

TFS Financial CORP  
Form 10-Q  
February 07, 2019  
Table of Contents

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

---

FORM 10-Q

---

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

For the Quarterly Period Ended December 31, 2018

or

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

For transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-33390

---

TFS FINANCIAL CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

---

United States of America	52-2054948
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

---

7007 Broadway Avenue	44105
Cleveland, Ohio	
(Address of Principal Executive Offices)	(Zip Code)
(216) 441-6000	

Registrant's telephone number, including area code:  
Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

---

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller Reporting Company	<input type="checkbox"/>

Emerging Growth Company

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

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

As of February 5, 2019, there were 280,083,345 shares of the Registrant's common stock, par value \$0.01 per share, outstanding, of which 227,119,132 shares, or 81.1% of the Registrant's common stock, were held by Third Federal Savings and Loan Association of Cleveland, MHC, the Registrant's mutual holding company.

---

Table of Contents

TFS Financial Corporation  
INDEX

	Page
<u>Glossary of Terms</u>	<u>3</u>
PART I – FINANCIAL INFORMATION	
Item 1. <u>Financial Statements (unaudited)</u>	
Consolidated Statements of Condition December 31, 2018 and September 30, 2018	4
<u>Consolidated Statements of Income</u> Three Months Ended December 31, 2018 and 2017	<u>5</u>
<u>Consolidated Statements of Comprehensive Income</u> Three Months Ended December 31, 2018 and 2017	<u>6</u>
<u>Consolidated Statements of Shareholders’ Equity</u> Three Months Ended December 31, 2018 and 2017	7
Consolidated Statements of Cash Flows Three Months Ended December 31, 2018 and 2017	<u>8</u>
<u>Notes to Unaudited Interim Consolidated Financial Statements</u>	<u>9</u>
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>36</u>
Item 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>62</u>
Item 4. <u>Controls and Procedures</u>	<u>66</u>
Part II — OTHER INFORMATION	
Item 1. <u>Legal Proceedings</u>	<u>66</u>
Item 1A. <u>Risk Factors</u>	<u>66</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>67</u>
Item 3. <u>Defaults Upon Senior Securities</u>	<u>67</u>
Item 4. <u>Mine Safety Disclosures</u>	<u>67</u>
Item 5. <u>Other Information</u>	<u>67</u>
Item 6. <u>Exhibits</u>	<u>68</u>

SIGNATURES

69

2

---

Table of Contents

**GLOSSARY OF TERMS**

TFS Financial Corporation provides the following list of acronyms and defined terms as a tool for the reader. The acronyms and defined terms identified below are used throughout the document.

ACT: Tax Cuts and Jobs Act	FRB-Cleveland: Federal Reserve Bank of Cleveland
AOCI: Accumulated Other Comprehensive Income	Freddie Mac: Federal Home Loan Mortgage Corporation
ARM: Adjustable Rate Mortgage	FRS: Board of Governors of the Federal Reserve System
ASC: Accounting Standards Codification	GAAP: Generally Accepted Accounting Principles
ASU: Accounting Standards Update	Ginnie Mae: Government National Mortgage Association
Association: Third Federal Savings and Loan Association of Cleveland	GVA: General Valuation Allowances
BOLI: Bank Owned Life Insurance	HARP: Home Affordable Refinance Program
CDs: Certificates of Deposit	HPI: Home Price Index
CFPB: Consumer Financial Protection Bureau	IRR: Interest Rate Risk
CLTV: Combined Loan-to-Value	IRS: Internal Revenue Service
Company: TFS Financial Corporation and its subsidiaries	IVA: Individual Valuation Allowance
DFA: Dodd-Frank Wall Street Reform and Consumer Protection Act	LIHTC: Low Income Housing Tax Credit
EaR: Earnings at Risk	LIP: Loans-in-Process
EPS: Earnings per Share	LTV: Loan-to-Value
ESOP: Third Federal Employee (Associate) Stock Ownership Plan	MGIC: Mortgage Guaranty Insurance Corporation
EVE: Economic Value of Equity	OCC: Office of the Comptroller of the Currency
Fannie Mae: Federal National Mortgage Association	OCI: Other Comprehensive Income
FASB: Financial Accounting Standards Board	OTS: Office of Thrift Supervision
FDIC: Federal Deposit Insurance Corporation	PMI: Private Mortgage Insurance
FHFA: Federal Housing Finance Agency	PMIC: PMI Mortgage Insurance Co.
FHLB: Federal Home Loan Bank	QTL: Qualified Thrift Lender
FICO: Financing Corporation	REMICs: Real Estate Mortgage Investment Conduits
	SEC: United States Securities and Exchange Commission
	TDR: Troubled Debt Restructuring
	Third Federal Savings, MHC: Third Federal Savings and Loan Association of Cleveland, MHC

Table of Contents

## Item 1. Financial Statements

TFS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CONDITION (unaudited)  
(In thousands, except share data)

	December 31, 2018	September 30, 2018
<b>ASSETS</b>		
Cash and due from banks	\$42,528	\$29,056
Interest-earning cash equivalents	244,091	240,719
Cash and cash equivalents	286,619	269,775
Investment securities available for sale (amortized cost \$575,273 and \$549,211, respectively)	564,479	531,965
Mortgage loans held for sale, at lower of cost or market (none measured at fair value)	755	659
Loans held for investment, net:		
Mortgage loans	12,918,938	12,872,125
Other consumer loans	3,000	3,021
Deferred loan expenses, net	39,526	38,566
Allowance for loan losses	(41,938)	(42,418)
Loans, net	12,919,526	12,871,294
Mortgage loan servicing rights, net	8,643	8,840
Federal Home Loan Bank stock, at cost	93,544	93,544
Real estate owned	2,888	2,794
Premises, equipment, and software, net	62,829	63,399
Accrued interest receivable	39,446	38,696
Bank owned life insurance contracts	213,568	212,021
Other assets	46,381	44,344
<b>TOTAL ASSETS</b>	<b>\$14,238,678</b>	<b>\$14,137,331</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits	\$8,597,179	\$8,491,583
Borrowed funds	3,734,329	3,721,699
Borrowers' advances for insurance and taxes	96,451	103,005
Principal, interest, and related escrow owed on loans serviced	30,577	31,490
Accrued expenses and other liabilities	36,362	31,150
Total liabilities	12,494,898	12,378,927
Commitments and contingent liabilities		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, none issued and outstanding	—	—
Common stock, \$0.01 par value, 700,000,000 shares authorized; 332,318,750 shares issued; 280,135,164 and 280,311,070 outstanding at December 31, 2018 and September 30, 2018, respectively	3,323	3,323
Paid-in capital	1,727,909	1,726,992
Treasury stock, at cost; 52,183,586 and 52,007,680 shares at December 31, 2018 and September 30, 2018, respectively	(757,464)	(754,272)
Unallocated ESOP shares	(47,667)	(48,751)
Retained earnings—substantially restricted	815,918	807,890
Accumulated other comprehensive income	1,761	23,222
Total shareholders' equity	1,743,780	1,758,404
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$14,238,678</b>	<b>\$14,137,331</b>

See accompanying notes to unaudited interim consolidated financial statements.

Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME (unaudited)  
(In thousands, except share and per share data)

	For the Three Months Ended December 31,	
	2018	2017
<b>INTEREST AND DIVIDEND INCOME:</b>		
Loans, including fees	\$ 112,491	\$ 102,626
Investment securities available for sale	3,124	2,589
Other interest and dividend earning assets	2,673	2,014
Total interest and dividend income	118,288	107,229
<b>INTEREST EXPENSE:</b>		
Deposits	32,762	22,994
Borrowed funds	17,714	14,247
Total interest expense	50,476	37,241
NET INTEREST INCOME	67,812	69,988
PROVISION (CREDIT) FOR LOAN LOSSES	(2,000 )	(3,000 )
NET INTEREST INCOME AFTER PROVISION (CREDIT) FOR LOAN LOSSES	69,812	72,988
<b>NON-INTEREST INCOME:</b>		
Fees and service charges, net of amortization	1,776	1,760
Net gain on the sale of loans	111	478
Increase in and death benefits from bank owned life insurance contracts	1,547	1,554
Other	1,242	1,052
Total non-interest income	4,676	4,844
<b>NON-INTEREST EXPENSE:</b>		
Salaries and employee benefits	25,364	23,253
Marketing services	4,797	5,038
Office property, equipment and software	6,986	6,651
Federal insurance premium and assessments	2,766	2,718
State franchise tax	1,262	1,126
Other expenses	6,805	6,990
Total non-interest expense	47,980	45,776
INCOME BEFORE INCOME TAXES	26,508	32,056
INCOME TAX EXPENSE	6,175	12,443
NET INCOME	\$20,333	\$ 19,613
Earnings per share - basic and diluted	\$0.07	\$ 0.07
Weighted average shares outstanding		
Basic	275,376,254	275,816,329
Diluted	277,073,317	277,624,291

See accompanying notes to unaudited interim consolidated financial statements.



Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)  
 (In thousands)

	For the Three Months Ended December 31,	
	2018	2017
Net income	\$20,333	\$19,613
Other comprehensive income (loss), net of tax:		
Net change in unrealized loss on securities available for sale	5,097	(4,270 )
Net change in cash flow hedges	(26,822 )	12,585
Change in pension obligation	264	(2,817 )
Total other comprehensive income (loss)	(21,461 )	5,498
Total comprehensive income (loss)	\$(1,128 )	\$25,111
See accompanying notes to unaudited interim consolidated financial statements.		

Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (unaudited)  
(In thousands, except share and per share data)

	Common stock	Paid-in capital	Treasury stock	Unallocated common stock held by ESOP	Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
Balance at September 30, 2017	\$ 3,323	\$ 1,722,672	\$ (735,530)	\$ (53,084 )	\$ 760,070	\$ (7,492 )	\$ 1,689,959
Net income	—	—	—	—	19,613	—	19,613
Other comprehensive income, net of tax	—	—	—	—	42	5,498	5,540
ESOP shares allocated or committed to be released	—	567	—	1,083	—	—	1,650
Compensation costs for stock-based plans	—	878	—	—	—	—	878
Purchase of treasury stock (492,000 shares)	—	—	(7,542 )	—	—	—	(7,542 )
Treasury stock allocated to restricted stock plan	—	(3,050 )	2,038	—	—	—	(1,012 )
Dividends paid to common shareholders (\$0.17 per common share)	—	—	—	—	(8,408 )	—	(8,408 )
Balance at December 31, 2017	\$ 3,323	\$ 1,721,067	\$ (741,034)	\$ (52,001 )	\$ 771,317	\$ (1,994 )	\$ 1,700,678
Balance at September 30, 2018	\$ 3,323	\$ 1,726,992	\$ (754,272)	\$ (48,751 )	\$ 807,890	\$ 23,222	\$ 1,758,404
Net income	—	—	—	—	20,333	—	20,333
Other comprehensive income (loss), net of tax	—	—	—	—	—	(21,461 )	(21,461 )
ESOP shares allocated or committed to be released	—	581	—	1,084	—	—	1,665
Compensation costs for stock-based plans	—	1,081	—	—	—	—	1,081
Purchase of treasury stock (242,500 shares)	—	—	(3,776 )	—	—	—	(3,776 )
Treasury stock allocated to restricted stock plan	—	(745 )	584	—	—	—	(161 )
Dividends paid to common shareholders (\$0.25 per common share)	—	—	—	—	(12,305 )	—	(12,305 )
Balance at December 31, 2018	\$ 3,323	\$ 1,727,909	\$ (757,464)	\$ (47,667 )	\$ 815,918	\$ 1,761	\$ 1,743,780

See accompanying notes to unaudited interim consolidated financial statements.



Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited) (in thousands)

	For the Three Months Ended December 31,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$20,333	\$19,613
Adjustments to reconcile net income to net cash provided by operating activities:		
ESOP and stock-based compensation expense	2,746	2,528
Depreciation and amortization	5,406	5,394
Deferred income taxes	434	4,785
Provision (credit) for loan losses	(2,000 )	(3,000 )
Net gain on the sale of loans	(111 )	(478 )
Other net losses (gains)	(293 )	69
Principal repayments on and proceeds from sales of loans held for sale	7,068	3,654
Loans originated for sale	(7,287 )	(4,523 )
Increase in bank owned life insurance contracts	(1,551 )	(1,543 )
Cash collateral received from (provided to) derivative counterparties	(35,319 )	16,850
Net decrease in interest receivable and other assets	6,097	4,092
Net increase in accrued expenses and other liabilities	3,582	50,577
Net cash (used in) provided by operating activities	(895 )	98,018
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Loans originated	(647,400 )	(780,652 )
Principal repayments on loans	583,980	603,929
Proceeds from principal repayments and maturities of:		
Securities available for sale	31,998	35,452
Proceeds from sale of:		
Loans	13,393	26,268
Real estate owned	1,423	2,547
Purchases of:		
FHLB stock	—	(2,121 )
Securities available for sale	(59,052 )	(42,786 )
Premises and equipment	(917 )	(3,802 )
Other	(310 )	(11 )
Net cash used in investing activities	(76,885 )	(161,176 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net increase in deposits	105,596	55,726
Net decrease in borrowers' advances for insurance and taxes	(6,554 )	(5,048 )
Net decrease in principal and interest owed on loans serviced	(913 )	(2,859 )
Net increase in short-term borrowed funds	110,031	165,337
Proceeds from long-term borrowed funds	—	88
Repayment of long-term borrowed funds	(97,401 )	(77,947 )
Purchase of treasury shares	(3,669 )	(7,372 )
Acquisition of treasury shares through net settlement of stock benefit plans compensation	(161 )	(1,012 )
Dividends paid to common shareholders	(12,305 )	(8,408 )
Net cash provided by financing activities	94,624	118,505
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>16,844</b>	<b>55,347</b>

Edgar Filing: TFS Financial CORP - Form 10-Q

CASH AND CASH EQUIVALENTS—Beginning of period	269,775	268,218
CASH AND CASH EQUIVALENTS—End of period	\$286,619	\$323,565
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for interest on deposits	\$32,368	\$22,268
Cash paid for interest on borrowed funds	16,450	12,726
Cash paid for income taxes	42	287
SUPPLEMENTAL SCHEDULES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Transfer of loans to real estate owned	1,295	1,293
Transfer of loans from held for investment to held for sale	13,382	26,141
Treasury stock issued for stock benefit plans	746	3,050
See accompanying notes to unaudited interim consolidated financial statements.		

8

---

Table of Contents

TFS FINANCIAL CORPORATION AND SUBSIDIARIES  
NOTES TO UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
(Dollars in thousands unless otherwise indicated)

1. BASIS OF PRESENTATION

TFS Financial Corporation, a federally chartered stock holding company, conducts its principal activities through its wholly owned subsidiaries. The principal line of business of the Company is retail consumer banking, including mortgage lending, deposit gathering, and, to a much lesser extent, other financial services. As of December 31, 2018, approximately 81% of the Company's outstanding shares were owned by a federally chartered mutual holding company, Third Federal Savings and Loan Association of Cleveland, MHC. The thrift subsidiary of TFS Financial Corporation is Third Federal Savings and Loan Association of Cleveland.

The accounting and reporting policies followed by the Company conform in all material respects to U.S. GAAP and to general practices in the financial services industry. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates. The allowance for loan losses, the valuation of deferred tax assets, and the determination of pension obligations are particularly subject to change.

The unaudited interim consolidated financial statements were prepared without an audit and reflect all adjustments of a normal recurring nature which, in the opinion of management, are necessary to present fairly the consolidated financial condition of the Company at December 31, 2018, and its results of operations and cash flows for the periods presented. Such adjustments are the only adjustments reflected in the unaudited interim financial statements.

In accordance with SEC Regulation S-X for interim financial information, these statements do not include certain information and footnote disclosures required for complete audited financial statements. The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018 contains audited consolidated financial statements and related notes, which should be read in conjunction with the accompanying interim consolidated financial statements. The results of operations for the interim periods disclosed herein are not necessarily indicative of the results that may be expected for the fiscal year ending September 30, 2019 or for any other period.

2. EARNINGS PER SHARE

Basic earnings per share is the amount of earnings available to each share of common stock outstanding during the reporting period. Diluted earnings per share is the amount of earnings available to each share of common stock outstanding during the reporting period adjusted to include the effect of potentially dilutive common shares. For purposes of computing earnings per share amounts, outstanding shares include shares held by the public, shares held by the ESOP that have been allocated to participants or committed to be released for allocation to participants, the 227,119,132 shares held by Third Federal Savings, MHC, and, for purposes of computing dilutive earnings per share, stock options and restricted and performance stock units with a dilutive impact. Unvested shares awarded pursuant to the Company's restricted stock plans are treated as participating securities in the computation of EPS pursuant to the two-class method as they contain nonforfeitable rights to dividends. The two-class method is an earnings allocation that determines EPS for each class of common stock and participating security. At December 31, 2018 and 2017, respectively, the ESOP held 4,766,736 and 5,200,076 shares, respectively, that were neither allocated to participants nor committed to be released to participants.

Table of Contents

The following is a summary of the Company's earnings per share calculations.

	For the Three Months Ended December 31,					
	2018			2017		
	Income	Shares	Per share amount	Income	Shares	Per share amount
	(Dollars in thousands, except per share data)					
Net income	\$20,333			\$19,613		
Less: income allocated to restricted stock units	372			244		
Basic earnings per share:						
Income available to common shareholders	\$19,961	275,376,254	\$ 0.07	\$19,369	275,816,329	\$ 0.07
Diluted earnings per share:						
Effect of dilutive potential common shares		1,697,063			1,807,962	
Income available to common shareholders	\$19,961	277,073,317	\$ 0.07	\$19,369	277,624,291	\$ 0.07

The following is a summary of outstanding stock options and restricted and performance stock units that are excluded from the computation of diluted earnings per share because their inclusion would be anti-dilutive.

	For the Three Months Ended December 31,	
	2018	2017
Options to purchase shares	1,885,600	1,104,640
Restricted and performance stock units	131,500	—

**3. INVESTMENT SECURITIES**

Investments available for sale are summarized as follows:

	December 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Unrealized Losses	Fair Value
REMICs	\$563,554	\$500	\$(11,445)	\$552,609
Fannie Mae certificates	7,736	235	(80)	7,891
U.S. government and agency obligations	3,983	—	(4)	3,979
Total	\$575,273	\$735	\$(11,529)	\$564,479
	September 30, 2018			
	Amortized Cost	Gross Unrealized Gains	Unrealized Losses	Fair Value
REMICs	\$537,330	\$7	\$(17,338)	\$519,999
Fannie Mae certificates	7,906	237	(145)	7,998
U.S. government and agency obligations	3,975	—	(7)	3,968
Total	\$549,211	\$244	\$(17,490)	\$531,965

Table of Contents

Gross unrealized losses on available for sale securities and the estimated fair value of the related securities, aggregated by the length of time the securities have been in a continuous loss position, at December 31, 2018 and September 30, 2018, were as follows:

	December 31, 2018					
	Less Than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Available for sale—						
REMICs	\$53,829	\$ 172	\$410,322	\$ 11,273	\$464,151	\$ 11,445
Fannie Mae certificates	—	—	4,369	80	4,369	80
U.S. government and agency obligations	3,979	4	—	—	3,979	4
Total	\$57,808	\$ 176	\$414,691	\$ 11,353	\$472,499	\$ 11,529
	September 30, 2018					
	Less Than 12 Months		12 Months or More		Total	
	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss	Estimated Fair Value	Unrealized Loss
Available for sale—						
REMICs	\$113,111	\$ 1,799	\$400,558	\$ 15,539	\$513,669	\$ 17,338
Fannie Mae certificates	—	—	4,337	145	4,337	145
U.S. government and agency obligations	3,968	7	—	—	3,968	7
Total	\$117,079	\$ 1,806	\$404,895	\$ 15,684	\$521,974	\$ 17,490

We believe the unrealized losses on investment securities were attributable to interest rate increases. The contractual terms of U.S. government and agency obligations do not permit the issuer to settle the security at a price less than the par value of the investment. The contractual cash flows of mortgage-backed securities are guaranteed by Fannie Mae, Freddie Mac and Ginnie Mae. REMICs are issued by or backed by securities issued by these governmental agencies. It is expected that the securities would not be settled at a price substantially less than the amortized cost of the investment. The U.S. Treasury Department established financing agreements in 2008 to ensure Fannie Mae and Freddie Mac meet their obligations to holders of mortgage-backed securities that they have issued or guaranteed. Since the decline in value is attributable to changes in interest rates and not credit quality and because the Company has neither the intent to sell the securities nor is it more likely than not the Company will be required to sell the securities for the time periods necessary to recover the amortized cost, these investments are not considered other-than-temporarily impaired. At December 31, 2018, the amortized cost and fair value of U.S. government obligations, categorized as due in more than one year but less than five years, are \$3,983 and \$3,979, respectively.



Table of Contents

## 4. LOANS AND ALLOWANCE FOR LOAN LOSSES

Loans held for investment consist of the following:

	December 31, 2018	September 30, 2018
Real estate loans:		
Residential Core	\$ 10,903,831	\$ 10,930,811
Residential Home Today	92,570	94,933
Home equity loans and lines of credit	1,898,185	1,818,918
Construction	59,185	64,012
Real estate loans	12,953,771	12,908,674
Other consumer loans	3,000	3,021
Add (deduct):		
Deferred loan expenses, net	39,526	38,566
Loans in process ("LIP")	(34,833 )	(36,549 )
Allowance for loan losses	(41,938 )	(42,418 )
Loans held for investment, net	\$ 12,919,526	\$ 12,871,294

At December 31, 2018 and September 30, 2018, respectively, \$755 and \$659 of loans were classified as mortgage loans held for sale.

A large concentration of the Company's lending is in Ohio and Florida. As of December 31, 2018 and September 30, 2018, the percentage of aggregate Residential Core, Home Today and Construction loans held in Ohio was 56% as of both dates and the percentage held in Florida was 16% as of both dates. As of December 31, 2018 and September 30, 2018, home equity loans and lines of credit were concentrated in Ohio (35% and 36%), Florida (20% as of both dates), and California (15% as of both dates).

Home Today was an affordable housing program targeted to benefit low- and moderate-income home buyers and most loans under the program were originated prior to 2009. No new loans were originated under the Home Today program after September 30, 2016. Through this program the Association provided the majority of loans to borrowers who would not otherwise qualify for the Association's loan products, generally because of low credit scores. Although the credit profiles of borrowers in the Home Today program might be described as sub-prime, Home Today loans generally contained the same features as loans offered to our Residential Core borrowers. Borrowers with a Home Today loan completed financial management education and counseling and were referred to the Association by a sponsoring organization with which the Association partnered as part of the program. Because the Association applied less stringent underwriting and credit standards to the majority of Home Today loans, loans originated under the program have greater credit risk than its traditional residential real estate mortgage loans in the Residential Core portfolio. As of December 31, 2018 and September 30, 2018, the principal balance of Home Today loans originated prior to March 27, 2009 was \$89,417 and \$91,805, respectively. Since loans are no longer originated under the Home Today program, the Home Today portfolio will continue to decline in balance due to contractual amortization. To supplant the Home Today product and to continue to meet the credit needs of customers and the communities served, since fiscal 2016 the Association has offered Fannie Mae eligible, Home Ready loans. These loans are originated in accordance with Fannie Mae's underwriting standards. While the Association retains the servicing to these loans, the loans, along with the credit risk associated therewith, are securitized/sold to Fannie Mae. The Association does not offer, and has not offered, loan products frequently considered to be designed to target sub-prime borrowers containing features such as higher fees or higher rates, negative amortization, a LTV ratio greater than 100%, or pay-option adjustable-rate mortgages.

Table of Contents

An age analysis of the recorded investment in loan receivables that are past due at December 31, 2018 and September 30, 2018 is summarized in the following tables. When a loan is more than one month past due on its scheduled payments, the loan is considered 30 days or more past due. Balances are adjusted for deferred loan fees, expenses and any applicable loans-in-process.

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total
December 31, 2018						
Real estate loans:						
Residential Core	\$8,701	\$2,124	\$10,814	\$21,639	\$10,898,316	\$10,919,955
Residential Home Today	3,980	1,495	4,234	9,709	82,611	92,320
Home equity loans and lines of credit	3,575	2,001	6,758	12,334	1,909,874	1,922,208
Construction	—	—	—	—	23,981	23,981
Total real estate loans	16,256	5,620	21,806	43,682	12,914,782	12,958,464
Other consumer loans	—	—	—	—	3,000	3,000
Total	\$16,256	\$5,620	\$21,806	\$43,682	\$12,917,782	\$12,961,464

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total
September 30, 2018						
Real estate loans:						
Residential Core	\$7,539	\$2,335	\$10,807	\$20,681	\$10,926,294	\$10,946,975
Residential Home Today	2,787	1,765	3,814	8,366	86,383	94,749
Home equity loans and lines of credit	4,152	2,315	5,933	12,400	1,829,427	1,841,827
Construction	—	—	—	—	27,140	27,140
Total real estate loans	14,478	6,415	20,554	41,447	12,869,244	12,910,691
Other consumer loans	—	—	—	—	3,021	3,021
Total	\$14,478	\$6,415	\$20,554	\$41,447	\$12,872,265	\$12,913,712

At December 31, 2018 and September 30, 2018, real estate loans include \$9,565 and \$8,501, respectively, of loans that were in the process of foreclosure.

Loans are placed in non-accrual status when they are contractually 90 days or more past due. Loans with a partial charge-off are placed in non-accrual and will remain in non-accrual status until, at a minimum, the impairment is recovered. Loans restructured in TDRs that were in non-accrual status prior to the restructurings remain in non-accrual status for a minimum of six months after restructuring. Loans restructured in TDRs with a high debt-to-income ratio at the time of modification are placed in non-accrual status for a minimum of twelve months. Additionally, home equity loans and lines of credit where the customer has a severely delinquent first mortgage loan and loans in Chapter 7 bankruptcy status where all borrowers have filed, and not reaffirmed or been dismissed, are placed in non-accrual status.

The recorded investment of loan receivables in non-accrual status is summarized in the following table. Balances are adjusted for deferred loan fees and expenses.

	December 31, 2018	September 30, 2018
Real estate loans:		
Residential Core	\$ 41,011	\$ 41,628

Edgar Filing: TFS Financial CORP - Form 10-Q

Residential Home Today	14,438	14,641
Home equity loans and lines of credit	21,523	21,483
Total non-accrual loans	\$ 76,972	\$ 77,752

13

---

Table of Contents

At December 31, 2018 and September 30, 2018, respectively, the recorded investment in non-accrual loans includes \$55,166 and \$57,197, which are performing according to the terms of their agreement, of which \$28,099 and \$29,439 are loans in Chapter 7 bankruptcy status, primarily where all borrowers have filed, and have not reaffirmed or been dismissed.

Interest on loans in accrual status, including certain loans individually reviewed for impairment, is recognized in interest income as it accrues, on a daily basis. Accrued interest on loans in non-accrual status is reversed by a charge to interest income and income is subsequently recognized only to the extent cash payments are received. Cash payments on loans in non-accrual status are first applied to the oldest scheduled, unpaid payment first. Cash payments on loans with a partial charge-off are applied fully to principal, then to recovery of the charged off amount prior to interest income being recognized, except cash payments may be applied to interest capitalized in a restructuring when collection of remaining amounts due is considered probable. A non-accrual loan is generally returned to accrual status when contractual payments are less than 90 days past due. However, a loan may remain in non-accrual status when collectability is uncertain, such as a TDR that has not met minimum payment requirements, a loan with a partial charge-off, an equity loan or line of credit with a delinquent first mortgage greater than 90 days past due, or a loan in Chapter 7 bankruptcy status where all borrowers have filed, and have not reaffirmed or been dismissed. The number of days past due is determined by the number of scheduled payments that remain unpaid, assuming a period of 30 days between each scheduled payment.

The recorded investment in loan receivables at December 31, 2018 and September 30, 2018 is summarized in the following table. The table provides details of the recorded balances according to the method of evaluation used for determining the allowance for loan losses, distinguishing between determinations made by evaluating individual loans and determinations made by evaluating groups of loans not individually evaluated. Balances of recorded investments are adjusted for deferred loan fees, expenses and any applicable loans-in-process.

	December 31, 2018			September 30, 2018		
	Individually	Collectively	Total	Individually	Collectively	Total
Real estate loans:						
Residential Core	\$91,392	\$10,828,563	\$10,919,955	\$91,360	\$10,855,615	\$10,946,975
Residential Home Today	40,436	51,884	92,320	41,523	53,226	94,749
Home equity loans and lines of credit	48,864	1,873,344	1,922,208	47,911	1,793,916	1,841,827
Construction	—	23,981	23,981	—	27,140	27,140
Total real estate loans	180,692	12,777,772	12,958,464	180,794	12,729,897	12,910,691
Other consumer loans	—	3,000	3,000	—	3,021	3,021
Total	\$180,692	\$12,780,772	\$12,961,464	\$180,794	\$12,732,918	\$12,913,712

An analysis of the allowance for loan losses at December 31, 2018 and September 30, 2018 is summarized in the following table. The analysis provides details of the allowance for loan losses according to the method of evaluation, distinguishing between allowances for loan losses determined by evaluating individual loans and allowances for loan losses determined by evaluating groups of loans collectively.

	December 31, 2018			September 30, 2018		
	Individually	Collectively	Total	Individually	Collectively	Total
Real estate loans:						
Residential Core	\$6,961	\$12,204	\$19,165	\$6,934	\$11,354	\$18,288
Residential Home Today	2,269	1,479	3,748	2,139	1,065	3,204
Home equity loans and lines of credit	3,301	15,720	19,021	3,014	17,907	20,921
Construction	—	4	4	—	5	5
Total	\$12,531	\$29,407	\$41,938	\$12,087	\$30,331	\$42,418

At December 31, 2018 and September 30, 2018, individually evaluated loans that required an allowance were comprised only of loans evaluated for impairment based on the present value of cash flows, such as performing TDRs, and loans with a further deterioration in the fair value of collateral not yet identified as uncollectible. All other individually evaluated loans received a charge-off, if applicable.



Table of Contents

Because many variables are considered in determining the appropriate level of general valuation allowances, directional changes in individual considerations do not always align with the directional change in the balance of a particular component of the general valuation allowance. At December 31, 2018 and September 30, 2018, respectively, allowances on individually reviewed loans evaluated for impairment based on the present value of cash flows, such as performing TDRs, were \$12,411 and \$12,002; and allowances on loans with further deteriorations in the fair value of collateral not yet identified as uncollectible were \$120 and \$85.

Residential Core mortgage loans represent the largest portion of the residential real estate portfolio. The Company believes overall credit risk is low based on the nature, composition, collateral, products, lien position and performance of the portfolio. The portfolio does not include loan types or structures that have recently experienced severe performance problems at other financial institutions (sub-prime, no documentation or pay-option adjustable-rate mortgages). The portfolio contains adjustable-rate mortgage loans whereby the interest rate is locked initially for mainly three or five years then resets annually, subject to various re-lock options available to the borrower. The adjustable-rate feature may impact a borrower's ability to afford the higher payments upon rate reset during periods of rising interest rates. The principal amount of loans in the portfolio that are adjustable-rate mortgage loans was \$5,155,558 and \$5,166,282 at December 31, 2018 and September 30, 2018, respectively.

As described earlier in this footnote, Home Today loans have greater credit risk than traditional residential real estate mortgage loans. At December 31, 2018 and September 30, 2018, respectively, approximately 17% and 18% of Home Today loans include private mortgage insurance coverage. The majority of the coverage on these loans was provided by PMI Mortgage Insurance Co., which was seized by the Arizona Department of Insurance in 2011 and currently pays all claim payments at 72.5%. Appropriate adjustments have been made to the Association's affected valuation allowances and charge-offs, and estimated loss severity factors were adjusted accordingly for loans evaluated collectively. The amount of loans in the Association's total owned residential portfolio covered by mortgage insurance provided by PMIC as of December 31, 2018 and September 30, 2018, respectively, was \$36,580 and \$39,367, of which \$33,095 and \$36,075 was current. The amount of loans in the Association's total owned residential portfolio covered by mortgage insurance provided by Mortgage Guaranty Insurance Corporation as of December 31, 2018 and September 30, 2018, respectively, was \$19,730 and \$20,912 of which \$19,564 and \$20,792 was current. As of December 31, 2018, MGIC's long-term debt rating, as published by the major credit rating agencies, did not meet the requirements to qualify as "high credit quality"; however, MGIC continues to make claims payments in accordance with its contractual obligations and the Association has not increased its estimated loss severity factors related to MGIC's claim paying ability. No other loans were covered by mortgage insurers that were deferring claim payments or which were assessed as being non-investment grade.

Home equity loans and lines of credit, which are comprised primarily of home equity lines of credit, represent a significant portion of the residential real estate portfolio. Post-origination deterioration in economic and housing market conditions may impact a borrower's ability to afford the higher payments required during the end of draw repayment period that follows the period of interest only payments on home equity lines of credit originated prior to 2012 or the ability to secure alternative financing. Beginning in February 2013, the terms on new home equity lines of credit included monthly principal and interest payments throughout the entire term to minimize the potential payment differential between the draw and after draw periods.

The Association originates construction loans to individuals for the construction of their personal single-family residence by a qualified builder (construction/permanent loans). The Association's construction/permanent loans generally provide for disbursements to the builder or sub-contractors during the construction phase as work progresses. During the construction phase, the borrower only pays interest on the drawn balance. Upon completion of construction, the loan converts to a permanent amortizing loan without the expense of a second closing. The Association offers construction/permanent loans with fixed or adjustable-rates, and a current maximum loan-to-completed-appraised value ratio of 85%.

Other consumer loans are comprised of loans secured by certificate of deposit accounts, which are fully recoverable in the event of non-payment.

For all classes of loans, a loan is considered impaired when, based on current information and events, it is probable that the Association will be unable to collect the scheduled payments of principal and interest according to the contractual terms of the loan agreement. Factors considered in determining that a loan is impaired may include the deteriorating financial condition of the borrower indicated by missed or delinquent payments, a pending legal action, such as bankruptcy or foreclosure, or the absence of adequate security for the loan.

Table of Contents

The recorded investment and the unpaid principal balance of impaired loans, including those reported as TDRs, as of December 31, 2018 and September 30, 2018 are summarized as follows. Balances of recorded investments are adjusted for deferred loan fees and expenses.

	December 31, 2018			September 30, 2018		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related IVA recorded:						
Residential Core	\$51,810	\$70,116	\$ —	\$53,656	\$69,516	\$ —
Residential Home Today	15,517	41,124	—	16,006	35,532	—
Home equity loans and lines of credit	22,829	30,602	—	22,423	28,504	—
Total	\$90,156	\$141,842	\$ —	\$92,085	\$133,552	\$ —
With an IVA recorded:						
Residential Core	\$39,582	\$39,651	\$ 6,961	\$37,704	\$37,774	\$ 6,934
Residential Home Today	24,919	24,891	2,269	25,517	25,492	2,139
Home equity loans and lines of credit	26,035	26,034	3,301	25,488	25,519	3,014
Total	\$90,536	\$90,576	\$ 12,531	\$88,709	\$88,785	\$ 12,087
Total impaired loans:						
Residential Core	\$91,392	\$109,767	\$ 6,961	\$91,360	\$107,290	\$ 6,934
Residential Home Today	40,436	66,015	2,269	41,523	61,024	2,139
Home equity loans and lines of credit	48,864	56,636	3,301	47,911	54,023	3,014
Total	\$180,692	\$232,418	\$ 12,531	\$180,794	\$222,337	\$ 12,087

At December 31, 2018 and September 30, 2018, respectively, the recorded investment in impaired loans includes \$165,850 and \$165,391 of loans restructured in TDRs of which \$10,713 and \$10,468 were 90 days or more past due.

The average recorded investment in impaired loans and the amount of interest income recognized during the period that the loans were impaired are summarized below.

	For the Three Months Ended December 31,			
	2018		2017	
	Average Recorded Investment	Interest Recognized	Average Recorded Investment	Interest Recognized
With no related IVA recorded:				
Residential Core	\$52,733	\$ 460	\$47,192	\$ 386
Residential Home Today	15,762	72	18,110	116
Home equity loans and lines of credit	22,626	104	18,805	74
Total	\$91,121	\$ 636	\$84,107	\$ 576
With an IVA recorded:				
Residential Core	\$38,643	\$ 305	\$46,616	\$ 420
Residential Home Today	25,218	296	27,689	336
Home equity loans and lines of credit	25,762	158	20,683	131
Total	\$89,623	\$ 759	\$94,988	\$ 887
Total impaired loans:				
Residential Core	\$91,376	\$ 765	\$93,808	\$ 806
Residential Home Today	40,980	368	45,799	452
Home equity loans and lines of credit	48,388	262	39,488	205
Total	\$180,744	\$ 1,395	\$179,095	\$ 1,463





Table of Contents

Interest on loans in non-accrual status is recognized on a cash basis. The amount of interest income on impaired loans recognized using a cash basis method was \$392 for the three months ended December 31, 2018 and \$413 for the three months ended December 31, 2017. Cash payments on loans with a partial charge-off are applied fully to principal, then to recovery of the charged off amount prior to interest income being recognized, except cash payments may be applied to interest capitalized in a restructuring when collection of remaining amounts due is considered probable.

Interest income on the remaining impaired loans is recognized on an accrual basis.

Charge-offs on residential mortgage loans, home equity loans and lines of credit, and construction loans are recognized when triggering events, such as foreclosure actions, short sales, or deeds accepted in lieu of repayment, result in less than full repayment of the recorded investment in the loans.

Partial or full charge-offs are also recognized for the amount of impairment on loans considered collateral dependent that meet the conditions described below.

For residential mortgage loans, payments are greater than 180 days delinquent;

For home equity lines of credit, equity loans, and residential loans restructured in a TDR, payments are greater than 90 days delinquent;

For all classes of loans restructured in a TDR with a high debt-to-income ratio at time of modification;

For all classes of loans, a sheriff sale is scheduled within 60 days to sell the collateral securing the loan;

For all classes of loans, all borrowers have been discharged of their obligation through a Chapter 7 bankruptcy;

For all classes of loans, within 60 days of notification, all borrowers obligated on the loan have filed Chapter 7 bankruptcy and have not reaffirmed or been dismissed;

For all classes of loans, a borrower obligated on a loan has filed bankruptcy and the loan is greater than 30 days delinquent; and

For all classes of loans, it becomes evident that a loss is probable.

Collateral dependent residential mortgage loans and construction loans are charged off to the extent the recorded investment in a loan, net of anticipated mortgage insurance claims, exceeds the fair value less costs to dispose of the underlying property. Management can determine the loan is uncollectible for reasons such as foreclosures exceeding a reasonable time frame and recommend a full charge-off. Home equity loans or lines of credit are charged off to the extent the recorded investment in the loan plus the balance of any senior liens exceeds the fair value less costs to dispose of the underlying property or management determines the collateral is not sufficient to satisfy the loan. A loan in any portfolio that is identified as collateral dependent will continue to be reported as impaired until it is no longer considered collateral dependent, is less than 30 days past due and does not have a prior charge-off. A loan in any portfolio that has a partial charge-off consequent to impairment evaluation will continue to be individually evaluated for impairment until, at a minimum, the impairment has been recovered.

Loans restructured in TDRs that are not evaluated based on collateral are separately evaluated for impairment on a loan by loan basis at the time of restructuring and at each subsequent reporting date for as long as they are reported as TDRs. The impairment evaluation is based on the present value of expected future cash flows discounted at the effective interest rate of the original loan. Expected future cash flows include a discount factor representing a potential for default. Valuation allowances are recorded for the excess of the recorded investments over the result of the cash flow analysis. Loans discharged in Chapter 7 bankruptcy are reported as TDRs and also evaluated based on the present value of expected future cash flows unless evaluated based on collateral. We evaluate these loans using the expected future cash flows because we expect the borrower, not liquidation of the collateral, to be the source of repayment for the loan. Other consumer loans are not considered for restructuring. A loan restructured in a TDR is classified as an impaired loan for a minimum of one year. After one year, that loan may be reclassified out of the balance of impaired loans if the loan was restructured to yield a market rate for loans of similar credit risk at the time of restructuring and the loan is not impaired based on the terms of the restructuring agreement. No loans whose terms were restructured in TDRs were reclassified from impaired loans during the three months ended December 31, 2018 and December 31, 2017.



Table of Contents

The recorded investment in TDRs by type of concession as of December 31, 2018 and September 30, 2018 is shown in the tables below.

December 31, 2018	Reduction in Payment		Forbearance or Other Actions	Multiple Concessions	Multiple Restructurings	Bankruptcy	Total
	Interest Rates	Extensions					
Residential Core	\$ 8,528	\$ 410	\$ 11,014	\$ 19,997	\$ 23,253	\$ 21,321	\$84,523
Residential Home Today	3,959	45	4,567	9,463	17,863	3,666	39,563
Home equity loans and lines of credit	143	5,624	1,495	27,721	2,602	4,179	41,764
Total	\$ 12,630	\$ 6,079	\$ 17,076	\$ 57,181	\$ 43,718	\$ 29,166	\$165,850
September 30, 2018	Reduction in Payment		Forbearance or Other Actions	Multiple Concessions	Multiple Restructurings	Bankruptcy	Total
	Interest Rates	Extensions					
Residential Core	\$ 9,019	\$ 418	\$ 10,203	\$ 19,625	\$ 23,116	\$ 21,832	\$84,213
Residential Home Today	4,051	47	4,671	9,474	18,483	3,683	40,409
Home equity loans and lines of credit	148	6,192	1,950	25,478	2,563	4,438	40,769
Total	\$ 13,218	\$ 6,657	\$ 16,824	\$ 54,577	\$ 44,162	\$ 29,953	\$165,391

TDRs may be restructured more than once. Among other requirements, a subsequent restructuring may be available for a borrower upon the expiration of temporary restructuring terms if the borrower cannot return to regular loan payments. If the borrower is experiencing an income curtailment that temporarily has reduced his/her capacity to repay, such as loss of employment, reduction of hours, non-paid leave or short term disability, a temporary restructuring is considered. If the borrower lacks the capacity to repay the loan at the current terms due to a permanent condition, a permanent restructuring is considered. In evaluating the need for a subsequent restructuring, the borrower's ability to repay is generally assessed utilizing a debt to income and cash flow analysis. Loans discharged in Chapter 7 bankruptcy are classified as multiple restructurings if the loan's original terms had also been restructured by the Association.

For all loans restructured during the three months ended December 31, 2018 and December 31, 2017 (set forth in the tables below), the pre-restructured outstanding recorded investment was not materially different from the post-restructured outstanding recorded investment.

The following tables set forth the recorded investment in TDRs restructured during the periods presented, according to the types of concessions granted.

	For the Three Months Ended December 31, 2018						
	Reduction in Payment Interest Rates	Extensions	Forbearance or Other Actions	Multiple Concessions	Multiple Restructurings	Bankruptcy	Total
Residential Core	\$ —	—	\$ 1,801	\$ 965	\$ 2	\$ 922	\$3,690
Residential Home Today	—	—	52	220	—	125	397
Home equity loans and lines of credit	—	78	156	3,300	—	200	3,734
Total	\$ —	\$ 78	\$ 2,009	\$ 4,485	\$ 2	\$ 1,247	\$7,821

Table of Contents

	For the Three Months Ended December 31, 2017						
	Reduction in Interest Rates	Payment Extensions	Forbearance or Other Actions	Multiple Concessions	Multiple Restructurings	Bankruptcy	Total
Residential Core	\$164	\$ —	\$ 615	\$ 556	\$ 1,196	\$ 663	\$3,194
Residential Home Today	—	—	159	93	835	241	1,328
Home equity loans and lines of credit	—	243	—	1,673	191	90	2,197
Total	\$164	\$ 243	\$ 774	\$ 2,322	\$ 2,222	\$ 994	\$6,719

Below summarizes the information on TDRs restructured within 12 months of each period presented for which there was a subsequent payment default, at least 30 days past due on one scheduled payment, during the period presented.

	For the Three Months Ended December 31,	
	2018	2017
TDRs That Subsequently Defaulted	Number of Recorded Investment Contracts	Number of Recorded Investment Contracts
Residential Core	10 \$ 1,356	16 \$ 977
Residential Home Today	18 875	18 879
Home equity loans and lines of credit	10 661	11 461
Total	38 \$ 2,892	45 \$ 2,317

Residential loans are internally assigned a grade that complies with the guidelines outlined in the OCC's Handbook for Rating Credit Risk. Pass loans are assets well protected by the current paying capacity of the borrower. Special Mention loans have a potential weakness, as evaluated based on delinquency status, that the Association feels deserve management's attention and may result in further deterioration in their repayment prospects and/or the Association's credit position. Substandard loans are inadequately protected by the current payment capacity of the borrower or the collateral pledged with a defined weakness that jeopardizes the liquidation of the debt. Also included in Substandard are performing home equity loans and lines of credit where the customer has a severely delinquent first mortgage to which the performing home equity loan or line of credit is subordinate and loans in Chapter 7 bankruptcy status where all borrowers have filed, and have not reaffirmed or been dismissed. Loss loans are considered uncollectible and are charged off when identified.

The following tables provide information about the credit quality of residential loan receivables by an internally assigned grade. Balances are adjusted for deferred loan fees, expenses and any applicable LIP.

	Pass	Special Mention	Substandard	Loss	Total
December 31, 2018					
Real estate loans:					
Residential Core	\$10,867,265	\$ 4,531	\$ 48,159	\$ —	\$10,919,955
Residential Home Today	75,906	—	16,414	—	92,320
Home equity loans and lines of credit	1,894,198	3,980	24,030	—	1,922,208
Construction	23,981	—	—	—	23,981
Total	\$12,861,350	\$ 8,511	\$ 88,603	\$ —	\$12,958,464



Table of Contents

	Pass	Special Mention	Substandard	Loss	Total
September 30, 2018					
Real estate loans:					
Residential Core	\$ 10,898,725	\$ —	\$ 48,250	\$ —	—\$10,946,975
Residential Home Today	78,180	—	16,569	—	94,749
Home equity loans and lines of credit	1,813,502	4,216	24,109	—	1,841,827
Construction	27,140	—	—	—	27,140
Total	\$ 12,817,547	\$ 4,216	\$ 88,928	\$ —	—\$12,910,691

At December 31, 2018 and September 30, 2018, respectively, the recorded investment of impaired loans includes \$96,114 and \$95,916 of TDRs individually evaluated for impairment that have adequately performed under the terms of the restructuring and are classified as Pass loans. At December 31, 2018 and September 30, 2018, respectively, there were \$4,025 and \$4,051 of loans classified Substandard and \$8,511 and \$4,216 of loans designated Special Mention that are not included in the recorded investment of impaired loans; rather, they are included in loans collectively evaluated for impairment. Of the \$8,511 of loans classified Special Mention at December 31, 2018, \$4,531 are residential mortgage loans purchased during the quarter ended December 31, 2018. The purchased loans were current and performing at the time of purchase, but are classified Special Mention due to the absence of MI coverage and potentially weaker repayment prospects when compared with the Company's originated residential core portfolio.

Other consumer loans are internally assigned a grade of nonperforming when they become 90 days or more past due. At December 31, 2018 and September 30, 2018, no consumer loans were graded as nonperforming.

Activity in the allowance for loan losses is summarized as follows:

	For the Three Months Ended December 31, 2018				
	Beginning Balance	Provisions	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
Residential Core	\$ 18,288	\$ 909	\$ (243 )	\$ 211	\$ 19,165
Residential Home Today	3,204	317	(241 )	468	3,748
Home equity loans and lines of credit	20,921	(3,225 )	(843 )	2,168	19,021
Construction	5	(1 )	—	—	4
Total	\$ 42,418	\$ (2,000 )	\$ (1,327 )	\$ 2,847	\$ 41,938

	For the Three Months Ended December 31, 2017				
	Beginning Balance	Provisions	Charge-offs	Recoveries	Ending Balance
Real estate loans:					
Residential Core	\$ 14,186	\$ (841 )	\$ (392 )	\$ 593	\$ 13,546
Residential Home Today	4,508	(101 )	(675 )	402	4,134
Home equity loans and lines of credit	30,249	(2,057 )	(1,536 )	1,589	28,245
Construction	5	(1 )	—	—	4
Total	\$ 48,948	\$ (3,000 )	\$ (2,603 )	\$ 2,584	\$ 45,929

Table of Contents

## 5. DEPOSITS

Deposit account balances are summarized as follows:

	December 31, 2018	September 30, 2018
Checking accounts	\$ 916,235	\$ 913,525
Savings accounts	1,346,560	1,256,054
Certificates of deposit	6,330,266	6,318,281
	8,593,061	8,487,860
Accrued interest	4,118	3,723
Total deposits	\$ 8,597,179	\$ 8,491,583

Brokered certificates of deposit (exclusive of acquisition costs and subsequent amortization), which are used as a cost effective funding alternative, totaled \$576,400 at December 31, 2018 and \$670,081 at September 30, 2018. The FDIC places restrictions on banks with regard to issuing brokered deposits based on the bank's capital classification. As a well-capitalized institution at December 31, 2018 and September 30, 2018, the Association may accept brokered deposits without FDIC restrictions.

## 6. BORROWED FUNDS

Federal Home Loan Bank borrowings at December 31, 2018 are summarized in the table below. The amount and weighted average rates of certain FHLB Advances maturing in 36 months or less reflect the net impact of deferred penalties discussed below:

	Amount	Weighted Average Rate
Maturing in:		
12 months or less	\$3,462,773	2.38 %
13 to 24 months	219,603	1.81 %
25 to 36 months	926	1.47 %
37 to 48 months	2,707	0.94 %
49 to 60 months	15,000	2.99 %
Over 60 months	25,481	1.67 %
Total FHLB Advances	3,726,490	2.34 %
Accrued interest	7,839	
Total	\$3,734,329	

Through the use of interest rate swaps discussed in Note 13. Derivative Instruments, \$1,950,000 of FHLB advances included in the table above as maturing in 12 months or less, have effective maturities, assuming no early terminations of the swap contracts, as shown below:

	Amount	Swap Adjusted Weighted Average Rate
Effective maturity:		
13 to 24 months	\$ 125,000	1.25 %
25 to 36 months	550,000	1.27 %
37 to 48 months	875,000	1.94 %
49 to 60 months	175,000	2.66 %
Over 60 months	225,000	3.03 %
Total FHLB Advances under swap contracts	\$1,950,000	1.90 %





Table of Contents

During fiscal year 2016, \$150,000 fixed-rate FHLB advances with remaining terms of approximately four years were prepaid and replaced with new four- and five-year interest rate swap arrangements. The deferred repayment penalties of \$2,408 related to the \$150,000 of restructuring are being recognized in interest expense over the remaining term of the swap contracts.

## 7. OTHER COMPREHENSIVE INCOME (LOSS)

The change in accumulated other comprehensive income (loss) by component is as follows:

	For the Three Months Ended December 31, 2018				For the Three Months Ended December 31, 2017			
	Unrealized Gains (Losses) on Securities Available for Sale	Cash flow hedges	Defined Benefit Plan	Total	Unrealized Gains (Losses) on Securities Available for Sale	Cash flow hedges	Defined Benefit Plan	Total
Accumulated other comprehensive income (loss) at beginning of period	\$(13,624)	\$51,914	\$(15,068)	\$23,222	\$(2,915)	\$10,249	\$(14,826)	\$(7,492)
Other comprehensive income (loss) before reclassifications, net of tax expense (benefit) of \$(5,158) and \$3,809	5,097	(24,500 )	—	(19,403 )	(4,270 )	11,790	(3,134 )	4,386
Amounts reclassified, net of tax expense (benefit) of \$547 and \$(361)	—	(2,322 )	264	(2,058 )	—	795	317	1,112
Other comprehensive income (loss)	5,097	(26,822 )	264	(21,461 )	(4,270 )	12,585	(2,817 )	5,498
Balance at end of period	\$(8,527 )	\$25,092	\$(14,804)	\$1,761	\$(7,185)	\$22,834	\$(17,643)	\$(1,994)

The following table presents the reclassification adjustment out of accumulated other comprehensive income included in net income and the corresponding line item on the consolidated statements of income for the periods indicated:

Details about Accumulated Other Comprehensive Income Components	Amounts Reclassified from Accumulated Other Comprehensive Income For the Three Months Ended		Line Item in the Statement of Income
	December 31, 2018	2017	
Cash flow hedges:			
Interest (income) expense	\$(2,939)	\$1,053	Interest expense
Net income tax effect	617	(258 )	Income tax expense
Net of income tax expense (benefit)	(2,322 )	795	

Amortization of pension plan:

Edgar Filing: TFS Financial CORP - Form 10-Q

Actuarial loss	334	420	(a)
Net income tax effect	(70	) (103	) Income tax expense
Net of income tax expense (benefit)	264	317	
Total reclassifications for the period	\$(2,058)	\$1,112	

(a) This item is included in the computation of net periodic pension cost. See Note 9. Defined Benefit Plan for additional disclosure.

Table of Contents**8. INCOME TAXES**

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and in various state and city jurisdictions. The Company is no longer subject to income tax examinations in its major jurisdictions for tax years prior to 2015.

The Company recognizes interest and penalties on income tax assessments or income tax refunds, where applicable, in the financial statements as a component of its provision for income taxes.

On December 22, 2017, the U.S. government enacted comprehensive tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "Act"). Among its numerous changes to the Internal Revenue Code, the Act reduced the federal corporate tax rate to 21% from 35% effective January 1, 2018. Because of the Company's September 30 fiscal year end, a blended federal tax rate of 24.53% was applied to the fiscal year ended September 30, 2018. The federal statutory rate of 21% is effective for the Company beginning with the fiscal year ending September 30, 2019.

The Company's effective income tax rate was 23.3% and 38.8% for the three months ended December 31, 2018 and December 31, 2017, respectively. The decrease in the effective tax rate is primarily due to a lower federal statutory rate in the recent fiscal year period, and \$34 and \$4,644 of additional tax expense related to the remeasurement of the Company's deferred tax asset during the three months ended December 31, 2018 and December 31, 2017, respectively, as a result of the Act.

The Company makes certain investments in limited partnerships which invest in affordable housing projects that qualify for the Low Income Housing Tax Credit (LIHTC). The Company acts as a limited partner in these investments and does not exert control over the operating or financial policies of the partnership. The Company accounts for its interests in LIHTCs using the proportional amortization method. The impact of the Company's investments in tax credit entities on the provision for income taxes was not material during the three months ended December 31, 2018 and December 31, 2017.

**9. DEFINED BENEFIT PLAN**

The Third Federal Savings Retirement Plan (the "Plan") is a defined benefit pension plan. Effective December 31, 2002, the Plan was amended to limit participation to employees who met the Plan's eligibility requirements on that date. Effective December 31, 2011, the Plan was amended to freeze future benefit accruals for participants in the Plan. After December 31, 2002, employees not participating in the Plan, upon meeting the applicable eligibility requirements, and those eligible participants who no longer receive service credits under the Plan, participate in a separate tier of the Company's defined contribution 401(k) Savings Plan. Benefits under the Plan are based on years of service and the employee's average annual compensation (as defined in the Plan) through December 31, 2011. The funding policy of the Plan is consistent with the funding requirements of U.S. federal and other governmental laws and regulations.

The components of net periodic cost recognized in other non-interest expense in the Consolidated Statements of Income are as follows:

	Three Months Ended December 31,	
	2018	2017
Interest cost	\$807	\$774
Expected return on plan assets	(1,146)	(1,036)
Amortization of net loss	334	420
Net periodic cost (benefit)	\$(5)	\$158

There were no required minimum employer contributions during the three months ended December 31, 2018. There are no minimum employer contributions expected during the remainder of the fiscal year.

**10. EQUITY INCENTIVE PLAN**

In December 2018, 138,400 restricted stock units were granted to certain directors and officers of the Company and 64,500 performance stock units were granted to certain officers of the Company. The awards were made pursuant to the Amended and Restated 2008 Equity Incentive Plan, which was approved at the annual meeting of shareholders

held on February 22, 2018.

23

---

Table of Contents

The performance stock units vest in the form of Company common stock issued at the end of a three-year period, based on the pro-rata achievement of performance based metrics over a two-year period. The Company recognizes compensation expense for the fair value of performance stock units on a straight-line basis over the requisite service period.

During the three months ended December 31, 2018 and 2017, the Company recorded \$1,081 and \$878, respectively, of stock-based compensation expense, comprised of stock option expense of \$237 and \$313, respectively, and restricted stock units and performance stock units expense of \$844 and \$565, respectively.

At December 31, 2018, 4,973,962 shares were subject to options, with a weighted average exercise price of \$13.72 per share and a weighted average grant date fair value of \$2.63 per share. Expected future expense related to the 929,494 non-vested options outstanding as of December 31, 2018 is \$1,214 over a weighted average period of 1.6 years. At December 31, 2018, 655,063 restricted stock units and performance stock units with a weighted average grant date fair value of \$15.14 per unit, are unvested. Expected future compensation expense relating to the 1,466,983 restricted stock units and performance stock units outstanding as of December 31, 2018 is \$6,935 over a weighted average period of 2.2 years. Each unit is equivalent to one share of common stock.

