers and employees. Compensation is recognized over the vesting period of the awards based on the fair value of the stock at grant date. The fair value of the stock is determined using the closing share price on the date of grant and shares generally have vesting periods of one to three years.

There were 4,000 shares of restricted stock granted during the six months ended June 30, 2018. There was no shares of restricted stock issued during the six months ended June 30, 2017.

A summary of changes in the Company’s nonvested restricted stock awards as of June 30, 2018 follows (unaudited):

Nonvested Shares	Shares	Weighted Average Grant-Date Fair Value
Nonvested at January 1, 2018	464,661	$ 2.03
Granted	4,000	2.44
Forfeited	(43,999)	2.14
Nonvested at June 30, 2018	424,662	$ 2.02

As of June 30, 2018 and 2017, the unrecognized compensation cost related to nonvested restricted stock awards granted under the Plans was $642 and $511, respectively.

There were 43,999 shares of restricted stock forfeited during the six month period ended June 30, 2018. There were 6,333 shares of restricted stock forfeited during the six months ended June 30, 2017. There were no shares of restricted stock that vested during the six months ended June 30, 2018 and 2017.

There were 391,514 shares of common stock remaining available for stock option grants and restricted stock awards under the 2009 Plan at June 30, 2018.

NOTE 9 – REGULATORY CAPITAL MATTERS

CFBank is subject to regulatory capital requirements administered by federal banking agencies. Prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action.

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Dollars in thousands)

In July 2013, the Holding Company's primary federal regulator, the FRB, published final rules (the "Basel III Capital Rules") establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee's December 2010 framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules provide higher capital requirements and more restrictive leverage and liquidity ratios than those previously in place. In addition, in order to avoid limitations on capital distributions, such as dividend payments and certain bonus payments to executive officers, the Basel III Capital Rules require insured financial institutions to hold a capital conservation buffer of common equity tier 1 capital above the minimum risk-based capital requirements. The capital conservation buffer will be phased in over time, becoming fully effective on January 1, 2019, and will consist of an additional amount of common equity equal to 2.5% of risk-weighted assets. The Basel III Capital Rules revise the regulatory agencies' prompt corrective action framework by incorporating the new regulatory capital minimums and updating the definition of common equity. The Basel III Capital Rules became effective for the Company on January 1, 2015, and will be fully phased in by January 1, 2019. Quantitative measures established by the Basel III Capital Rules to ensure capital adequacy require the maintenance of minimum amounts and ratios of Common Equity Tier 1 capital, Tier 1 capital and Total capital, as defined in the regulations, to risk-weighted assets, and of Tier 1 capital to adjusted quarterly average assets ("Leverage Ratio"). CFBank's implementation of the new rules on January 1, 2015 did not have a material impact on our capital needs or classifications.

When fully phased in on January 1, 2019, the Basel III Capital Rules will require CFBank to maintain: 1) a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of 4.5%, plus a 2.5% "capital conservation buffer" (resulting in a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of 7.0% upon full implementation); 2) a minimum ratio of Tier 1 capital to risk-weighted assets of 6.0%, plus the capital conservation buffer (resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation); 3) a minimum ratio of Total capital to risk-weighted assets of 8.0%, plus the capital conservation buffer (resulting in a minimum Total capital ratio of 10.5% upon full implementation); and 4) a minimum Leverage Ratio of 4.0%.

The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period increasing by increments of that amount on each subsequent January 1 until it reaches 2.5% on January 1, 2019. As of June 30, 2018, the capital conservation buffer was 1.88%. The capital conservation buffer is designed to absorb losses during periods of economic stress. Failure to maintain the minimum Common Equity Tier 1 capital ratio plus the capital conservation buffer will result in potential restrictions on a banking institution's ability to pay dividends, repurchase stock and/or pay discretionary compensation to its employees.

The following tables present actual and required capital ratios as of June 30, 2018 and December 31, 2017 for CFBank under the Basel III Capital Rules. The minimum required capital amounts presented include the minimum required capital levels as of June 30, 2018, based on the phase-in provisions of the Basel III Capital Rules and the minimum required capital levels as of January 1, 2019 when the Basel III Capital Rules have been fully phased-in. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

Actual		Minimum Capital Required-Basel III Phase-In Schedule		Minimum Capital Required-Basel III Fully Phased-In		To Be Well Capitalized Under Applicable Regulatory Capital Standards
Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount