

Midwest Energy Emissions Corp.  
Form 10-K/A  
December 21, 2012

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

FORM 10-K/A  
Amendment No. 1

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

For the fiscal year ended: December 31, 2011

Commission file number: 000-33067

MIDWEST ENERGY EMISSIONS CORP.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

87-0398271  
(I.R.S. Employer  
Identification No.)

500 West Wilson Bridge Road, Suite 140, Worthington, Ohio 43085  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (614) 505-6115

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

Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act).  
Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 30, 2011, the last business day of the registrant’s most recently completed second fiscal quarter, was approximately \$648,000.

The number of shares outstanding of the Common Stock (\$.001 par value) of the Registrant as of the close of business on December 21, 2012 was 33,239,878.

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EXPLANATORY NOTE

We are filing this Amendment No. 1 of Form 10-K/A to our annual report on Form 10-K for the period ended December 31, 2011, filed with the SEC on April 12, 2011, to furnish a revised report from the Company's auditor that covers the financial position of the Company as of December 31, 2011 as well as the consolidated statement of operations, stockholder's deficit, and cash flows for the period from inception through December 31, 2011.

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TABLE OF DEFINED TERMS

TERM	DEFINITION
BAC	Brominated Powdered Activated Carbon
EERC	Energy and Environmental Research Center
EGU	Electric Generating Unit
EPA	The U.S. Environmental Protection Agency
ESP	Electrostatic Precipitator
Hg	Mercury
IGCC	Integrated Gasification Combined Cycle
MATS	Mercury and Air Toxics Standards
MEEC or ME2C	Midwest Energy Emissions Corp
MW	Megawatt
NOX	Oxides of Nitrogen
OTCBB	Over The Counter Bulletin Board
PAC	Powdered Activated Carbon
SCR	Selective Catalytic Reduction
SEC	U.S. Securities and Exchange Commission
SOX	Oxides of Sulfur

## PART I

### Forward-Looking Statements

This Annual Report on Form 10-K contains “forward-looking statements,” as defined in Section 21E of the Securities Exchange Act of 1934, as amended, that are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and reflect our current expectations regarding our future growth, results of operations, cash flows, performance and business prospects, and opportunities, as well as assumptions made by, and information currently available to, our management. Forward-looking statements are generally identified by using words such as “anticipate,” “believe,” “plan,” “expect,” “intend,” “will,” and similar expressions, but these words are not the exclusive means of identifying forward-looking statements. Forward-looking statements in this report are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed in or implied by the statements. These statements are based on information currently available to us and are subject to various risks, uncertainties, and other factors, including, but not limited to, those discussed herein under the caption “Risk Factors. In addition, matters that may cause actual results to differ materially from those in the forward-looking statements include, among other factors, the gain or loss of a major customer, change in environmental regulations, disruption in supply of materials, a significant change in general economic conditions in any of the regions where our customer utilities might experience significant changes in electric demand, a significant disruption in the supply of coal to our customer units, the loss of key management personnel, failure to obtain adequate working capital to execute the business plan and any major litigation regarding the company. Except as expressly required by the federal securities laws, we undertake no obligation to update such factors or to publicly announce the results of any of the forward-looking statements contained herein to reflect future events, developments, or changed circumstances or for any other reason. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including those detailed in ME2C’s filings and with the Securities and Exchange Commission.

### ITEM I – BUSINESS

As used in this Annual Report on Form 10-K, the terms “we”, “us”, “our”, “the Company”, “MEEC”, “ME2C”, and “Midwest Energy Emissions Corp.” refer to Midwest Energy Emissions Corp. and our wholly-owned subsidiaries.

#### Background

Midwest Energy Emissions Corp. (“MEEC”), a Delaware corporation, is an environmental services company specializing in mercury emission control technologies, primarily to utility and industrial coal-fired units. Our business plan is to deliver cost-effective mercury capture technologies to power plants and other large industrial coal-burning units in the United States, Canada, Europe and Asia. Our patented, proprietary technology allows customers to meet even the new, highly restrictive standards the U.S. Environmental Protection Agency (EPA) has set for mercury emissions, in an effective and economical manner, with the least disruption to the current equipment and on-going operations.

MEEC was incorporated under the laws of the State of Utah on July 19, 1983 under the name of Digicorp. In 2006, MEEC entered into a merger agreement with Digicorp, Inc., a Delaware corporation, for the purpose of effecting a change of the corporation’s domicile and in February 2007 the Company changed its domicile from Utah to Delaware. In October 2008, Digicorp changed its name to China Youth Media, Inc.

In December 2008, Midwest Energy Emissions Corp. (a corporation in the development phase) was incorporated in the state of North Dakota (“Midwest”) under the name RLP Energy, Inc. and subsequently changed its name in January 2011 to Midwest Energy Emissions Corp. Midwest is engaged in the business of developing and commercializing state-of-the-art control technologies relating to the capture and control of mercury emissions from coal-fired boilers in

the United States and Canada.

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On June 21, 2011, China Youth Media, Inc. entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Midwest pursuant to which at closing China Youth Media Merger Sub, Inc., China Youth Media’s wholly-owned subsidiary formed for the purpose of such transaction (the “Merger Sub”), would merge into Midwest, the result of which Midwest would become the China Youth Media’s wholly-owned subsidiary (the “Merger”). The Merger closed effective on June 21, 2011 (the “Closing”). As a result of the Closing and the Merger, the Merger Sub merged with and into Midwest and with Midwest surviving as a wholly-owned subsidiary of China Youth Media, Inc. Effective at the time of the Closing, Midwest changed its name to MES, Inc. For accounting purposes, the Merger was treated as a reverse merger and a recapitalization of the Company.

As a result of the Merger, all of the outstanding shares of common stock of Midwest were exchanged for 10,000 shares of newly created Series B Convertible Preferred Stock (the “Merger Shares”) of China Youth Media, Inc. The former shareholders of Midwest, upon conversion of all the Merger Shares, which occurred automatically on the filing of October 2011 amendment to China Youth Media, Inc.’s certificate of incorporation to increase the number of authorized shares (see below) then owned approximately 90% of the Company’s issued and outstanding common stock which were deemed issued and outstanding as of the closing of the Merger and conversion.

Pursuant to a Certificate of Amendment to our Certificate of Incorporation filed with the State of Delaware and effective as of October 7, 2011, China Youth Media, Inc. (i) changed its corporate name from “China Youth Media, Inc.” to “Midwest Energy Emissions Corp.”, (ii) effected a reverse stock split of all the outstanding shares of its common stock at an exchange ratio of one for one hundred ten (1:110) (the “Reverse Stock Split”) and (iii) changed the number of authorized shares of common stock, par value \$.001 per share, from 500,000,000 to 100,000,000.

As a result of the Merger, our business is now focused on the delivery of cost effective mercury capture technologies to power plant and other large industrial coal-burning units in the United States and Canada. Our prior businesses focusing on youth marketing and media in China by providing advertisers and corporations with direct and centralized access to China’s massive but difficult to reach student population, including the business of aggregation and distribution of international content and advertising for Internet or online consumption in China, are in the process of being terminated (see Part II, Item 7 Management’s Discussion and Analysis of Financial Condition and Results of Operations).

In November 2011, MEEC moved its corporate headquarters to Worthington, Ohio and currently maintains its primary office at 500 West Wilson Bridge Road, Suite 140, Worthington, Ohio 43085.

## Regulations & Markets

The markets for mercury removal from plant emissions are totally driven by regulations (state, provincial and federal). Changes in regulations have profound effects on these markets and the companies that compete in these markets. This is especially true for smaller companies such as MEEC.

On December 21, 2011 the EPA issued its Mercury and Air Toxics Standards (“MATS”) for power plants in the U.S. The new rule is intended to reduce air emissions of heavy metals, including mercury (Hg), from all major U.S. power plants, which are the leading source of non-natural mercury emissions in the U.S. Existing power plants will have three years (plus a potential one year extension in certain cases) to comply with the new emission limits.

The new MATS rule applies to Electric Generating Units (“EGUs”) that are larger than 25 megawatts (“MW”) that burn coal or oil for the purpose of generating electricity for sale and distribution through the national electric grid to the public. They include investor-owned units, as well as units owned by the Federal government, municipalities, and cooperatives that provide electricity for commercial, industrial, and residential uses. The EPA estimates that there are approximately 1,400 units affected by this new rule, approximately 1,100 existing coal-fired units and 300 oil-fired

units at about 600 power stations.

The final MATS identifies two subcategories of coal-fired EGUs, four subcategories of oil-fired EGUs and a subcategory for units that combust gasified coal or solid oil (integrated gasification combine cycle [IGCC] units) based on the design, utilization, and/or location of the various types of boilers at different power stations. The rule includes emission standards and/or other requirements for each subcategory. The rule sets nationwide emission limits and is estimated to reduce mercury emissions in coal-fired plants by about 90% overall.

The EPA estimates the total national annual cost of the MATS rule will be \$9.6 billion.

While the ultimate costs for compliance in the U.S. may indeed be in the \$9.6 billion per year range, that will not likely be the case until EGUs must comply starting on April 16, 2015. These on-going annual operating costs increases also do not include the capital costs to install the equipment and have it ready to operate when the emission limits are required. It is also important to note that a number of states currently have regulations to limit mercury emissions. These regulations remain in place until superseded by MATS in 2015.

With the publication of the MATS rule, we believe that utilities will explore and conduct numerous demonstrations of various technologies to determine which will work best to achieve the required reductions to bring each individual unit under the maximum allowed emissions rate. There are several choices of pollution control technologies that might be employed to reduce mercury emissions, but they do not all work well for every plant design or for all of the various types of coal. We believe that very few units in the U.S. today consistently limit mercury emissions to below the new maximum allowed rates. In addition, the EPA estimates that 40% of the coal units in the U.S. affected by the new MATS have no advanced pollution controls in operation.

The most common technology employed to reduce mercury emissions is the injection of powdered activated carbon ("PAC") or brominated PAC ("BAC") into the flue-gas of an EGU after the boiler itself, but in front of the Electro-Static Precipitators ("ESP"). Such injections have proven effective with many coals, especially at reduction levels of 70% or less. At required mercury reduction levels above 80%, these injection systems require substantial injection rates which often have severe operational issues including over-loading the ESP and rendering the fly ash unfit for sale to concrete companies, and at times even causing combustion concerns with the fly ash itself.

Mercury is also removed as a co-benefit by special pollution control equipment installed to remove oxides of sulfur ("SOX") and nitrogen ("NOX"). To achieve very high levels of SOX reduction, large, complex and expensive (capital costs in the hundreds of millions of dollars for a medium-sized EGU) systems called Scrubbers can be installed in the plant exhaust system, typically just before the flue-gas goes up the stack for release. As a co-benefit to their primary mission, Scrubbers have been shown to remove significant quantities of oxidized mercury.

Mercury is typically found in two basic forms in coal: elemental and oxidized. The amount of each form varies in any given seam of coal and is affected by the other natural elements (such as chlorine) which might also be present in the coal. We believe about 40% of the mercury in coal is found in the oxidized state. Mercury is found in only tiny trace amounts in coal at all and its presence is difficult to even detect. It is in the burning of huge quantities of coal that these trace amounts become problematic.

The other major pollution control system which contributes significantly to the co-benefits of mercury removal is a Selective Catalytic Reduction ("SCR") system which can be installed to achieve high levels of removal of NOX. SCR's are again very large and expensive systems (costing hundreds of millions of dollars in capital costs to install on a medium-size EGU) that are typically installed just after the flue-gas exits from the unit boiler. As a co-benefit, SCR's have been shown to oxidize a considerable percentage of the elemental mercury in many types of coal. If the EGU then has a combination of an SCR and a Scrubber, one might achieve an overall reduction of 80-85% of the mercury in many types of coal. The exact level of mercury emission reductions depends on the designs of these systems and the types of coal being burned.

It is thus anticipated that the large majority of EGUs in the U.S. will employ some sort of sorbent injection system to achieve the very low mercury emission levels required by the MATS. Either the sorbent injection system will be the primary removal method or such a system will likely be employed as a supplemental system to SCR/Scrubber combinations to achieve the new emission limits.

## MEEC's Technology

Our mercury removal technology and systems have been shown in long-term, full-scale trials on operating units to achieve mercury removal levels above the new MATS requirements and do so with lower cost and plant systems impacts than typical PAC or BAC sorbent injection systems. Our technology was originally developed by the University of North Dakota's Energy and Environmental Research Center ("EERC"). It was tested and refined on numerous operating coal-fired EGUs, with the founder of MEEC participating with the EERC on these tests since about 2008. The EERC Foundation obtained patents on this technology. MEEC has an "Exclusive Patent and Know-How License Agreement Including Transfer of Ownerships" for the exclusive world-wide rights to the commercial application of these related patents. In our agreement with the EERC Foundation we pay an annual license maintenance fee plus royalties on operational systems and have the right to purchase the commercial application patent rights for a payment specified in the agreement.

In 2010, we were awarded our first commercial contract to design, build and install our systems on two large (670MW each) coal units in the western part of the U.S. This is a multi-million dollar, three year renewable contract, which was awarded as a result of a competitive demonstration process. We invested more than \$1.2 million in the capital equipment for this project. Those systems out-performed the contract guarantees in all operational areas during startup and testing and went into commercial operation at the start of 2012. The system is used for mercury control whenever the plant is in operation.

#### Intellectual Property

We have the exclusive rights for a number of patents and pending patent applications under an agreement with the EERC. In the U.S., MEEC has the rights to a patent entitled “Sorbents and Flue Gas Additives for the Oxidation and Removal of Mercury” and has received Notice of Allowance for pending patent applications entitled “Process for Regenerating a Spent Sorbent (PAC Regen)” and “Sorbents for the Oxidation and Removal of Mercury.” In Canada, we have the rights to a patent entitled “Sorbents for the Oxidation and Removal of Mercury.” In China, we have the rights to a patent entitled “Sorbents and Flue Gas Additives for the Oxidation and Removal of Mercury.” In addition, there are a number of patent applications pending in the U.S., Canada, China and Europe. We believe that our patent position is strong in these markets and sublicensing and enforcing these patents will be a key part of our business strategy going forward. Likewise, any significant reduction in the protection afforded by these patents or any significant development in competing technologies could have a material adverse effect on our business.

#### Business Opportunities

Our business plan is divided into near-term and long-term based on the date that the new EPA MATS rule goes into effect, which is April 16, 2015. The near-term market (before April 2015) in the U.S. consists of two major opportunities. The first opportunity involves demonstrating our technology on a number of operating units, especially in the 2012 and 2013 time frames. We believe that electric utility companies will want to ensure they have proven technology which can be employed to achieve the required mercury reduction levels for their particular unit design and coal type. Such a demonstration typically involves one to two weeks of operations on a unit utilizing a temporary system and often done in a cost-share arrangement with the EGU. Once utilities decide on a system to be utilized for compliance, we then expect they will install systems in a phased installation over the late 2013, 2014, and early 2015 time frame, depending on outage schedules for affected EGUs. We do not anticipate significant revenues from these applications prior to April, 2015.

The second opportunity in the near-term market is in U.S. states and Canadian provinces which already have some degree of mercury removal required for EGUs operating in the state or province. Illinois requires coal-fired EGUs to remove 90% of the mercury or inject PAC at a rate of five pounds per thousand atmospheric cubic feet (MACF) of gas emissions, whichever comes first. We believe that most EGUs are injecting PAC at the maximum required rate and are not achieving 90% reduction.

Similarly in Canada, there is a Canada-wide mercury reduction agreement among all the provinces that requires a 60% reduction this year, and which will likely require an 80% reduction beginning in 2018, while individual provinces may move faster to stricter emissions control. We believe we have the most effective technology for the EGUs in Canada and a strong patent position there.

Our future success will depend on the success of demonstrations performed in the near-term period and the resulting contract awards to meet the MATS requirements in the long-term period. With over 1,400 EGUs in the U.S. affected by MATS and assuming some units are shut down rather than incur the added costs to comply, MEEC has a business goal to achieve at least 5-10% of this available market.

In China, the mercury reduction requirements are tailored after the requirements in Europe and go into effect in 2015. Revenues from any Chinese market success are expected in the long-term period.

In order to achieve significant near and long-term sales success and control overhead, MEEC employs a sales force of manufacture representatives (“Reps”) under the leadership of its experienced Vice President of Sales. These Reps are highly incentivized on a pure commission basis to introduce our technology into their customer EGUs. This approach has been very successfully employed by other companies operating in electric utility industry market.

We are endeavoring to keep our staff numbers lean until the business needs require staff additions. Currently, we have four full-time employees and about six part-time contracted employees.

We buy all the materials needed for our systems. Our proprietary Sorbent Enhancing Agent (“SEATM”) materials are readily available from numerous sources in the market. When we use PAC as a component of our sorbent material, we buy it in the market from companies such as ADA-CS, Norit, Calgon, etc. The companies are also some of our major competitors in the mercury control market. These companies employ large sales staff and are well established in the market. However, our technology has consistently performed much better in mercury removal in operational tests than PAC or BAC injections alone.

Our major competitors in the U.S. and Canada include companies such as ADA-ES, ADA-CS, Norit, Calgon, Alstom and Nalco. These companies are typically large firms with well-established sales forces. To date, their primary technology employed has been BAC. We believe our technology is superior and that with our experienced team of reps, we can compete effectively in these markets.

#### Available Information

We file with or submit to the SEC annual, quarterly and current periodic reports, proxy statements and other information meeting the informational requirements of the Exchange Act. You may inspect and copy these reports, proxy statements and other information, as well as the registration statement and related exhibits and schedules, at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet website that contains reports, proxy and information statements and other information filed electronically by us with the SEC which are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). Copies of these reports, proxy and information statements and other information may be obtained, after paying a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov), or by writing the SEC’s Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549.

#### ITEM 1A – RISK FACTORS

Investors in MEEC should be mindful of the following risk factors relative to MEEC’s business.

We are under-capitalized and may not be able to raise sufficient capital to ensure our continuation as an on-going company.

We do not currently have adequate long-term capitalization to properly execute our business plan. While efforts are currently underway to obtain that needed capital, there can be no assurance that those efforts will be a success. Failure to achieve appropriate capital injection into the Company could not only jeopardize achieving desired market penetration of the business plan but also could impair the ability of MEEC to continue as an on-going business.

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Total interest expense

587 493 1,583 1,362

Net interest income

7,383 6,762 21,001 19,551

Provision for loan losses

(652) (581) (482) (582)

Net interest income after provision for loan losses

8,035 7,343 21,483 20,133

Non-interest income:

Fees and service charges

870 848 2,421 2,517

Loan servicing fees

343 299 941 906

Gain on sales of loans

489 521 1,612 1,528

Other

234 241 792 744

Total non-interest income

1,936 1,909 5,766 5,695

Non-interest expense:

Compensation and benefits

3,574 3,642 11,076 11,366

Occupancy and equipment

1,073 1,050 3,242 3,115

Data processing



310 243 939 795

Professional services

326 307 873 983

Other

931 1,017 2,951 2,786

Total non-interest expense

6,214 6,259 19,081 19,045

Income before income tax expense

3,757 2,993 8,168 6,783

Income tax expense

1,045 1,213 2,284 2,766

Net income

2,712 1,780 5,884 4,017

Other comprehensive (loss) income, net of tax

(218) (4) (670) 357

Comprehensive income available to common shareholders

\$2,494 1,776 5,214 4,374

Basic earnings per share

\$0.62 0.42 1.37 0.95

Diluted earnings per share

\$0.59 0.37 1.24 0.83

See accompanying notes to consolidated financial statements.

Table of Contents**HMN FINANCIAL, INC. AND SUBSIDIARIES****Consolidated Statement of Stockholders' Equity****For the Nine-Month Period Ended September 30, 2018**

(unaudited)

<i>(Dollars in thousands)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Unearned Employee Stock Ownership Plan Shares	Treasury Stock	Total Stock- Holders' Equity
Balance, December 31, 2017	\$ 91	50,623	91,448	(957 )	(2,030 )	(58,357 )	80,818
Net income			5,884				5,884
Amounts reclassified from accumulated other comprehensive loss			70	(70 )			0
Other comprehensive loss				(670 )			(670 )
Stock warrants purchased		(6,453 )					(6,453 )
Exercise of stock warrants		(1,674 )				1,674	0
Stock compensation expense		13					13
Restricted stock awards		(188 )				188	0
Amortization of restricted stock awards		104					104
Earned employee stock ownership plan shares		153			145		298
Balance, September 30, 2018	\$ 91	42,578	97,402	(1,697 )	(1,885 )	(56,495 )	79,994

See accompanying notes to consolidated financial statements.

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(unaudited)

	Nine Months Ended	
	September 30,	2017
	2018	2017
<i>(Dollars in thousands)</i>		
Cash flows from operating activities:		
Net income	\$5,884	4,017
Adjustments to reconcile net income to cash provided by operating activities:		
Provision for loan losses	(482 )	(582 )
Depreciation	806	704
Amortization of (discounts) premiums, net	20	(1 )
Amortization of deferred loan fees	(254 )	(192 )
Amortization of core deposit intangible	75	75
Amortization of other purchased fair value adjustments	(63 )	(74 )
Amortization of mortgage servicing rights	412	411
Capitalized mortgage servicing rights	(533 )	(461 )
Securities losses, net	12	0
Gain on sale of premises and equipment	0	(8 )
Gain on sales of real estate	(80 )	(72 )
Gain on sales of loans	(1,612 )	(1,528 )
Proceeds from sales of loans held for sale	68,590	63,449
Disbursements on loans held for sale	(59,079)	(54,551 )
Amortization of restricted stock awards	104	109
Amortization of unearned Employee Stock Ownership Plan shares	145	145
Earned Employee Stock Ownership Plan shares priced above original cost	153	108
Stock option compensation expense	13	31
Decrease in accrued interest receivable	119	46
Increase (decrease) in accrued interest payable	133	(124 )
(Increase) decrease in other assets	(101 )	376
Increase (decrease) in other liabilities	(1,434 )	57
Other, net	(2 )	51
Net cash provided by operating activities	12,826	11,986
Cash flows from investing activities:		
Principal collected on securities available for sale	1,478	636
Proceeds collected on maturities of securities available for sale	310	20,100
Purchases of securities available for sale	(4,888 )	(20,035 )
Purchase of Federal Home Loan Bank stock	(322 )	(3,999 )
Redemption of Federal Home Loan Bank stock	272	3,952
Proceeds from sales of real estate	367	309
Net increase in loans receivable	(7,614 )	(39,044 )

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Proceeds from sale of premises and equipment	0	8
Purchases of premises and equipment	(2,333 )	(772 )
Net cash used by investing activities	(12,730)	(38,845 )
Cash flows from financing activities:		
Increase in deposits	15,829	36,165
Warrants purchased	(6,453 )	0
Stock awards withheld for tax withholding	0	(54 )
Proceeds from borrowings	6,800	99,200
Repayment of borrowings	(6,800 )	(106,200)
Increase in customer escrows	1,040	787
Net cash provided by financing activities	10,416	29,898
Increase in cash and cash equivalents	10,512	3,039
Cash and cash equivalents, beginning of period	37,564	27,561
Cash and cash equivalents, end of period	\$48,076	30,600
Supplemental cash flow disclosures:		
Cash paid for interest	\$1,448	1,485
Cash paid for income taxes	3,395	1,817
Supplemental noncash flow disclosures:		
Loans transferred to loans held for sale	8,187	8,144
Loans held for sale transferred to loans	0	164
Transfer of loans to real estate	74	40

See accompanying notes to consolidated financial statements.

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**HMN FINANCIAL, INC. AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

(unaudited)

**September 30, 2018 and 2017**

**(1) *HMN Financial, Inc.***

HMN Financial, Inc. (HMN or the Company) is a stock savings bank holding company that owns 100 percent of Home Federal Savings Bank (the Bank). The Bank has a community banking philosophy and operates retail banking and loan production facilities in Minnesota, Iowa, and Wisconsin. The Bank has two wholly owned subsidiaries, Osterud Insurance Agency, Inc. (OIA), which does business as Home Federal Investment Services and offers financial planning products and services, and HFSB Property Holdings, LLC (HPH), which is currently inactive but has acted in the past as an intermediary for the Bank in holding and operating certain foreclosed properties.

The consolidated financial statements included herein are for HMN, the Bank, OIA and HPH. All significant intercompany accounts and transactions have been eliminated in consolidation.

Certain amounts in the consolidated financial statements for the prior year have been reclassified to conform to the current year presentation.

**(2) *Basis of Preparation***

The accompanying unaudited consolidated financial statements were prepared in accordance with instructions for Form 10-Q and, therefore, do not include all disclosures necessary for a complete presentation of the consolidated balance sheets, consolidated statements of comprehensive income, consolidated statement of stockholders' equity and consolidated statements of cash flows in conformity with U.S. generally accepted accounting principles (GAAP). However, all normal recurring adjustments which are, in the opinion of management, necessary for the fair presentation of the interim financial statements have been included. The results of operations for the nine month period ended September 30, 2018 are not necessarily indicative of the results which may be expected for the entire year.

**(3) *New Accounting Standards***

In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*. The amendments in the ASU create *Topic 842, Leases*, and supersede the lease

requirements in *Topic 840, Leases*. The objective of this ASU is to establish the principles that lessees and lessors shall apply to report useful information to users of financial statements about the amount, timing, and uncertainty of cash flows arising from a lease. The main difference between previous GAAP and this ASU is the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous GAAP. The amendment requires a lessee to recognize in the statement of financial position a liability to make lease payments (the lease liability) and the right-of-use asset representing its right to use the underlying asset for the lease term. The accounting applied by a lessor is largely unchanged from that applied under previous GAAP. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The modified retrospective approach includes a number of optional practical expedients that entities may elect to apply that will, in effect, continue to account for leases that commence before the effective date in accordance with previous GAAP unless the lease is modified. As entities started to implement the new leases standard, many preparers were encountering some unanticipated costs and complexities associated with the modified retrospective transition method, particularly the comparative period reporting requirements. In response to these issues, the FASB in July of 2018 issued ASU 2018-11. The amendments in this ASU provide lessors with an additional (and optional) transition method to adopt the new leases standard. Under this new transition method, an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. The amendments in these ASU's, for public business entities, are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The adoption of these ASU's in the first quarter of 2019 is not anticipated to have a material impact on the Company's consolidated financial statements.

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In June 2016, the FASB issued ASU 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The amendments in this ASU affect all entities that measure credit losses on financial instruments including loans, debt securities, trade receivables, net investments in leases, off-balance sheet credit exposures, reinsurance receivables, and any other financial asset that has a contractual right to receive cash that is not specifically excluded. The main objective of this ASU is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in this ASU replace the incurred loss impairment methodology required in current GAAP with a methodology that reflects expected credit losses that requires consideration of a broader range of reasonable and supportable information to estimate credit losses. The amendments in this ASU will affect entities to varying degrees depending on the credit quality of the assets held by the entity, the duration of the assets held, and how the entity applies the current incurred loss methodology. The amendments in this ASU, for public business entities that are filers with the Securities and Exchange Commission, are effective for fiscal years beginning after December 15, 2019, including interim periods within those annual periods. All entities may adopt the amendments in the ASU early as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Amendments should be applied using a modified retrospective transition method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance is adopted. Management has accumulated the charge off information necessary to calculate the appropriate life of loan loss percentages for the various loan categories, has identified several key metrics to help identify and project anticipated changes in the credit quality of our loan portfolio upon enactment, and is in the process of evaluating the determination of potential qualitative reserve amounts and the impact that the adoption of this ASU in the first quarter of 2020 will have on the Company's consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, *Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*. The amendments in this ASU shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount, as discounts continue to be amortized to maturity. This ASU is intended to more closely align the amortization period of premiums and discounts to expectations incorporated in market pricing on the underlying securities. In most cases, market participants price securities to the call date that produces the worst yield when the coupon is above current market rates and price securities to maturity when the coupon is below market rates. As a result, the amendments more closely align interest income recorded on bonds held at a premium or a discount with the economics of the underlying instrument. This ASU is intended to reduce diversity in practice and is effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018 with early adoption permitted. Upon adoption, the amendments should be applied using a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. Additionally, in the period of adoption, an entity should provide disclosures about a change in accounting principles. The adoption of this ASU in the first quarter of 2019 is not anticipated to have a material impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, *Fair Value Measurement (Topic 820), Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*. The Amendments in this ASU apply to all entities that are required, under existing GAAP, to make disclosures about recurring or nonrecurring fair value measurements and modify the disclosure requirements on fair value measurements in *Topic 820, Fair Value Measurement*, including the consideration of costs and benefits. The ASU removed, modified, and added various

disclosure requirements in Topic 820. The amendments also eliminate *at a minimum* from the phrase *an entity shall disclose at a minimum* to promote the appropriate exercise of discretion by entities when considering fair value measurement disclosures and to clarify that materiality is an appropriate consideration of entities and their auditor when evaluating disclosure requirements. The amendments in the ASU are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. An entity is permitted to early adopt the implementation of any removed or modified disclosures upon issuance of the ASU and delay adoption of the additional disclosures until their effective date. The Company has not opted to early adopt any portion of this ASU and the adoption in the first quarter of 2020 is not anticipated to have a material impact on the Company's consolidated financial statements.



Table of Contents**(4) Fair Value Measurements**

ASC 820, *Fair Value Measurements*, establishes a framework for measuring the fair value of assets and liabilities using a hierarchy system consisting of three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 - Valuation is based upon quoted prices for identical instruments traded in active markets that the Company has the ability to access.

Level 2 - Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which significant assumptions are observable in the market.

Level 3 - Valuation is generated from model-based techniques that use significant assumptions not observable in the market and are used only to the extent that observable inputs are not available. These unobservable assumptions reflect our own estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The following table summarizes the assets and liabilities of the Company for which fair values are determined on a recurring basis as of September 30, 2018 and December 31, 2017.

	Carrying value at September 30, 2018			
	Total	Level 1	Level 2	Level 3
<i>(Dollars in thousands)</i>				
Securities available for sale	\$79,604	0	79,604	0
Mortgage loan commitments	13	0	13	0
Total	\$79,617	0	79,617	0

	Carrying value at December 31, 2017			
	Total	Level 1	Level 2	Level 3
<i>(Dollars in thousands)</i>				
Securities available for sale	\$77,472	0	77,472	0
Mortgage loan commitments	28	0	28	0

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Total \$77,500 0 77,500 0

There were no transfers between Levels 1, 2, or 3 during the three or nine month periods ended September 30, 2018.

The Company may also be required, from time to time, to measure certain other financial assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from the application of the lower-of-cost-or-market accounting or write-downs of individual assets. For assets measured at fair value on a nonrecurring basis that were held at December 31, 2017 and at September 30, 2018, the following table provides the level of valuation assumptions used to determine each adjustment and the carrying value of the related individual assets or portfolios at September 30, 2018 and December 31, 2017.

	Carrying value at September 30, 2018				Three months ended	Nine months ended
	Total	Level 1	Level 2	Level 3	September 30, 2018	September 30, 2018
<i>(Dollars in thousands)</i>						
					total losses	total losses
Loans held for sale	\$2,109	0	2,109	0	(46	) (30 )
Mortgage servicing rights	1,845	0	1,845	0	0	0
Loans <sup>(1)</sup>	5,352	0	5,352	0	(252	) (332 )
Real estate, net <sup>(2)</sup>	414	0	414	0	0	0
Total	\$9,720	0	9,720	0	(298	) (362 )

	Carrying value at December 31, 2017				Year ended
	Total	Level 1	Level 2	Level 3	December 31, 2017
<i>(Dollars in thousands)</i>					
					total gains (losses)
Loans held for sale	\$1,837	0	1,837	0	1
Mortgage servicing rights	1,724	0	1,724	0	0
Loans <sup>(1)</sup>	3,201	0	3,201	0	(413 )
Real estate, net <sup>(2)</sup>	627	0	627	0	0

Total	\$7,389 0	7,389 0	(412 )
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- (1) Represents the carrying value and related specific reserves on loans for which adjustments are based on the appraised value of the collateral. The carrying value of loans fully charged-off is zero.
- (2) Represents the fair value and related losses of foreclosed real estate and other collateral owned that were measured at fair value subsequent to their initial classification as foreclosed assets.

Table of Contents**(5) Fair Value of Financial Instruments**

Generally accepted accounting principles require interim reporting period disclosure about the fair value of financial instruments, including assets, liabilities and off-balance sheet items for which it is practicable to estimate fair value. The fair value hierarchy level for each asset and liability, as defined in Note 4, have been included in the following table for September 30, 2018 and December 31, 2017. The fair value estimates are made based upon relevant market information, if available, and upon the characteristics of the financial instruments themselves. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based upon judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. The estimated fair value of the Company's financial instruments as of September 30, 2018 and December 31, 2017 are shown in the following table.

<i>(Dollars in thousands)</i>	September 30, 2018					December 31, 2017						
	Carrying amount	Estimated fair value	Fair value hierarchy			Contract amount	Carrying amount	Estimated fair value	Fair value hierarchy			Contract amount
			Level 1	Level 2	Level 3				Level 1	Level 2	Level 3	
Financial assets:												
Cash and cash equivalents	\$48,076	48,076	48,076				37,564	37,564	37,564			
Securities available for sale	79,604	79,604		79,604			77,472	77,472		77,472		
Loans held for sale	2,109	2,109		2,109			1,837	1,837		1,837		
Loans receivable, net	586,092	578,676		578,676			585,931	585,494		585,494		
Federal Home Loan Bank stock	867	867		867			817	817		817		
Accrued interest receivable	2,225	2,225		2,225			2,344	2,344		2,344		
Financial liabilities:												
Deposits	651,429	645,417		645,417			635,601	635,905		635,905		
Accrued interest payable	279	279		279			146	146		146		
Off-balance sheet financial												

instruments:						
Commitments						
to extend	13	13	225,242	28	28	173,645
credit						
Commitments						
to sell loans	18	18	8,334	(11	)(11	5,629

*Cash and Cash Equivalents*

The carrying amount of cash and cash equivalents approximates their fair value.

*Securities Available for Sale*

The fair values of securities were based upon quoted market prices for identical or similar instruments in active markets.

*Loans Held for Sale*

The fair values of loans held for sale were based upon quoted market prices for loans with similar interest rates and terms to maturity.

*Loans Receivable, net*

The fair value of the loan portfolio, with the exception of the adjustable rate portfolio, was calculated by discounting the scheduled cash flows through the estimated maturity using anticipated prepayment speeds and using discount rates that reflect the credit and interest rate risk inherent in each loan portfolio. The fair value of the adjustable loan portfolio was estimated by grouping the loans with similar characteristics and comparing the characteristics of each group to the prices quoted for similar types of loans in the secondary market. The fair value disclosures for both the fixed and adjustable rate portfolios were adjusted to reflect the exit price amount anticipated to be received from the sale of the portfolio in an open market transaction as required upon adoption of ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities* beginning in the first quarter of 2018.

*Federal Home Loan Bank Stock*

The carrying amount of Federal Home Loan Bank (FHLB) stock approximates its fair value.

*Accrued Interest Receivable*

The carrying amount of accrued interest receivable approximates its fair value since it is short-term in nature and does not present unanticipated credit concerns.

*Deposits*

The fair value of demand deposits, savings accounts and certain money market account deposits is the amount payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. The fair value disclosures for all of the deposits were adjusted to reflect the exit price amount anticipated to be received from the sale of the deposits in an open market transaction as required upon adoption of ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10) Recognition and Measurement of Financial Assets and Financial Liabilities* beginning in the first quarter of 2018.

Table of Contents*Accrued Interest Payable*

The carrying amount of accrued interest payable approximates its fair value since it is short-term in nature.

*Commitments to Extend Credit*

The fair values of commitments to extend credit are estimated using the fees normally charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counter parties.

*Commitments to Sell Loans*

The fair values of commitments to sell loans are estimated using the quoted market prices for loans with similar interest rates and terms to maturity.

**(6) Other Comprehensive Income (Loss)**

Other comprehensive income (loss) is defined as the change in equity during a period from transactions and other events from nonowner sources. Comprehensive income is the total of net income and other comprehensive income (loss), which for the Company is comprised of unrealized gains and losses on securities available for sale. The components of other comprehensive income (loss) and the related tax effects were as follows:

<i>(Dollars in thousands)</i>	For the three months ended September 30,					
	2018			2017		
Securities available for sale:	Before tax	Tax effect	Net of tax	Before tax	Tax effect	Net of tax
Net unrealized losses arising during the period	\$(303)	(85 )	(218)	(7)	(3 )	(4 )
Other comprehensive loss	\$(303)	(85 )	(218)	(7)	(3 )	(4 )

<i>(Dollars in thousands)</i>	For the nine months ended September 30,					
	2018			2017		
Securities available for sale:	Before tax	Tax effect	Net of tax	Before tax	Tax effect	Net of tax
Net unrealized (losses) gains arising during the period	\$(928)	(258 )	(670)	593	236	357
Other comprehensive (loss) income	\$(928)	(258 )	(670)	593	236	357

**(7) Securities Available For Sale**

The following table shows the gross unrealized losses and fair value for the securities available for sale portfolio, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at September 30, 2018 and December 31, 2017.

<i>(Dollars in thousands)</i>	Less Than Twelve Months			Twelve Months or More			Total	Unrealized Losses
	# of Investments	Fair Value	Unrealized Losses	# of Investments	Fair Value	Unrealized Losses	Fair Value	
<b>September 30, 2018</b>								
Mortgage-backed securities:								
Federal National Mortgage Association (FNMA)	0	\$0	0	2	\$3,846	(250 )	\$3,846	(250 )
Federal Home Loan Mortgage Corporation (FHLMC)	2	4,171	(123 )	0	0	0	4,171	(123 )
Collateralized mortgage obligations:								
FNMA	0	0	0	1	190	(13 )	190	(13 )
Other marketable securities:								
U.S. Government agency obligations	0	0	0	14	68,125	(1,844 )	68,125	(1,844 )
Municipal obligations	12	2,058	(21 )	0	0	0	2,058	(21 )
Corporate obligations	1	172	(1 )	0	0	0	172	(1 )
Corporate preferred stock	0	0	0	1	595	(105 )	595	(105 )
Total temporarily impaired securities	15	\$6,401	(145 )	18	\$72,756	(2,212 )	\$79,157	(2,357 )



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<i>(Dollars in thousands)</i>	Less Than Twelve Months			Twelve Months or More			Total	
	# of Investments	Fair Value	Unrealized Losses	# of Investments	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<u>December 31, 2017</u>								
Mortgage-backed securities:								
FNMA	2	\$4,703	(78 )	0	\$0	0	\$4,703	(78 )
Collateralized mortgage obligations:								
FNMA	1	218	(5 )	0	0	0	218	(5 )
Other marketable securities:								
U.S. Government agency obligations	2	9,819	(163 )	12	58,942	(1,038 )	68,761	(1,201 )
Municipal obligations	14	2,268	(8 )	0	0	0	2,268	(8 )
Corporate obligations	1	233	(1 )	0	0	0	233	(1 )
Corporate preferred stock	0	0	0	1	560	(140 )	560	(140 )
Total temporarily impaired securities	20	\$17,241	(255 )	13	\$59,502	(1,178 )	\$76,743	(1,433 )

We review our investment portfolio on a quarterly basis for indications of impairment. This review includes analyzing the length of time and the extent to which the fair value has been lower than the cost, the market liquidity for the investment, the financial condition and near-term prospects of the issuer, including any specific events which may influence the operations of the issuer, and our intent and ability to hold the investment for a period of time sufficient to recover the temporary loss.

The unrealized losses on impaired securities other than the corporate preferred stock are the result of changes in interest rates. The unrealized losses reported for the corporate preferred stock at September 30, 2018 relates to a single trust preferred security that was issued by the holding company of a small community bank. As of September 30, 2018 all payments were current on the trust preferred security and the issuer's subsidiary bank was considered to be "well capitalized" based on its most recent regulatory filing. Based on a review of the issuer, it was determined that the trust preferred security was not other-than-temporarily impaired at September 30, 2018. The Company does not intend to sell the preferred stock and has the intent and ability to hold it for a period of time sufficient to recover the temporary loss. Management believes that the Company will receive all principal and interest payments contractually due on the security and that the decrease in the market value is primarily due to a lack of liquidity in the market for trust preferred securities. Management will continue to monitor the credit risk of the issuer and may be required to recognize other-than-temporary impairment charges on this security in future periods.

A summary of securities available for sale at September 30, 2018 and December 31, 2017 is as follows:

<i>(Dollars in thousands)</i>	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<b><u>September 30, 2018:</u></b>				
Mortgage-backed securities:				
FNMA	\$ 4,096	0	(250 )	3,846
FHLMC	4,294	0	(123 )	4,171
Collateralized mortgage obligations:				
FNMA	203	0	(13 )	190
	8,593	0	(386 )	8,207
Other marketable securities:				
U.S. Government agency obligations	69,969	0	(1,844 )	68,125
Municipal obligations	2,381	1	(21 )	2,361
Corporate debt	173	0	(1 )	172
Corporate preferred stock	700	0	(105 )	595
Corporate equity	144	0	0	144
	73,367	1	(1,971 )	71,397
	\$ 81,960	1	(2,357 )	79,604

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<i>(Dollars in thousands)</i>	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
<u>December 31, 2017</u>				
Mortgage-backed securities:				
FNMA	\$ 4,834	1	(78	) 4,757
FHLMC	91	2	0	93
Collateralized mortgage obligations:				
FNMA	223	0	(5	) 218
	5,148	3	(83	) 5,068
Other marketable securities:				
U.S. Government agency obligations	69,962	0	(1,201	) 68,761
Municipal obligations	2,699	2	(8	) 2,693
Corporate obligations	234	0	(1	) 233
Corporate preferred stock	700	0	(140	) 560
Corporate equity	58	99	0	157
	73,653	101	(1,350	) 72,404
	\$ 78,801	104	(1,433	) 77,472

The following table indicates amortized cost and estimated fair value of securities available for sale at September 30, 2018 based upon contractual maturity adjusted for scheduled repayments of principal and projected prepayments of principal based upon current economic conditions and interest rates.

<i>(Dollars in thousands)</i>	Amortized Cost	Fair Value
Due less than one year	\$ 1,844	1,777
Due after one year through five years	76,425	74,370
Due after five years through ten years	2,767	2,643
Due after ten years	780	670
No stated maturity	144	144
Total	\$ 81,960	79,604

The allocation of mortgage-backed securities in the table above is based upon the anticipated future cash flow of the securities using estimated mortgage prepayment speeds. The allocation of other marketable securities that have call features is based on the anticipated cash flows to the call date if it is anticipated that the security will be called, or to the maturity date if it is not anticipated to be called.

**(8) Loans Receivable, Net**

A summary of loans receivable at September 30, 2018 and December 31, 2017 is as follows:

	September 30,	December 31,
<i>(Dollars in thousands)</i>	2018	2017
Single family	\$ 108,493	107,005
Commercial real estate:		
Real estate rental and leasing	187,373	175,177
Other	145,130	158,940
	332,503	334,117
Consumer	74,521	73,767
Commercial business	78,882	79,909
Total loans	594,399	594,798
Less:		
Unamortized discounts	18	19
Net deferred loan costs	(543 )	(463 )
Allowance for loan losses	8,832	9,311
Total loans receivable, net	\$ 586,092	585,931

Table of Contents**(9) Allowance for Loan Losses and Credit Quality Information**

The allowance for loan losses is summarized as follows:

<i>(Dollars in thousands)</i>	Single Family	Commercial Real Estate	Consumer	Commercial Business	Total
<u>For the three months ended September 30, 2018:</u>					
Balance, June 30, 2018	\$881	5,242	1,623	1,582	9,328
Provision for losses	(10 )	(287 )	61	(416 )	(652 )
Charge-offs	0	0	(16 )	(15 )	(31 )
Recoveries	0	0	5	182	187
Balance, September 30, 2018	\$871	4,955	1,673	1,333	8,832
<u>For the nine months ended September 30, 2018:</u>					
Balance, December 31, 2017	\$900	5,073	1,630	1,708	9,311
Provision for losses	(6 )	(316 )	169	(329 )	(482 )
Charge-offs	(24 )	0	(141 )	(270 )	(435 )
Recoveries	1	198	15	224	438
Balance, September 30, 2018	\$871	4,955	1,673	1,333	8,832
Allocated to:					
Specific reserves	\$192	441	263	177	1,073
General reserves	708	4,632	1,367	1,531	8,238
Balance, December 31, 2017	\$900	5,073	1,630	1,708	9,311
Allocated to:					
Specific reserves	\$104	688	187	82	1,061
General reserves	767	4,267	1,486	1,251	7,771
Balance, September 30, 2018	\$871	4,955	1,673	1,333	8,832
<u>Loans receivable at December 31, 2017:</u>					
Individually reviewed for impairment	\$1,523	1,364	880	507	4,274
Collectively reviewed for impairment	105,482	332,753	72,887	79,402	590,524
Ending balance	\$107,005	334,117	73,767	79,909	594,798
<u>Loans receivable at September 30, 2018:</u>					
Individually reviewed for impairment	\$1,407	3,689	946	371	6,413
Collectively reviewed for impairment	107,086	328,814	73,575	78,511	587,986
Ending balance	\$108,493	332,503	74,521	78,882	594,399

<i>(Dollars in thousands)</i>	Single Family	Commercial Real Estate	Consumer	Commercial Business	Total
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For the three months ended September 30, 2017:

Balance, June 30, 2017	\$ 1,004	5,490	1,544	2,007	10,045
Provision for losses	(63 )	(509 )	141	(150 )	(581 )
Charge-offs	(6 )	0	(45 )	(300 )	(351 )
Recoveries	0	32	6	126	164
Balance, September 30, 2017	\$ 935	5,013	1,646	1,683	9,277

For the nine months ended September 30, 2017:

Balance, December 31, 2016	\$ 1,186	4,953	1,613	2,151	9,903
Provision for losses	(245 )	(147 )	257	(447 )	(582 )
Charge-offs	(6 )	0	(263 )	(300 )	(569 )
Recoveries	0	207	39	279	525
Balance, September 30, 2017	\$ 935	5,013	1,646	1,683	9,277

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The following table summarizes the amount of classified and unclassified loans at September 30, 2018 and December 31, 2017:

<i>(Dollars in thousands)</i>	September 30, 2018					Unclassified	
	Classified Special Mention	Substandard	Doubtful	Loss	Total	Total	Total Loans
Single family	\$257	2,119	42	0	2,418	106,075	108,493
Commercial real estate:							
Real estate rental and leasing	5,312	4,881	0	0	10,193	177,180	187,373
Other	2,896	7,535	0	0	10,431	134,699	145,130
Consumer	0	765	42	128	935	73,586	74,521
Commercial business	5,744	2,834	0	0	8,578	70,304	78,882
	\$14,209	18,134	84	128	32,555	561,844	594,399

<i>(Dollars in thousands)</i>	December 31, 2017					Unclassified	
	Classified Special Mention	Substandard	Doubtful	Loss	Total	Total	Total Loans
Single family	\$77	2,154	44	0	2,275	104,730	107,005
Commercial real estate:							
Real estate rental and leasing	5,022	3,813	0	0	8,835	166,342	175,177
Other	9,135	4,257	0	0	13,392	145,548	158,940
Consumer	0	631	119	130	880	72,887	73,767
Commercial business	5,781	5,506	0	0	11,287	68,622	79,909
	\$20,015	16,361	163	130	36,669	558,129	594,798

Classified loans represent special mention, substandard (performing and non-performing), and non-performing loans categorized as doubtful and loss. Loans classified as special mention are loans that have potential weaknesses that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. Loans classified as substandard are loans that are generally inadequately protected by the current net worth and paying capacity of the obligor, or by the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Substandard loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loans classified as doubtful have the weaknesses of those classified as substandard, with additional characteristics that make collection in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. A loan classified as loss is essentially uncollateralized and/or considered uncollectible and of such little value that continuance as an asset on the balance sheet may not be warranted. Loans classified as substandard or doubtful require the Bank to perform an analysis of the individual loan and charge off any loans, or portion thereof, that are deemed uncollectible.





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The aging of past due loans at September 30, 2018 and December 31, 2017 is summarized as follows:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current Loans	Total Loans	Loans 90 Days or More Past Due and Still Accruing
<i>(Dollars in thousands)</i>							
<u>September 30, 2018</u>							
Single family	\$897	0	222	1,119	107,374	108,493	0
Commercial real estate:							
Real estate rental and leasing	0	0	210	210	187,163	187,373	0
Other	0	2,227	0	2,227	142,903	145,130	0
Consumer	324	115	335	774	73,747	74,521	0
Commercial business	30	24	33	87	78,795	78,882	
	\$1,251	2,366	800	4,417	589,982	594,399	0
<u>December 31, 2017</u>							
Single family	\$727	294	669	1,690	105,315	107,005	0
Commercial real estate:							
Real estate rental and leasing	0	0	0	0	175,177	175,177	0
Other	0	0	0	0	158,940	158,940	0
Consumer	734	117	235	1,086	72,681	73,767	0
Commercial business	34	0	180	214	79,695	79,909	0
	\$1,495	411	1,084	2,990	591,808	594,798	0

Impaired loans include loans that are non-performing (non-accruing) and loans that have been modified in a troubled debt restructuring (TDR). The following table summarizes impaired loans and related allowances as of September 30, 2018 and December 31, 2017:

	September 30, 2018			December 31, 2017		
	Unpaid Recorded Principal Investment Balance	Related Allowance		Unpaid Recorded Principal Investment Balance	Related Allowance	
<i>(Dollars in thousands)</i>						
Loans with no related allowance recorded:						
Single family	\$605	605	0	415	415	0

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Commercial real estate:						
Real estate rental and leasing	33	33	0	35	51	0
Other	25	1,681	0	25	1,682	0
Consumer	608	608	0	414	414	0
Loans with an allowance recorded:						
Single family	802	802	104	1,108	1,108	192
Commercial real estate:						
Real estate rental and leasing	210	210	22	0	0	0
Other	3,421	3,421	666	1,304	1,304	441
Consumer	338	355	187	466	483	263
Commercial business	371	922	82	507	1,358	177
Total:						
Single family	1,407	1,407	104	1,523	1,523	192
Commercial real estate:						
Real estate rental and leasing	243	243	22	35	51	0
Other	3,446	5,102	666	1,329	2,986	441
Consumer	946	963	187	880	897	263
Commercial business	371	922	82	507	1,358	177
	\$6,413	8,637	1,061	4,274	6,815	1,073

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The following tables summarize average recorded investment and interest income recognized on impaired loans during the three and nine months ended September 30, 2018 and 2017.

	For the three months ended		For the nine months ended	
	September 30, 2018		September 30, 2018	
	Average Interest		Average Interest	
	Recorded Income		Recorded Income	
<i>(Dollars in thousands)</i>	Investment	Recognized	Investment	Recognized
Loans with no related allowance recorded:				
Single family	\$511	6	467	18
Commercial real estate:				
Real estate rental and leasing	34	15	34	30
Other	95	29	95	77
Consumer	608	4	508	14
Loans with an allowance recorded:				
Single family	840	0	882	0
Commercial real estate:				
Real estate rental and leasing	105	1	53	7
Other	2,327	0	1,821	57
Consumer	358	4	409	9
Commercial business	318	3	406	12
Total:				
Single family	1,351	6	1,349	18
Commercial real estate:				
Real estate rental and leasing	139	16	87	37
Other	2,422	29	1,916	134
Consumer	966	8	917	23
Commercial business	318	3	406	12
	\$5,196	62	4,675	224

	For the three months ended		For the nine months ended	
	September 30, 2017		September 30, 2017	
	Average Interest		Average Interest	
	Recorded Income		Recorded Income	
<i>(Dollars in thousands)</i>	Investment	Recognized	Investment	Recognized
Loans with no related allowance recorded:				

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Single family	\$453	1	414	3
Commercial real estate:				
Real estate rental and leasing	38	0	39	0
Other	26	24	26	72
Consumer	500	5	404	9
Commercial business	0	0	125	0
Loans with an allowance recorded:				
Single family	765	8	821	11
Commercial real estate:				
Real estate rental and leasing	258	0	194	0
Other	1,838	16	1,818	23
Consumer	375	4	455	8
Commercial business	496	6	428	19
Total:				
Single family	1,218	9	1,235	14
Commercial real estate:				
Real estate rental and leasing	296	0	233	0
Other	1,864	40	1,844	95
Consumer	875	9	859	17
Commercial business	496	6	553	19
	\$4,749	64	4,724	145

At September 30, 2018 and December 31, 2017, non-accruing loans totaled \$5.5 million and \$3.1 million, respectively, for which the related allowance for loan losses was \$0.9 million and \$0.9 million, respectively. All of the interest income that was recognized for non-accruing loans was recognized using the cash basis method of income recognition. Non-accruing loans for which no specific allowance has been recorded, because management determined that the value of the collateral was sufficient to repay the loan, totaled \$0.7 million and \$0.4 million, at September 30, 2018 and December 31, 2017, respectively. Non-accrual loans also include certain loans that have had terms modified in a TDR.

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The non-accrual loans at September 30, 2018 and December 31, 2017 are summarized as follows:

	September 30, 2018	December 31, 2017
<i>(Dollars in thousands)</i>		
Single family	\$ 1,073	949
Commercial real estate:		
Real estate rental and leasing	243	35
Other	3,446	1,329
Consumer	526	553
Commercial business	197	278
	\$ 5,485	3,144

At September 30, 2018 and December 31, 2017 there were loans included in loans receivable, net, with terms that had been modified in a TDR totaling \$2.4 million and \$3.0 million, respectively. The amount of loans restructured in the third quarter of 2018 was not considered meaningful. For the loans that were restructured in the third quarter of 2017, \$34,000 were classified but performing, and \$0.2 million were non-performing at September 30, 2017.

The following table summarizes TDRs at September 30, 2018 and December 31, 2017:

	September 30, 2018			December 31, 2017		
	Accrual	Non-Accrual	Total	Accrual	Non-Accrual	Total
<i>(Dollars in thousands)</i>						
Single family	\$334	144	478	574	111	685
Commercial real estate	0	1,146	1,146	0	1,210	1,210
Consumer	420	173	593	327	431	758
Commercial business	174	58	232	229	162	391
	\$928	1,521	2,449	1,130	1,914	3,044

As of September 30, 2018, the Bank had commitments to lend an additional \$1.0 million to a borrower who has TDR and non-accrual loans. These additional funds are for the construction of single family homes with a maximum loan-to-value ratio of 75%. These loans are secured by the home under construction. At December 31, 2017, there were commitments to lend additional funds of \$0.8 million to this same borrower.

TDR concessions can include reduction of interest rates, extension of maturity dates, forgiveness of principal and/or interest due, or acceptance of real estate or other assets in full or partial satisfaction of the debt. Loan modifications are not reported as TDRs after 12 months if the loan was modified at a market rate of interest for comparable risk loans, and the loan is performing in accordance with the terms of the restructured agreement for the entire 12 month period. All loans classified as TDRs are considered to be impaired.

When a loan is modified as a TDR, there may be a direct, material impact on the loans within the balance sheet, as principal balances may be partially forgiven. The financial effects of TDRs are presented in the following tables and represent the difference between the outstanding recorded balance pre-modification and post-modification, for the three month and nine month periods ended September 30, 2018 and 2017.

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	Three Months Ended		Nine Months Ended	
	September 30, 2018		September 30, 2018	
	Number of Pre-modification Outstanding Contracts Recorded Investment	Post-modification Outstanding Recorded Investment	Number of Pre-modification Outstanding Contracts Recorded Investment	Post-modification Outstanding Recorded Investment
<i>(Dollars in thousands)</i>				
Troubled debt restructurings:				
Single family	0 \$ 0	0	1 \$ 55	58
Commercial real estate:				
Real estate rental and leasing	0 0	0	1 54	54
Other	0 0	0	2 1,518	1,518
Consumer	2 2	2	10 335	336
Commercial business	0 0	0	1 70	70
Total	2 \$ 2	2	15 \$ 2,032	2,036

	Three Months Ended		Nine Months Ended	
	September 30, 2017		September 30, 2017	
	Number of Pre-modification Outstanding Contracts Recorded Investment	Post-modification Outstanding Recorded Investment	Number of Pre-modification Outstanding Contracts Recorded Investment	Post-modification Outstanding Recorded Investment
<i>(Dollars in thousands)</i>				
Troubled debt restructurings:				
Single family	0 \$ 0	0	3 \$ 282	514
Consumer	6 104	105	13 462	465
Commercial business	1 416	116	1 416	116
Total	7 \$ 520	221	17 \$ 1,160	1,095

There were no loans that were restructured in the 12 months preceding September 30, 2018 that subsequently defaulted during the three and nine months ended September 30, 2018. The following table summarizes the loans that were restructured in the 12 months preceding September 30, 2017 and subsequently defaulted during the nine months

ended September 30, 2017. There were no restructured loans that defaulted in the three months ended September 30, 2017.

<i>(Dollars in thousands)</i>	Nine Months Ended	September 30, 2017	Outstanding Number	of	Recorded	Contracts Investment
Troubled debt restructurings that subsequently defaulted:						
Single Family	2	\$	60			
Total	2	\$	60			

The Company considers a loan to have defaulted when it becomes 90 or more days past due under the modified terms, when it is placed in non-accrual status, when it becomes other real estate owned, or when it becomes non-compliant with some other material requirement of the modification agreement. Loans that were non-accrual prior to modification remain on non-accrual status for at least six months following modification. Non-accrual TDR loans that have performed according to the modified terms for six months may be returned to accrual status. Loans that were accruing prior to modification remain on accrual status after the modification as long as the loan continues to perform under the new terms.

TDRs are reviewed for impairment following the same methodology as other impaired loans. For loans that are collateral-dependent, the value of the collateral is reviewed and additional reserves may be added to specific reserves as needed. Loans that are not collateral-dependent may have additional reserves established if deemed necessary. The reserves for TDRs were \$0.6 million, or 7.2%, of the total \$8.8 million in loan loss reserves at September 30, 2018 and \$0.9 million, or 9.8%, of the total \$9.3 million in loan loss reserves at December 31, 2017.



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The following is additional information with respect to loans acquired through acquisitions:

<i>(Dollars in thousands)</i>	Contractual Principal Receivable		Accretable Difference	Carrying Amount
Purchased performing loans:				
Balance at June 30, 2018	\$ 8,556	(206 )		8,350
Change due to payments/refinances	(538 )	15		(523 )
Balance at September 30, 2018	\$ 8,018	(191 )		7,827

<i>(Dollars in thousands)</i>	Contractual Principal Receivable		Non-Accretable Difference	Carrying Amount
Purchased credit impaired loans:				
Balance at June 30, 2018	\$ 396	(36 )		360
Change due to payments/refinances	(210 )	29		(181 )
Balance at September 30, 2018	\$ 186	(7 )		179

As a result of acquisitions, the Company has loans for which there was, at acquisition, evidence of deterioration of credit quality since origination and for which it was probable at acquisition that all contractually required payments would not be collected. The carrying amount of those loans as of September 30, 2018 was \$0.2 million.

No material provision for loan losses was recognized during the period ended September 30, 2018 related to acquired loans, as there was no significant change to the credit quality of those loans.

**(10) Intangible Assets**

The Company's intangible assets consist of mortgage servicing rights, core deposit intangibles, and goodwill. A summary of mortgage servicing activity is as follows:

Nine	Twelve	Nine
Months	Months	Months

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<i>(Dollars in thousands)</i>	ended September 30, 2018	ended December 31, 2017	ended September 30, 2017
Balance, beginning of period	\$ 1,724	1,604	1,604
Originations	533	675	461
Amortization	(412 )	(555 )	(411 )
Balance, end of period	\$ 1,845	1,724	1,654
Fair value of mortgage servicing rights	\$ 3,641	3,196	3,003

All of the loans being serviced were single family loans serviced for FNMA under the individual loan sale program.

The following is a summary of the risk characteristics of the loans being serviced for FNMA at September 30, 2018.

<i>(Dollars in thousands)</i>	Loan Principal Balance	Weighted Average Interest Rate	Weighted Average Remaining Term (months)	Number of Loans
Original term 30 year fixed rate	\$292,980	4.13 %	307	2,252
Original term 15 year fixed rate	98,179	3.16	132	991
Adjustable rate	54	4.38	272	2

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The gross carrying amount of intangible assets and the associated accumulated amortization at September 30, 2018 and 2017 is presented in the following table. No amortization expense relating to goodwill is recorded as generally accepted accounting principles do not allow goodwill to be amortized, but require that it be tested for impairment at least annually, or sooner if there are indications that impairment may exist. Amortization expense for amortizing intangible assets was \$0.5 million for both nine month periods ended September 30, 2018 and 2017.

	September 30, 2018		
	Gross		
	Carrying	Accumulated	Unamortized
<i>(Dollars in thousands)</i>	Amount	Amortization	Amount
Mortgage servicing rights	\$4,457	(2,612 )	1,845
Core deposit intangible	574	(294 )	280
Goodwill	802	0	802
Total	\$5,833	(2,906 )	2,927

	September 30, 2017		
	Gross		
	Carrying	Accumulated	Unamortized
<i>(Dollars in thousands)</i>	Amount	Amortization	Amount
Mortgage servicing rights	\$4,141	(2,487 )	1,654
Core deposit intangible	574	(195 )	379
Goodwill	802	0	802
Total	\$5,517	(2,682 )	2,835

The following table indicates the estimated future amortization expense for amortizing intangible assets:

	Total		
	Mortgage	Core	Amortizing
<i>(Dollars in thousands)</i>	Servicing	Deposit	Intangible
	Rights	Intangible	Assets
Year ended December 31,			
2018	\$ 122	25	147
2019	445	99	544
2020	371	99	470
2021	326	47	373

2022	265	10	275
Thereafter	316	0	316
Total	\$ 1,845	280	2,125

Projections of amortization are based on existing asset balances and the existing interest rate environment as of September 30, 2018. The Company's actual experience may be significantly different depending upon changes in mortgage interest rates and other market conditions.

### (11) *Earnings per Common Share*

The following table reconciles the weighted average shares outstanding and the earnings available to common shareholders used for basic and diluted earnings per share:

	Three Months		Nine Months	
	Ended September 30, 2018	2017	Ended September 30, 2018	2017
<i>(In thousands, except per share data)</i>				
Weighted average number of common shares outstanding used in basic earnings per share calculation	4,358	4,220	4,296	4,212
Net dilutive effect of:				
Restricted stock awards, options, and warrants	252	650	458	651
Weighted average number of shares outstanding adjusted for effect of dilutive securities	4,610	4,870	4,754	4,863
Income available to common shareholders	\$2,712	1,780	5,884	4,017
Basic earnings per common share	\$0.62	0.42	1.37	0.95
Diluted earnings per common share	\$0.59	0.37	1.24	0.83

Table of Contents**(12) Regulatory Capital and Oversight**

The Company and the Bank are subject to the regulatory requirements of the Basel III capital reforms. The Basel III requirements, among other things, (i) apply a strengthened set of capital requirements to the Bank (the Company is exempt, pursuant to the Small Bank Holding Company Policy Statement (Policy Statement) described below), including requirements relating to common equity as a component of core capital, (ii) implement a “capital conservation buffer” against risk and a higher minimum Tier 1 capital requirement, and (iii) revise the rules for calculating risk-weighted assets for purposes of such requirements. The rules made corresponding revisions to the prompt corrective action framework and include capital ratios and buffer requirements which are being phased in incrementally, with full implementation scheduled for January 1, 2019. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

The Board of Governors of the Federal Reserve System (FRB) amended its Policy Statement, to exempt small bank holding companies with assets less than \$3 billion from the above capital requirements. The Policy Statement was also expanded to include savings and loan holding companies that meet the Policy Statement’s qualitative requirements for exemption. The Company currently meets the qualitative exemption requirements, and therefore, is exempt from the above capital requirements.

Quantitative measures established by regulations to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table and defined in the regulation) of common equity Tier 1 capital to risk weighted assets, Tier 1 capital to adjusted total assets, Tier 1 capital to risk weighted assets, and total capital to risk weighted assets.

The Bank’s average total assets for the quarter ended September 30, 2018 were \$733.0 million, its adjusted total assets were \$731.3 million, and its risk-weighted assets were \$606.0 million. The following table presents the Bank’s capital amounts and ratios at September 30, 2018 for actual capital, required capital, and excess capital, including ratios in order to qualify as being well capitalized under the prompt corrective action regulations.

Actual	Required to be	Excess Capital	To Be Well Capitalized
	Adequately Capitalized		Under Prompt Corrective

<i>(Dollars in thousands)</i>	Amount	Percent	Amount	Percent	Amount	Percent	Action Provisions		
		of Assets		of Assets		of Assets	Amount	Percent of Assets	
<b>September 30, 2018</b>									
Common equity tier 1 capital	\$76,689	12.65 %	\$27,272	4.50 %	\$49,417	8.15 %	\$39,393	6.50 %	
Tier 1 capital leverage	76,689	10.49	29,252	4.00	47,437	6.49	36,564	5.00	
Tier 1 risk-based capital	76,689	12.65	36,362	6.00	40,327	6.65	48,483	8.00	
Total risk-based capital	84,280	13.91	48,483	8.00	35,797	5.91	60,604	10.00	

The Bank must maintain a capital conservation buffer composed of common equity Tier 1 capital above its minimum risk-based capital requirements in order to avoid limitations on capital distributions, including dividend payments and certain discretionary bonus payments to executive officers. For 2018, the capital conservation buffer is 1.875% and in 2019 the buffer amount will increase to 2.50% and be fully phased in. Management believes that, as of September 30, 2018, the Bank's capital ratios were in excess of those quantitative capital ratio standards set forth under the current prompt corrective action regulations, including the capital conservation buffer described above. However, there can be no assurance that the Bank will continue to maintain such status in the future. The Office of the Comptroller of the Currency has extensive discretion in its supervisory and enforcement activities, and can adjust the requirement to be "well-capitalized" in the future.

### **(13) Stockholders' Equity**

The Company's certificate of incorporation authorizes the issuance of up to 500,000 shares of preferred stock, and on December 23, 2008, the Company completed the sale of 26,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the Preferred Stock) to the U.S. Department of the Treasury (Treasury). The Preferred Stock had a liquidation value of \$1,000 per share and a related warrant was also issued to purchase 833,333 shares of HMN common stock at an exercise price of \$4.68 per share (the Warrant). The transaction was part of the Treasury's Capital Purchase Program under the Emergency Economic Stabilization Act of 2008.

On February 17, 2015, the Company redeemed the final 10,000 shares of outstanding Preferred Stock. On May 21, 2015, the Treasury sold the Warrant at an exercise price of \$4.68 per share to three unaffiliated third party investors for an aggregate purchase price of \$5.7 million.

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On May 21, 2018, the Company entered into a warrant repurchase agreement with one of the warrant holders, pursuant to which the Company purchased, at a purchase price of \$14.32 per warrant, warrants to purchase 138,888.66 shares of HMN common stock for an aggregate purchase price of \$2.0 million. The warrants purchased by the Company were cancelled. Simultaneously with the repurchase, the warrant holder engaged in a cashless exercise of the remainder of its warrant, resulting in the issuance of 104,678 shares of HMN common stock to the warrant holder out of treasury stock.

On August 29, 2018, the Company entered into a warrant repurchase agreement with a second warrant holder, pursuant to which the Company purchased, at a purchase price of \$16.07 per warrant, warrants to purchase 277,777.67 shares of HMN common stock for an aggregate purchase price of \$4.5 million. The warrants purchased by the Company were cancelled.

On October 2, 2018, the final warrant holder engaged in a cashless exercise of its warrant, resulting in the issuance of 214,973 shares of HMN common stock to the warrant holder out of treasury stock.

As a result of the above transactions, the Company no longer has any obligations under the Warrant.

**(14) Other Borrowings**

On December 15, 2014, the Company entered into a Loan Agreement with an unrelated third party, providing for a term loan of up to \$10.0 million that was evidenced by a promissory note (the Note) with an interest rate of 6.50% per annum. The principal balance of the loan was payable in consecutive equal annual installments of \$1.0 million on each anniversary of the date of the Loan Agreement, commencing on December 15, 2015, with the balance due on December 15, 2021. The Company had the option to voluntarily prepay the Note in whole or in part without penalty. The Company made the scheduled \$1.0 million principal payment on December 15, 2015, a \$2.0 million payment on December 15, 2016, and on August 31, 2017 paid off the remaining principal balance of \$7.0 million. There was no outstanding loan balance at September 30, 2018 or September 30, 2017.

**(15) Commitments and Contingencies**

The Bank issues standby letters of credit which guarantee the performance of customers to third parties. The standby letters of credit issued and available at September 30, 2018 were approximately \$2.7 million, expire over the next 46 months, and are collateralized primarily with commercial real estate mortgages. Since the conditions under which the Bank is required to fund the standby letters of credit may not materialize, the cash requirements are expected to be less than the total outstanding commitments.

**(16) Business Segments**

The Bank has been identified as a reportable operating segment in accordance with the provisions of ASC 280. HMN did not meet the quantitative thresholds for determining reportable segments and, therefore, is included in the “Other” category.

The Company evaluates performance and allocates resources based on the segment’s net income, return on average assets and equity. Each corporation is managed separately with its own officers and board of directors, some of whom may overlap between the corporations.



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The following table sets forth certain information about the reconciliation of reported profit and assets for each of the Company's reportable segments.

<i>(Dollars in thousands)</i>	Home Federal Savings Bank	Other	Eliminations	Consolidated Total
At or for the nine months ended September 30, 2018:				
Interest income - external customers	\$22,584	0	0	22,584
Non-interest income - external customers	5,766	0	0	5,766
Intersegment non-interest income	164	6,328	(6,492)	0
Interest expense	1,583	0	0	1,583
Non-interest expense	18,703	542	(164)	19,081
Income tax expense	2,382	(98)	0	2,284
Net income	6,328	5,884	(6,328)	5,884
Total assets	737,289	79,228	(79,072)	737,445
At or for the nine months ended September 30, 2017:				
Interest income - external customers	\$20,913	0	0	20,913
Non-interest income - external customers	5,695	0	0	5,695
Intersegment non-interest income	158	4,596	(4,754)	0
Interest expense	1,056	306	0	1,362
Non-interest expense	18,653	550	(158)	19,045
Income tax expense	3,043	(277)	0	2,766
Net income	4,596	4,017	(4,596)	4,017
Total assets	715,827	79,516	(78,733)	716,610
At or for the quarter ended September 30, 2018:				
Interest income - external customers	\$7,970	0	0	7,970
Non-interest income - external customers	1,936	0	0	1,936
Intersegment non-interest income	59	2,864	(2,923)	0
Interest expense	587	0	0	587
Non-interest expense	6,087	186	(59)	6,214
Income tax expense	1,079	(34)	0	1,045
Net income	2,864	2,712	(2,864)	2,712
Total assets	737,289	79,228	(79,072)	737,445
At or for the quarter ended September 30, 2017:				
Interest income - external customers	\$7,255	0	0	7,255
Non-interest income - external customers	1,909	0	0	1,909
Intersegment non-interest income	53	1,960	(2,013)	0
Interest expense	416	77	0	493
Non-interest expense	6,124	188	(53)	6,259
Income tax expense	1,298	(85)	0	1,213
Net income	1,960	1,780	(1,960)	1,780
Total assets	715,827	79,516	(78,733)	716,610



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**Item 2:**

**HMN FINANCIAL, INC.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS)**

**OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

*Forward-looking Information*

Safe Harbor Statement

This quarterly report and other reports filed by the Company with the Securities and Exchange Commission may contain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are often identified by such forward-looking terminology as “expect,” “intend,” “look,” “believe,” “anticipate,” “estimate,” “project,” “seek,” “may,” “will,” “would,” “could,” “should,” “trend,” “ta similar statements or variations of such terms and include, but are not limited to, those relating to growing our core deposit relationships and loan balances, enhancing the financial performance of our core banking operations, maintaining credit quality, reducing non-performing assets, and generating improved financial results (including profitability); the extent of the positive impact of the lower federal tax rates on the deferred tax asset balance and future earnings; the adequacy and amount of available liquidity and capital resources to the Bank; the Company’s liquidity and capital requirements; our expectations for core capital and our strategies and potential strategies for maintenance thereof; improvements in loan production; changes in the size of the Bank’s loan portfolio; the amount of the Bank’s non-performing assets and the appropriateness of the allowance therefor; anticipated future levels of the provision for loan losses; future losses on non-performing assets; the amount and composition of interest-earning assets; the amount of yield enhancements relating to non-accruing and purchased loans; the amount and composition of non-interest and interest-bearing liabilities; the availability of alternate funding sources; the payment of dividends by HMN; the future outlook for the Company; the amount of deposits that will be withdrawn from checking and money market accounts and how the withdrawn deposits will be replaced; the projected changes in net interest income based on rate shocks; the range that interest rates may fluctuate over the next twelve months; the net market risk of interest rate shocks; the future outlook for the issuer of the trust preferred securities held by the Bank; the ability of the Bank to pay dividends to HMN; the ability to remain well capitalized; the impact of new accounting pronouncements; and compliance by the Bank with regulatory standards generally (including the Bank’s status as “well-capitalized”) and other supervisory directives or requirements to which the Company or the Bank are or may become expressly subject, specifically, and possible responses of the Office of the Comptroller of the Currency (OCC), Board of Governors of the Federal Reserve System (FRB), the Bank, and the Company to any failure to comply with any such regulatory standard, directive or requirement.

A number of factors could cause actual results to differ materially from the Company’s assumptions and expectations. These include but are not limited to the adequacy and marketability of real estate and other collateral securing loans to borrowers; federal and state regulation and enforcement; possible legislative and regulatory changes, including

changes to regulatory capital rules; the ability of the Bank to comply with other applicable regulatory capital requirements; enforcement activity of the OCC and FRB in the event of our non-compliance with any applicable regulatory standard or requirement; adverse economic, business and competitive developments such as shrinking interest margins, reduced collateral values, deposit outflows, changes in credit or other risks posed by the Company's loan and investment portfolios; changes in costs associated with traditional and alternate funding sources, including changes in collateral advance rates and policies of the Federal Home Loan Bank (FHLB); technological, computer-related or operational difficulties; results of litigation; reduced demand for financial services and loan products; changes in accounting policies and guidelines, or monetary and fiscal policies of the federal government or tax laws; international economic developments; the Company's access to and adverse changes in securities markets; the market for credit related assets; the future operating results, financial condition, cash flow requirements and capital spending priorities of the Company and the Bank; the availability of internal and, as required, external sources of funding; our ability to attract and retain employees; or other significant uncertainties. Additional factors that may cause actual results to differ from the Company's assumptions and expectations include those set forth in the Company's most recent filings on Form 10-K and 10-Q with the Securities and Exchange Commission. All forward-looking statements are qualified by, and should be considered in conjunction with, such cautionary statements. For additional discussion of the risks and uncertainties applicable to the Company, see the "Risk Factors" sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2017 and Part II, Item 1A of its subsequently filed quarterly reports on Form 10-Q.

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All statements in this Form 10-Q, including forward-looking statements, speak only as of the date they are made, and we undertake no duty to update any of the forward-looking statements after the date of this quarterly report on Form 10-Q.

### *General*

HMN Financial, Inc. (HMN or the Company) is the stock savings bank holding company for Home Federal Savings Bank (the Bank), which operates community banking and loan production offices in Minnesota, Iowa and Wisconsin. The earnings of the Company are primarily dependent on the Bank's net interest income, which is the difference between interest earned on loans and investments, and the interest paid on interest-bearing liabilities such as deposits and other borrowings. The difference between the average rate of interest earned on assets and the average rate paid on liabilities is the "interest rate spread". Net interest income is produced when interest-earning assets equal or exceed interest-bearing liabilities and there is a positive interest rate spread. Net interest income and net interest rate spread are affected by changes in interest rates, the volume and composition of interest-earning assets and interest-bearing liabilities, and the level of non-performing assets. The Company's net earnings are also affected by the generation of non-interest income, which consists primarily of gains from the sale of loans and real estate owned, fees for servicing loans, commissions on the sale of uninsured investment products, and fees earned on deposit accounts. The Bank incurs expenses in addition to interest expense in the form of compensation and benefits, occupancy and equipment expenses, provisions for loan losses, professional services, deposit insurance, amortization expense on mortgage servicing assets, data processing costs and income taxes. The earnings of financial institutions, such as the Bank, are also significantly affected by prevailing economic and competitive conditions, particularly changes in interest rates, government monetary and fiscal policies, and regulations of various regulatory authorities. Lending activities are influenced by the demand for and supply of business credit, single family and commercial properties, competition among lenders, the level of interest rates and the availability of funds. Deposit flows and costs of deposits are influenced by prevailing market rates of interest on competing investments, account maturities and the levels of personal income and savings.

### **Critical Accounting Estimates**

Critical accounting policies are those policies that the Company's management believes are the most important to understanding the Company's financial condition and operating results. These critical accounting policies often involve estimates and assumptions that could have a material impact on the Company's financial statements. The Company has identified the following critical accounting policies that management believes involve the most difficult, subjective, and/or complex judgments that are inherently uncertain. Therefore, actual financial results could differ significantly depending upon the estimates, assumptions and other factors used.

#### *Allowance for Loan Losses and Related Provision*

The allowance for loan losses is based on periodic analysis of the loan portfolio and is maintained at an amount considered to be appropriate by management to provide for probable losses inherent in the loan portfolio as of the balance sheet dates. In this analysis, management considers factors including, but not limited to, specific occurrences of loan impairment, actual and anticipated changes in the size of the portfolios, national and regional economic

conditions such as unemployment data, loan delinquencies, local economic conditions, demand for single family homes, demand for commercial real estate and building lots, loan portfolio composition, historical loss experience and observations made by the Company's ongoing internal audit and regulatory exam processes. Loans are charged off to the extent they are deemed to be uncollectible. The Company has established separate processes to determine the appropriateness of the loan loss allowance for its homogeneous single family and consumer loan portfolios and its non-homogeneous loan portfolios. The determination of the allowance on the homogeneous single family and consumer loan portfolios is calculated on a pooled basis with individual determination of the allowance for all non-performing loans. The determination of the allowance for the non-homogeneous commercial, commercial real estate and multi-family loan portfolios involves assigning standardized risk ratings and loss factors that are periodically reviewed. The loss factors are estimated based on the Company's own loss experience and are assigned to all loans without identified credit weaknesses. For each non-performing loan, the Company also performs an individual analysis of impairment that is based on the expected cash flows or the value of the assets collateralizing the loans and establishes any necessary reserves or charges off all loans, or portions thereof, that are deemed uncollectible.

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The appropriateness of the allowance for loan losses is dependent upon management's estimates of variables affecting valuation, appraisals of collateral, evaluations of performance and status, and the amounts and timing of future cash flows expected to be received on impaired loans. Such estimates, appraisals, evaluations and cash flows may be subject to adjustments due to changing economic prospects of borrowers or properties. The fair market value of collateral dependent loans is typically based on the appraised value of the property less estimated selling costs. The estimates are reviewed periodically and adjustments, if any, are recorded in the provision for loan losses in the periods in which the adjustments become known. Because of the size of some loans, changes in estimates can have a significant impact on the loan loss provision. The allowance is allocated to individual loan categories based upon the relative risk characteristics of the loan portfolios and the actual loss experience. The Company increases its allowance for loan losses by charging the provision for loan losses against income and by receiving recoveries of previously charged off loans. The Company decreases its allowance by crediting the provision for loan losses and by charging off loans. The methodology for establishing the allowance for loan losses takes into consideration probable losses that have been identified in connection with specific loans as well as losses in the loan portfolio that have not been specifically identified. Although management believes that based on current conditions the allowance for loan losses is maintained at an appropriate amount to provide for probable loan losses inherent in the portfolio as of the balance sheet dates, future conditions may differ substantially from those anticipated in determining the allowance for loan losses and adjustments may be required in the future.

## *Income Taxes*

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. These calculations are based on many complex factors including estimates of the timing of reversals of temporary differences, the interpretation of federal and state income tax laws, and a determination of the differences between the tax and the financial reporting basis of assets and liabilities. Actual results could differ significantly from the estimates and interpretations used in determining the current and deferred income tax assets and liabilities.

The Company maintains significant net deferred tax assets for deductible temporary differences, the largest of which relates to the allowance for loan and real estate losses. For tax purposes only the net charge-offs are deductible while the entire provision for loan losses is used to determine book income. A deferred tax asset is created because of the timing difference of when the expense is recognized for book and tax purposes. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that the deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon management's judgment and evaluation of both positive and negative evidence, including the forecasts of future income, tax planning strategies, and assessments of the current and future economic and business conditions. The Company considers both positive and negative evidence regarding the ultimate realizability of deferred tax assets. Positive evidence includes the Company's cumulative net income in the prior three year period, the ability to implement tax planning strategies to accelerate taxable income recognition, and the probability that taxable income will be generated in future periods. The Company could not currently identify any negative evidence. It is possible that future conditions may differ substantially from those anticipated in determining that no valuation allowance was required on deferred tax assets, and adjustments may be required in the future.

Determining the ultimate settlement of any tax position requires significant estimates and judgments in arriving at the amount of tax benefits to be recognized in the financial statements. It is possible that the tax benefits realized upon the ultimate resolution of a tax position may result in tax benefits that are significantly different from those estimated.



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**RESULTS OF OPERATIONS FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2018 COMPARED TO THE SAME PERIODS ENDED SEPTEMBER 30, 2017**

***Net Income***

Net income was \$2.7 million for the third quarter of 2018, an increase of \$0.9 million, compared to net income of \$1.8 million for the third quarter of 2017. Diluted earnings per share for the third quarter of 2018 was \$0.59, an increase of \$0.22, compared to diluted earnings per share of \$0.37 for the third quarter of 2017. The increase in net income between the periods was primarily because of a \$0.6 million increase in net interest income primarily because of an increase in the average interest-earning assets, a \$0.2 million decrease in income tax expense as a result of the reduced federal corporate income tax rate for 2018, and a \$0.1 million decrease in other non-interest expense primarily related to decreases in advertising and compensation and benefit expenses between the periods.

Net income was \$5.9 million for the nine month period ended September 30, 2018, an increase of \$1.9 million, or 46.5%, compared to net income of \$4.0 million for the nine month period ended September 30, 2017. Diluted earnings per share for the nine month period ended September 30, 2018 was \$1.24, an increase of \$0.41 per share compared to diluted earnings per share of \$0.83 for the same period in 2017. The increase in net income between the periods was primarily because of a \$1.4 million increase in net interest income primarily due to an increase in the average interest-earning assets and a \$0.5 million decrease in income tax expense as a result of the reduced federal corporate income tax rate for 2018.

***Net Interest Income***

Net interest income was \$7.4 million for the third quarter of 2018, an increase of \$0.6 million, or 9.2%, from \$6.8 million for the third quarter of 2017. Interest income was \$8.0 million for the third quarter of 2018, an increase of \$0.7 million, or 9.9%, from \$7.3 million for the same period in 2017. Interest income increased between the periods primarily because of an increase in the average interest-earning assets, a change in the composition of the average interest-earning assets, and an increase in the federal funds rate between the periods which resulted in higher earnings on loan, cash, and investment balances. While the average interest-earning assets increased \$23.7 million between the periods, the average interest-earning assets held in higher yielding loans decreased \$3.3 million, and the amount of average interest-earning assets held in lower yielding cash and investments increased \$27.0 million between the periods. The decrease in the average outstanding loans between the periods was primarily the result of a decrease in the commercial loan portfolio, which occurred because of an increase in loan payoffs between the periods. The average yield earned on interest-earning assets was 4.47% for the third quarter of 2018, an increase of 26 basis points from 4.21% for the third quarter of 2017.

Interest expense was \$0.6 million for the third quarter of 2018, an increase of \$0.1 million, or 19.1%, from \$0.5 million for the third quarter of 2017. The average interest rate paid on interest-bearing liabilities and non-interest-bearing deposits was 0.36% for the third quarter of 2018, an increase of 5 basis points from 0.31% for the third quarter of 2017. The average interest rate paid increased between the periods due to an increase in the rates paid

on certain money market accounts and certificates of deposit and a change in the composition of the average interest-bearing liabilities and non-interest-bearing deposits held between the periods. While the average interest-bearing liabilities and non-interest-bearing deposits increased \$18.3 million between the periods, the average amount held in higher rate premium money market accounts increased \$16.8 million, the average amount held in lower rate checking, savings, and money market accounts decreased \$0.5 million, and the average amount held in higher rate borrowings and certificates of deposit increased \$2.0 million between the periods.

Net interest margin (net interest income divided by average interest-earning assets) for the third quarter of 2018 was 4.14%, an increase of 22 basis points, compared to 3.92% for the third quarter of 2017.

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Net interest income was \$21.0 million for the first nine months of 2018, an increase of \$1.4 million, or 7.4%, from \$19.6 million for the same period in 2017. Interest income was \$22.6 million for the nine month period ended September 30, 2018, an increase of \$1.7 million, or 8.0%, from \$20.9 million for the same nine month period in 2017. Interest income increased between the periods primarily because of an increase in the average interest-earning assets, a change in the composition of the average interest-earning assets, and an increase in the federal funds rate between the periods which resulted in higher earnings on loan, cash, and investment balances. While the average interest-earning assets increased \$34.5 million between the periods, the average interest-earning assets held in higher yielding loans increased \$15.3 million and the amount of average interest-earning assets held in lower yielding cash and investments increased \$19.2 million between the periods. The increase in the average outstanding loans between the periods was primarily the result of an increase in the commercial loan portfolio, which occurred because of a reduction in loan payoffs between the periods. The average yield earned on interest-earning assets was 4.32% for the first nine months of 2018, an increase of 11 basis points from 4.21% for the first nine months of 2017.

Interest expense was \$1.6 million for the first nine months of 2018, an increase of \$0.2 million, or 16.2%, compared to \$1.4 million in the first nine months of 2017. The average interest rate paid on interest-bearing liabilities and non-interest-bearing deposits was 0.33% for the first nine months of 2018, an increase of 3 basis points from 0.30% for the first nine months of 2017. The average interest rate paid increased between the periods due to an increase in the rates paid on certain money market accounts and certificates of deposit and a change in the composition of the average interest-bearing liabilities and non-interest-bearing deposits held between the periods. While the average interest-bearing liabilities and non-interest-bearing deposits increased \$27.4 million between the periods, the average amount held in higher rate premium money market accounts increased \$19.3 million, the average amount held in lower rate checking, savings, and money market accounts increased \$6.3 million, and the average amount held in higher rate borrowings and certificates of deposit increased \$1.8 million between the periods.

Net interest margin (net interest income divided by average interest-earning assets) for the first nine months of 2018 was 4.02%, an increase of 8 basis points, compared to 3.94% for the first nine months of 2017.

A summary of the Company's net interest margin for the nine month periods ended September 30, 2018 and 2017 is as follows:

	For the nine-month period ended					
	September 30, 2018			September 30, 2017		
	Average	Interest	Yield/	Average	Interest	Yield/
<i>(Dollars in thousands)</i>	Outstanding	Earned/	Rate	Outstanding	Earned/	Rate
	Balance	Paid		Balance	Paid	
Interest-earning assets:						
Securities available for sale	\$79,436	991	1.67 %	\$76,695	850	1.48 %
Loans held for sale	1,739	62	4.80	1,863	69	4.95

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Single family loans, net	112,252	3,412	4.06	113,372	3,411	4.02
Commercial loans, net	401,850	15,075	5.02	384,321	13,885	4.83
Consumer loans, net	72,238	2,675	4.95	73,270	2,626	4.79
Cash equivalents	30,105	349	1.55	13,564	64	0.63
Federal Home Loan Bank stock	859	20	3.10	892	8	1.20
Total interest-earning assets	\$698,479	22,584	4.32	\$663,977	20,913	4.21
Interest-bearing liabilities and non-interest-bearing deposits:						
NOW accounts	87,468	41	0.06	87,783	66	0.10
Savings accounts	78,075	46	0.08	77,015	47	0.08
Money market accounts	198,149	610	0.41	175,388	390	0.30
Certificates	114,412	884	1.03	104,362	532	0.68
Advances and other borrowings	188	2	1.71	8,469	327	5.16
Total interest-bearing liabilities	\$478,292			\$453,017		
Non-interest checking	156,026			154,085		
Other non-interest bearing deposits	1,567			1,361		
Total interest-bearing liabilities and non-interest-bearing deposits	\$635,885	1,583	0.33	\$608,463	1,362	0.30
Net interest income		21,001			19,551	
Net interest rate spread			3.99 %			3.91 %
Net interest margin			4.02 %			3.94 %

***Provision for Loan Losses***

The provision for loan losses was (\$0.7) million for the third quarter of 2018, a decrease of \$0.1 million from the (\$0.6) million provision for loan losses for the third quarter of 2017. The provision for loan losses was (\$0.5) million for the first nine months of 2018, an increase of \$0.1 million compared to the (\$0.6) million provision for loan losses for the first nine months of 2017. The changes in the provision for loan losses relate primarily to changes in the payments received on certain adversely classified commercial loans between the periods.

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A reconciliation of the Company's allowance for loan losses for the three and nine month periods ended September 30, 2018 and September 30, 2017 is summarized as follows:

	Three months ended September 30,	
<i>(Dollars in thousands)</i>	2018	2017
Balance at June 30,	\$9,328	\$10,045
Provision	(652 )	(581 )
Charge offs:		
Single family	0	(6 )
Consumer	(16 )	(45 )
Commercial business	(15 )	(300 )
Recoveries	187	164
Balance at September 30,	\$8,832	\$9,277

Allocated to:		
Specific allowance	\$1,061	\$1,138
General allowance	7,771	8,139
	\$8,832	\$9,277

	Nine months ended September 30,	
<i>(Dollars in thousands)</i>	2018	2017
Balance at January 1,	\$9,311	\$9,903
Provision	(482 )	(582 )
Charge offs:		
Single family	(24 )	(6 )
Consumer	(141 )	(263 )
Commercial business	(270 )	(300 )
Recoveries	438	525
Balance at September 30,	\$8,832	\$9,277

***Non-Interest Income***

Non-interest income was \$1.9 million for the third quarter of 2018, the same as the third quarter of 2017. Loan servicing fees increased slightly between the periods due primarily to an increase in commercial loan servicing fees. Fees and service charges increased slightly due to an increase in the loan commitment fees earned between the periods. These increases in non-interest income were offset by slight decreases in the gain on sales of loans and other non-interest income.

Non-interest income was \$5.8 million for the first nine months of 2018, an increase of \$0.1 million, or 1.2%, from \$5.7 million for the first nine months of 2017. Gain on sales of loans increased \$0.1 million between the periods primarily because of an increase in single family loan sales. Other non-interest income increased slightly due to an increase in the sales of uninsured investment products between the periods. Loan servicing fees increased slightly between the periods primarily because of an increase in mortgage loan servicing fees. These increases in non-interest income were partially offset by a \$0.1 million decrease in fees and service charges earned between the periods due primarily to a decrease in overdraft fees.

### *Non-Interest Expense*

Non-interest expense was \$6.2 million for the third quarter of 2018, a decrease of \$0.1 million, or 0.7%, from \$6.3 million for the third quarter of 2017. Other non-interest expense decreased \$0.1 million due to a decrease in advertising expense, and compensation and benefits expense decreased \$0.1 million primarily because of a decrease in employees between the periods. These decreases in non-interest expense were partially offset by a \$0.1 million increase in data processing expense primarily related to an increase in mobile banking and on-line banking costs between the periods. Occupancy and equipment costs increased slightly between the periods due to an increase in depreciation and real estate taxes. Professional services expense increased slightly due primarily to an increase in legal expenses between the periods.

Non-interest expense was \$19.1 million for the first nine months of 2018, an increase of \$0.1 million, or 0.2%, from \$19.0 million for the same period of 2017. Other non-interest expense increased \$0.2 million due primarily to increases in deposit insurance costs and the losses incurred on deposit accounts between the periods. Data processing expense increased \$0.1 million primarily related to an increase in mobile and on-line banking costs between the periods. Occupancy and equipment costs increased \$0.1 million between the periods due to an increase in depreciation and maintenance costs. These increases in non-interest expense were partially offset by a \$0.3 million decrease in compensation and benefits expense primarily because of a decrease in employees between the periods and a \$0.1 million decrease in professional services expense due to a decrease in legal expenses between the periods.

Table of Contents***Income Taxes***

Income tax expense was \$1.0 million for the third quarter of 2018, a decrease of \$0.2 million from \$1.2 million for the third quarter of 2017. Income tax expense was \$2.3 million for the first nine months of 2018, a decrease of \$0.5 million from \$2.8 million for the first nine months of 2017. Income tax expense decreased between the periods, despite an increase in pre-tax income, because of the decrease in the federal corporate income tax rate as a result of the tax law changes enacted in the fourth quarter of 2017.

**FINANCIAL CONDITION*****Non-Performing Assets***

The following table summarizes the amounts and categories of non-performing assets in the Bank's portfolio and loan delinquency information as of the end of the two most recently completed quarters and December 31, 2017.

	September 30, 2018	June 30, 2018	December 31, 2017			
<i>(Dollars in thousands)</i>						
Non-Performing Loans:						
Single family	\$ 1,073	\$960	\$ 949			
Commercial real estate	3,689	1,432	1,364			
Consumer	526	551	553			
Commercial business	197	73	278			
Total	5,485	3,016	3,144			
Foreclosed and Repossessed Assets:						
Single family	0	74	0			
Commercial real estate	414	627	627			
Consumer	0	15	0			
Total non-performing assets	\$ 5,899	\$3,732	\$ 3,771			
Total as a percentage of total assets	0.80	% 0.51	% 0.52			%
Total non-performing loans	\$ 5,485	\$3,016	\$ 3,144			
Total as a percentage of total loans receivable, net	0.94	% 0.51	% 0.54			%
Allowance for loan losses to non-performing loans	161.02	% 309.31	% 296.11			%
Delinquency Data:						
Delinquencies <sup>(1)</sup>						
30+ days	\$ 1,298	\$1,585	\$ 1,789			
90+ days	0	0	0			
Delinquencies as a percentage of loan portfolio <sup>(1)</sup>						
30+ days	0.22	% 0.26	% 0.30			%
90+ days	0.00	% 0.00	% 0.00			%

(1) Excludes non-accrual loans.

Total non-performing assets were \$5.9 million at September 30, 2018, an increase of \$2.2 million, or 58.1%, from \$3.7 million at June 30, 2018. Non-performing loans increased \$2.5 million and foreclosed and repossessed assets decreased \$0.3 million during the third quarter of 2018. The increase in the non-performing loans was primarily related to a \$2.2 million commercial loan relationship that was downgraded during the third quarter of 2018.

Total non-performing assets were \$5.9 million at September 30, 2018, an increase of \$2.1 million, or 56.4%, from \$3.8 million at December 31, 2017. Non-performing loans increased \$2.3 million and foreclosed and repossessed assets decreased \$0.2 million during the first nine months of 2018. The increase in the non-performing loans was primarily related to a \$2.2 million commercial loan relationship that was downgraded during the third quarter of 2018.

### *Dividends*

The declaration of dividends is subject to, among other things, the Company's financial condition and results of operations, the Bank's compliance with regulatory capital requirements and other regulatory restrictions, tax considerations, industry standards, economic conditions, anticipated growth, general business practices and other factors. The Company has not made any dividend payments to common stockholders during the three year period ended September 30, 2018.



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**LIQUIDITY AND CAPITAL RESOURCES**

For the nine months ended September 30, 2018, the net cash provided by operating activities was \$12.8 million. The Company collected \$0.3 million from the maturities of securities, \$1.5 million from principal repayments on securities, \$0.3 million from the redemption of FHLB stock, and \$0.4 million in proceeds from the sale of real estate. The Company purchased securities of \$4.9 million, purchased \$0.3 million of FHLB stock, and paid out \$2.3 million for premises and equipment. Net loans receivable also increased \$7.6 million. The Company had a net increase in deposit balances of \$15.8 million and customer escrows increased \$1.0 million. The Company also received \$6.8 million in proceeds from borrowings, repaid borrowings of \$6.8 million, and paid \$6.5 million to repurchase outstanding warrants.

The Company has certificates of deposits with outstanding balances of \$72.3 million that mature over the next 12 months. Based upon past experience, management anticipates that the majority of the deposits will renew for another term. The Company believes that cash outflow from certificates that do not renew will be replaced with other deposits or FHLB advances. Federal Reserve Bank borrowings or proceeds from the sale of securities could also be used to fund unanticipated outflows of certificates of deposits.

The Company had five deposit customers that individually had aggregate deposits greater than \$5.0 million as of September 30, 2018. The \$73.8 million in funds held by these customers may be withdrawn at any time, but management believes that the majority of these deposits will not be withdrawn from the Bank over the next twelve months. If these deposits are withdrawn, it is anticipated that they would be replaced with deposits from other customers or FHLB advances. Federal Reserve Bank borrowings or proceeds from the sale of securities could also be used to replace unanticipated outflows of large checking and money market deposits.

The Company had the ability to borrow \$174.6 million from the FHLB at September 30, 2018, based on the collateral value of the loans pledged. The credit policy of the FHLB relating to the collateral value of the loans collateralizing the available line of credit with the FHLB may change such that the current collateral pledged to secure future advances is no longer acceptable or the formulas for determining the excess pledged collateral may change. The FHLB could also reduce the amount of funds it will lend to the Bank. It is not anticipated that the Bank will need to find alternative funding sources in the next twelve months to replace the available borrowings from the FHLB. However, if needed, excess collateral currently pledged to the FHLB could be pledged to the Federal Reserve Bank and the Bank could borrow additional funds from the Federal Reserve Bank based on the increased collateral levels or obtain additional deposits.

The Company's primary source of cash is dividends from the Bank. At September 30, 2018, the Company had \$2.4 million in cash and other assets that could readily be turned into cash. The primary use of cash by the Company is the payment of operating expenses.

The Company also serves as a source of capital, liquidity, and financial support to the Bank. Depending upon the operating performance of the Bank and the Company's other liquidity and capital needs, including Company level expenses, the Company may find it prudent, subject to prevailing capital market conditions and other factors, to raise additional capital through issuance of its common stock or other equity securities. Additional capital would also potentially permit the Company to implement a strategy of growing Bank assets. Depending on the circumstances, if it were to raise capital, the Company may deploy it to the Bank for general banking purposes, or may retain some or all of it for use by the Company.

If the Company were to raise capital through the issuance of additional shares of common stock or other equity securities, it would dilute the ownership interests of existing stockholders, and, if issued at a price less than the Company's book value, would dilute the per share book value of the Company's common stock, and could result in a change in control of the Company and the Bank. New investors may also have rights, preferences and privileges senior to the Company's current stockholders, which may adversely impact the Company's current stockholders. The Company's ability to raise additional capital through the issuance of equity securities, if deemed prudent, will depend on, among other factors, conditions in the capital markets at that time, which are outside of its control, and on the Company's financial performance and plans.

Table of Contents**Market Risk**

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises primarily from interest rate risk inherent in its investing, lending and deposit taking activities. Management actively monitors and manages its interest rate risk exposure.

The Company's profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact the Company's earnings to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent, or on the same basis. The Company monitors the projected changes in net interest income that occur if interest rates were to suddenly change up or down. The *Rate Shock Table* located in the following Asset/Liability Management section of this report discloses the Company's projected changes in net interest income based upon immediate interest rate changes called rate shocks. The Company utilizes a model that uses the discounted cash flows from its interest-earning assets and its interest-bearing liabilities to calculate the current market value of those assets and liabilities. The model also calculates the changes in market value of the interest-earning assets and interest-bearing liabilities under different interest rate changes.

The following table discloses the projected changes in market value to the Company's interest-earning assets and interest-bearing liabilities based upon incremental 100 basis point changes in interest rates from interest rates in effect on September 30, 2018.

	Market Value			
	-100	0	+100	+200
<i>(Dollars in thousands)</i>				
Basis point change in interest rates				
Total market risk sensitive assets	\$731,450	719,082	706,828	694,523
Total market risk sensitive liabilities	621,098	584,526	553,049	526,250
Off-balance sheet financial instruments	(194 )	0	(58 )	(87 )
Net market risk	\$110,546	134,556	153,837	168,360
Percentage change from current market value	(17.84 )%	0.00 %	14.33 %	25.12 %

The preceding table was prepared utilizing a model using the following assumptions (the Model Assumptions) regarding prepayment and decay ratios that were determined by management based upon their review of historical prepayment speeds and future prepayment projections. Fixed rate loans were assumed to prepay at annual rates of between 2% to 34%, depending on the note rate and the period to maturity. Adjustable rate mortgages (ARMs) were assumed to prepay at annual rates of between 5% and 50%, depending on the note rate and the period to maturity. Mortgage-backed securities were projected to have prepayments based upon the underlying collateral securing the instrument. Certificate accounts were assumed not to be withdrawn until maturity. Passbook accounts and retail money market accounts were assumed to decay at an annual rate of 3% and 1%, respectively. Retail checking

accounts were assumed to decay at an annual rate of 9%. Commercial checking and money market accounts were assumed to decay at annual rates of 28% and 32%, respectively. Callable investments were projected to be called at the first call date where the projected interest rate on similar remaining term instruments is less than the interest rate on the callable advance or investment.

Certain shortcomings are inherent in the method of analysis presented in the above table. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in market interest rates. The model assumes that the difference between the current interest rate being earned or paid compared to a treasury instrument or other interest index with a similar term to maturity (the Interest Spread) will remain constant over the interest changes disclosed in the table. Changes in Interest Spread could impact projected market value changes. Certain assets, such as ARMs, have features which restrict changes in interest rates on a short-term basis and over the life of the assets. The market value of the interest-bearing assets that are approaching their lifetime interest rate caps could be different from the values disclosed in the table. Certain liabilities, such as certificates of deposit, have fixed rates that restrict interest rate changes until maturity. In the event of a change in interest rates, prepayment and early withdrawal levels may deviate significantly from those assumed in calculating the foregoing table. The ability of many borrowers to service their debt may also decrease in the event of a substantial sustained increase in interest rates.

Table of Contents***Asset/Liability Management***

The Company's management reviews the impact that changing interest rates will have on the Company's net interest income projected for the next twelve months to determine if its current level of interest rate risk is acceptable. The following table projects the estimated impact on net interest income during the twelve month period ending September 30, 2019 of immediate interest rate changes called rate shocks.

*(Dollars in thousands)*

Rate Shock in Basis Points	Projected		Percentage Change
	Change in Net Interest Income		
+200	\$ 2,808	9.76	%
+100	\$ 1,402	4.87	
0	\$ 0	0.00	
-100	\$ (1,526 )	(5.30	)

The preceding table was prepared utilizing the Model Assumptions. Certain shortcomings are inherent in the method of analysis presented in the foregoing table. In the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the foregoing table. The ability of many borrowers to service their debt may decrease in the event of a substantial increase in interest rates and could impact net interest income. The increase in interest income in a rising rate environment is primarily because there are more adjustable rate loans that would re-price to higher interest rates than there are deposits that would re-price in the next twelve months.

In an attempt to manage the Company's exposure to changes in interest rates, management closely monitors interest rate risk. The Bank has an Asset/Liability Committee that meets frequently to discuss changes in the interest rate risk position and projected profitability. This Committee makes adjustments to the asset/liability position of the Bank that are reviewed by the Board of Directors of the Bank. This Committee also reviews the Bank's portfolio, formulates investment strategies and oversees the timing and implementation of transactions as intended to assure attainment of the Bank's objectives in an effective manner. In addition, each quarter the Board reviews the Bank's asset/liability position, including simulations of the effect on the Bank's capital of various interest rate scenarios.

In managing its asset/liability composition, the Bank may, at times, depending on the relationship between long-term and short-term interest rates, market conditions and consumer preference, place more emphasis on managing net interest margin than on better matching the interest rate sensitivity of its assets and liabilities in an effort to enhance net interest income. Management believes that the increased net interest income resulting from a mismatch in the maturity of its asset and liability portfolios can, in certain situations, provide high enough returns to justify the

increased exposure to sudden and unexpected changes in interest rates.

To the extent consistent with its interest rate spread objectives, the Bank attempts to manage its interest rate risk and has taken a number of steps to restructure its balance sheet in order to better match the maturities of its assets and liabilities. In the past, more long-term fixed rate loans were placed into the single family loan portfolio. In recent years, the Bank has continued to focus its 30 year fixed rate single family residential lending program on loans that are saleable to third parties and generally places only adjustable rate or shorter-term fixed rate loans that meet certain risk characteristics into its loan portfolio. A significant portion of the Bank's commercial loan production continues to be in adjustable rate loans that reprice every one, two, or three years.

### ***Off-Balance Sheet Arrangements***

The Company has no off-balance sheet arrangements other than commitments to originate, fund, and sell loans in the ordinary course of business.

### **Item 3: Quantitative and Qualitative Disclosures about Market Risk**

Not applicable.

### **Item 4: Controls and Procedures**

*Evaluation of disclosure controls and procedures.* As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the Company's management, including the principal executive officer and principal financial officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)). Based on this evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

*Changes in internal controls.* There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

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**HMN FINANCIAL, INC.**

**PART II - OTHER INFORMATION**

**ITEM 1. Legal Proceedings.**

From time to time, the Company is party to legal proceedings arising out of its lending and deposit operations. The Company is, and expects to become, engaged in a number of foreclosure proceedings and other collection actions as part of its collection activities. Based on its current understanding of these pending legal proceedings, management does not believe that judgments or settlements, if any and if determined adversely to the Company, arising from pending legal matters individually or in the aggregate, would have a material adverse effect on the consolidated financial position, operating results or cash flows of the Company. Litigation is often unpredictable and the actual results of litigation cannot be determined with any certainty.

**ITEM 1A. Risk Factors.**

There have been no material changes to the Company's risk factors contained in its Annual Report on Form 10-K for the year ended December 31, 2017. For a further discussion of our Risk Factors, see Part I, Item 1A. of the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.

**ITEM 3. Defaults Upon Senior Securities.**

None.

**ITEM 4. Mine Safety Disclosures.**

Not applicable.

**ITEM 5. Other Information.**

None.

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**ITEM 6. Exhibits.**

**INDEX TO EXHIBITS**

Exhibit Number	Exhibit	Filing Status
10.1	<u>Warrant Repurchase Agreement by and between the Company and Arbiter Partners OP, LP, dated August 29, 2018</u>	Incorporated by Reference <sup>(1)</sup>
31.1	<u>Rule 13a-14(a)/15d-14(a) Certification of CEO</u>	Filed Electronically
31.2	<u>Rule 13a-14(a)/15d-14(a) Certification of CFO</u>	Filed Electronically
32	<u>Section 1350 Certifications of CEO and CFO</u>	Filed Electronically
101	Financial statements from the Quarterly Report on Form 10-Q of the Company for the period ended September 30, 2018, filed with the Securities and Exchange Commission on November 2, 2018, formatted in Extensible Business Reporting Language (XBRL); (i) the Consolidated Balance Sheets at September 30, 2018 and December 31, 2017, (ii) the Consolidated Statements of Comprehensive Income for the Three Month and Nine Month Periods Ended September 30, 2018 and 2017, (iii) the Consolidated Statement of Stockholders' Equity for the Nine Month Period Ended September 30, 2018, (iv) the Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2018 and 2017, and (v) Notes to Consolidated Financial Statements.	Filed Electronically

<sup>(1)</sup> Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 29, 2018, filed on August 30, 2018. (File No. 000-24100).

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**SIGNATURES**

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

HMN FINANCIAL, INC.

Registrant

Date: November 2, 2018 By: /s/ Bradley Krehbiel  
Bradley Krehbiel, President and Chief Executive Officer  
  
(Principal Executive Officer)

Date: November 2, 2018 By: /s/ Jon Eberle  
Jon Eberle,  
  
Senior Vice President, Chief Financial Officer, and Treasurer  
  
(Principal Financial Officer)