#### 11. COMMITMENTS AND CONTINGENT LIABILITIES

In the normal course of business, the Company enters into commitments with off-balance sheet risk to meet the financing needs of its customers. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments to originate loans generally have fixed expiration dates of 60 to 360 days or other termination clauses and may require payment of a fee. Unfunded commitments related to home equity lines of credit generally expire from five to 10 years following the date that the line of credit was established, subject to various conditions, including compliance with payment obligations, adequacy of collateral securing the line and maintenance of a satisfactory credit profile by the borrower. Since some of the commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Off-balance sheet commitments to extend credit involve elements of credit risk and interest rate risk in excess of the amount recognized in the consolidated statements of condition. The Company's exposure to credit loss in the event of nonperformance by the other party to the commitment is represented by the contractual amount of the commitment.

The Company generally uses the same credit policies in making commitments as it does for on-balance-sheet instruments. Interest rate risk on commitments to extend credit results from the possibility that interest rates may have moved unfavorably from the position of the Company since the time the commitment was made.

At December 31, 2018, the Company had commitments to originate loans as follows:

Fixed-rate mortgage loans	\$88,250
Adjustable-rate mortgage loans	102,488
Equity loans and lines of credit	140,994
Total	\$331,732

At December 31, 2018, the Company had unfunded commitments outstanding as follows:

Equity lines of credit	\$1,814,846
Construction loans	34,833
Limited partner investments	11,541
Total	\$1,861,220

At December 31, 2018, the unfunded commitment on home equity lines of credit, including commitments for accounts suspended as a result of material default or a decline in equity, is \$1,833,248.

The above commitments are expected to be funded through normal operations.

The Company and its subsidiaries are subject to various legal actions arising in the normal course of business. In the opinion of management, the resolution of these legal actions is not expected to have a material adverse effect on the Company's consolidated financial condition, results of operation, or statements of cash flows.



Table of Contents

## 12. FAIR VALUE

Under U.S. GAAP, fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date under current market conditions. A fair value framework is established whereby assets and liabilities measured at fair value are grouped into three levels of a fair value hierarchy, based on the transparency of inputs and the reliability of assumptions used to estimate fair value. The Company's policy is to recognize transfers between levels of the hierarchy as of the end of the reporting period in which the transfer occurs. The three levels of inputs are defined as follows:

Level 1 – quoted prices (unadjusted) for identical assets or liabilities in active markets.

quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or

Level 2 – liabilities in markets with few transactions, or model-based valuation techniques using assumptions that are observable in the market.

Level 3 – a company's own assumptions about how market participants would price an asset or liability.

As permitted under the fair value guidance in U.S. GAAP, the Company elects to measure at fair value mortgage loans classified as held for sale that are subject to pending agency contracts to securitize and sell loans. This election is expected to reduce volatility in earnings related to market fluctuations between the contract trade and settlement dates. At December 31, 2018 and September 30, 2018, there were no loans held for sale subject to pending agency contracts for which the fair value option was elected.

Presented below is a discussion of the methods and significant assumptions used by the Company to estimate fair value.

**Investment Securities Available for Sale**—Investment securities available for sale are recorded at fair value on a recurring basis. At December 31, 2018 and September 30, 2018, respectively, this includes \$564,479 and \$531,965 of investments in U.S. government obligations including U.S. Treasury notes and highly liquid collateralized mortgage obligations issued by Fannie Mae, Freddie Mac and Ginnie Mae. Both are measured using the market approach. The fair values of investment securities represent unadjusted price estimates obtained from third party independent nationally recognized pricing services using pricing models or quoted prices of securities with similar characteristics and are included in Level 2 of the hierarchy. Third party pricing is reviewed on a monthly basis for reasonableness based on the market knowledge and experience of company personnel that interact daily with the markets for these types of securities.

**Mortgage Loans Held for Sale**—The fair value of mortgage loans held for sale is estimated on an aggregate basis using a market approach based on quoted secondary market pricing for loan portfolios with similar characteristics. Loans held for sale are carried at the lower of cost or fair value except, as described above, the Company elects the fair value measurement option for mortgage loans held for sale subject to pending agency contracts to securitize and sell loans. Loans held for sale are included in Level 2 of the hierarchy. At December 31, 2018 and September 30, 2018, there were \$755 and \$659, respectively, of loans held for sale carried at cost.

**Impaired Loans**—Impaired loans represent certain loans held for investment that are subject to a fair value measurement under U.S. GAAP because they are individually evaluated for impairment and that impairment is measured using a fair value measurement, such as the fair value of the underlying collateral. Impairment is measured using a market approach based on the fair value of the collateral less estimated costs to dispose for loans the Company considers to be collateral-dependent due to a delinquency status or other adverse condition severe enough to indicate that the borrower can no longer be relied upon as the continued source of repayment. These conditions are described more fully in Note 4. Loans and Allowance for Loan Losses. To calculate impairment of collateral-dependent loans, the fair market values of the collateral, estimated using exterior appraisals in the majority of instances, are reduced by calculated costs to dispose, derived from historical experience and recent market conditions. Any indicated impairment is recognized by a charge to the allowance for loan losses. Subsequent increases in collateral values or principal pay downs on loans with recognized impairment could result in an impaired loan being carried below its fair value. When no impairment loss is indicated, the carrying amount is considered to approximate the fair value of that loan to the Company because contractually that is the maximum recovery the Company can expect. The recorded investment of loans individually



evaluated for impairment based on the fair value of the collateral are included in Level 3 of the hierarchy with assets measured at fair value on a non-recurring basis. The range and weighted average impact of costs to dispose on fair values is determined at the time of impairment or when additional impairment is recognized and is included in quantitative information about significant unobservable inputs later in this note.

Loans held for investment that have been restructured in TDRs and are performing according to the restructured terms of the loan agreement are individually evaluated for impairment using the present value of future cash flows based on the loan's effective interest rate, which is not a fair value measurement. At December 31, 2018 and September 30, 2018, respectively, this included \$99,478 and \$98,459 in recorded investment of TDRs with related allowances for loss of \$12,411 and \$12,002.

Table of Contents

Real Estate Owned—Real estate owned includes real estate acquired as a result of foreclosure or by deed in lieu of foreclosure and is carried at the lower of the cost basis or fair value less estimated costs to dispose. Fair value is estimated under the market approach using independent third party appraisals. As these properties are actively marketed, estimated fair values may be adjusted by management to reflect current economic and market conditions. At December 31, 2018 and September 30, 2018, these adjustments were not significant to reported fair values. At December 31, 2018 and September 30, 2018, respectively, \$2,406 and \$1,238 of real estate owned is included in Level 3 of the hierarchy with assets measured at fair value on a non-recurring basis where the cost basis equals or exceeds the estimate of fair values less costs to dispose of these properties. Real estate owned, as reported in the Consolidated Statements of Condition, includes estimated costs to dispose of \$367 and \$132 related to properties measured at fair value and \$849 and \$1,688 of properties carried at their original or adjusted cost basis at December 31, 2018 and September 30, 2018, respectively.

Derivatives—Derivative instruments include interest rate locks on commitments to originate loans for the held for sale portfolio, forward commitments on contracts to deliver mortgage loans, and interest rate swaps designated as cash flow hedges. Derivatives not designated as cash flow hedges are reported at fair value in other assets or other liabilities on the Consolidated Statement of Condition with changes in value recorded in current earnings. Derivatives qualifying as cash flow hedges, when highly effective, are reported in other assets or other liabilities on the Consolidated Statement of Condition with changes in value recorded in OCI. Fair value of forward commitments is estimated using a market approach based on quoted secondary market pricing for loan portfolios with characteristics similar to loans underlying the derivative contracts. The fair value of interest rate lock commitments is adjusted by a closure rate based on the estimated percentage of commitments that will result in closed loans. The range and weighted average impact of the closure rate is included in quantitative information about significant unobservable inputs later in this note. A significant change in the closure rate may result in a significant change in the ending fair value measurement of these derivatives relative to their total fair value. Because the closure rate is a significantly unobservable assumption, interest rate lock commitments are included in Level 3 of the hierarchy. Forward commitments on contracts to deliver mortgage loans are included in Level 2 of the hierarchy.

Assets and liabilities carried at fair value on a recurring basis in the Consolidated Statements of Condition at December 31, 2018 and September 30, 2018 are summarized below. There were no liabilities carried at fair value on a recurring basis at December 31, 2018.

	December 31, 2018	Recurring Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Investment securities available for sale:				
REMICs	\$ 552,609	\$ —	\$ 552,609	\$ —
Fannie Mae certificates	7,891	—	7,891	—
U.S. government and agency obligations	3,979	—	3,979	—
Derivatives:				
Interest rate lock commitments	77	—	—	77
Total	\$ 564,556	\$ —	\$ 564,479	\$ 77



Table of Contents

	Recurring Fair Value Measurements at Reporting Date Using			
	September 30, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)
<b>Assets</b>				
Investment securities available for sale:				
REMICs	\$ 519,999	\$ —	\$ 519,999	\$ —
Fannie Mae certificates	7,998	—	7,998	—
U.S. government and agency obligations	3,968	—	3,968	—
<b>Total</b>	<b>\$ 531,965</b>	<b>\$ —</b>	<b>\$ 531,965</b>	<b>\$ —</b>

**Liabilities**

Derivatives:

Interest rate lock commitments	\$ 2	\$ —	\$ —	\$ 2
<b>Total</b>	<b>\$ 2</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 2</b>

The table below presents a reconciliation of the beginning and ending balances and the location within the Consolidated Statements of Income where gains (losses) due to changes in fair value are recognized on interest rate lock commitments which are measured at fair value on a recurring basis using significant unobservable inputs (Level 3).

	Three Months Ended December 31, 2018 2017	
Beginning balance	\$(2)	\$58
Gain (loss) during the period due to changes in fair value:		
Included in other non-interest income	79	(30)
Ending balance	\$77	\$28
Change in unrealized gains for the period included in earnings for assets held at end of the reporting date	\$77	\$28

Summarized in the tables below are those assets measured at fair value on a nonrecurring basis.

	Nonrecurring Fair Value Measurements at Reporting Date Using			
	December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Observable Inputs (Level 2)

Edgar Filing: TFS Financial CORP - Form 10-Q

Impaired loans, net of allowance	\$ 81,094	\$ —	\$ —	\$ 81,094
Real estate owned <sup>(1)</sup>	2,406	—	—	2,406
Total	\$ 83,500	\$ —	\$ —	\$ 83,500

<sup>(1)</sup> Amounts represent fair value measurements of properties before deducting estimated costs to dispose.

	September 30, 2018	Nonrecurring Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)			Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans, net of allowance	\$ 82,250	\$ —	\$ —	\$ —	\$ 82,250	
Real estate owned <sup>(1)</sup>	1,238	—	—	—	1,238	
Total	\$ 83,488	\$ —	\$ —	\$ —	\$ 83,488	

<sup>(1)</sup> Amounts represent fair value measurements of properties before deducting estimated costs to dispose.

Table of Contents

The following provides quantitative information about significant unobservable inputs categorized within Level 3 of the Fair Value Hierarchy. The interest rate lock commitments at December 31, 2018 include both mortgage origination applications and preapprovals. Preapprovals have a much lower closure rate than origination applications as reflected in the weighted average closure rate.

	Fair Value 12/31/2018	Valuation Technique(s)	Unobservable Input	Range	Weighted Average
Impaired loans, net of allowance	\$81,094	Market comparables of collateral discounted to estimated net proceeds	Discount appraised value to estimated net proceeds based on historical experience: • Residential Properties	0-28%	6.3%
Interest rate lock commitments	\$77	Quoted Secondary Market pricing	Closure rate	0-100%	51.7%
	Fair Value 9/30/2018	Valuation Technique(s)	Unobservable Input	Range	Weighted Average
Impaired loans, net of allowance	\$82,250	Market comparables of collateral discounted to estimated net proceeds	Discount appraised value to estimated net proceeds based on historical experience: • Residential Properties	0-28%	6.4%
Interest rate lock commitments	\$(2)	Quoted Secondary Market pricing	Closure rate	0-100%	50.0%

Table of Contents

The following tables present the estimated fair value of the Company's financial instruments and their carrying amounts as reported in the Statement of Condition.

	December 31, 2018				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and due from banks	\$42,528	\$42,528	\$42,528	\$—	\$ —
Interest earning cash equivalents	244,091	244,091	244,091	—	—
Investment securities available for sale	564,479	564,479	—	564,479	—
Mortgage loans held for sale	755	772	—	772	—
<b>Loans, net:</b>					
Mortgage loans held for investment	12,916,526	13,159,492	—	—	13,159,492
Other loans	3,000	3,066	—	—	3,066
Federal Home Loan Bank stock	93,544	93,544	N/A	—	—
Accrued interest receivable	39,446	39,446	—	39,446	—
Cash collateral received from or held by counterparty	15,159	15,159	15,159	—	—
Derivatives	77	77	—	—	77
<b>Liabilities:</b>					
Checking and passbook accounts	\$2,262,795	\$2,262,795	\$—	\$2,262,795	\$ —
Certificates of deposit	6,334,384	6,265,336	—	6,265,336	—
Borrowed funds	3,734,329	3,738,454	—	3,738,454	—
Borrowers' advances for insurance and taxes	96,451	96,451	—	96,451	—
Principal, interest and escrow owed on loans serviced	30,577	30,577	—	30,577	—

Table of Contents

	September 30, 2018				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<b>Assets:</b>					
Cash and due from banks	\$29,056	\$29,056	\$29,056	\$—	\$ —
Interest earning cash equivalents	240,719	240,719	240,719	—	—
Investment securities available for sale	531,965	531,965	—	531,965	—
Mortgage loans held for sale	659	661	—	661	—
<b>Loans, net:</b>					
Mortgage loans held for investment	12,868,273	12,908,729	—	—	12,908,729
Other loans	3,021	3,045	—	—	3,045
Federal Home Loan Bank stock	93,544	93,544	N/A	—	—
Accrued interest receivable	38,696	38,696	—	38,696	—
Cash collateral received from or held by counterparty	13,794	13,794	13,794	—	—
<b>Liabilities:</b>					
Checking and passbook accounts	\$2,169,579	\$2,169,579	\$—	\$2,169,579	\$ —
Certificates of deposit	6,322,004	6,006,951	—	6,006,951	—
Borrowed funds	3,721,699	3,724,020	—	3,724,020	—
Borrowers' advances for insurance and taxes	103,005	103,005	—	103,005	—
Principal, interest and escrow owed on loans serviced	31,490	31,490	—	31,490	—
Derivatives	2	2	—	—	2

Presented below is a discussion of the valuation techniques and inputs used by the Company to estimate fair value.

**Cash and Due from Banks, Interest Earning Cash Equivalents, Cash Collateral Received from or Held by Counterparty**— The carrying amount is a reasonable estimate of fair value.

**Investment and Mortgage-Backed Securities**— Estimated fair value for investment and mortgage-backed securities is based on quoted market prices, when available. If quoted prices are not available, management will use as part of their estimation process fair values which are obtained from third party independent nationally recognized pricing services using pricing models, quoted prices of securities with similar characteristics or discounted cash flows.

**Mortgage Loans Held for Sale**— Fair value of mortgage loans held for sale is based on quoted secondary market pricing for loan portfolios with similar characteristics.

**Loans**— For mortgage loans held for investment and other loans, fair value is estimated by discounting contractual cash flows adjusted for prepayment estimates using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining term. The use of current rates to discount cash flows reflects current market expectations with respect to credit exposure. Impaired loans are measured at the lower of cost or fair value as described earlier in this footnote.

**Federal Home Loan Bank Stock**— It is not practical to estimate the fair value of FHLB stock due to restrictions on its transferability. The fair value is estimated to be the carrying value, which is par. All transactions in capital stock of the FHLB Cincinnati are executed at par.

**Deposits**— The fair value of demand deposit accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using discounted cash flows and rates currently offered for deposits of similar remaining maturities.

**Borrowed Funds**— Estimated fair value for borrowed funds is estimated using discounted cash flows and rates currently charged for borrowings of similar remaining maturities.



Table of Contents

Accrued Interest Receivable, Borrowers' Advances for Insurance and Taxes, and Principal, Interest and Related Escrow Owed on Loans Serviced— The carrying amount is a reasonable estimate of fair value.

Derivatives— Fair value is estimated based on the valuation techniques and inputs described earlier in this footnote.

### 13. DERIVATIVE INSTRUMENTS

The Company enters into interest rate swaps to add stability to interest expense and manage exposure to interest rate movements as part of an overall risk management strategy. For hedges of the Company's borrowing program, interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed payments. These derivatives are used to hedge the forecasted cash outflows associated with the Company's FHLB borrowings. At December 31, 2018 and September 30, 2018, the interest rate swaps used in the Company's asset/liability management strategy have weighted average terms of 3.6 years and 3.3 years and weighted average fixed-rate interest payments of 1.90% and 1.75%, respectively.

Cash flow hedges are initially assessed for effectiveness using regression analysis. The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in OCI and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. Quarterly, a qualitative analysis is performed to monitor the ongoing effectiveness of the hedging instrument.

The Company enters into forward commitments for the sale of mortgage loans principally to protect against the risk of adverse interest rate movements on net income. The Company recognizes the fair value of such contracts when the characteristics of those contracts meet the definition of a derivative. These derivatives are not designated in a hedging relationship; therefore, gains and losses are recognized immediately in the statement of income. There were no forward commitments for the sale of mortgage loans at December 31, 2018 or September 30, 2018.

In addition, the Company is party to derivative instruments when it enters into commitments to originate a portion of its loans, which when funded, are classified as held for sale. Such commitments are not designated in a hedging relationship; therefore, gains and losses are recognized immediately in the statement of income.

The following tables provide the locations within the Consolidated Statements of Condition, notional values and fair values, at the reporting dates, for all derivative instruments.

	December 31, 2018		September 30, 2018	
	Notional Value	Fair Value	Notional Value	Fair Value
Derivatives designated as hedging instruments				
Cash flow hedges: Interest rate swaps				
Other Assets	\$1,575,000	\$ —	\$1,725,000	\$ —
Other Liabilities	\$375,000	\$ —	\$—	\$ —
Total cash flow hedges: Interest rate swaps	\$1,950,000	\$ —	\$1,725,000	\$ —
Derivatives not designated as hedging instruments				
Interest rate lock commitments				
Other Assets	\$3,923	\$ 77	\$—	\$ —
Other Liabilities	\$—	\$ —	\$4,248	\$ 2
Total interest rate lock commitments	\$3,923	\$ 77	\$4,248	\$ (2 )

Table of Contents

The following tables present the net gains and losses recorded within the Consolidated Statements of Income and the Consolidated Statements of Comprehensive Income relating to derivative instruments.

	Location of Gain or (Loss) Recognized in Income	Three Months Ended December 31, 2018      2017	
Cash flow hedges			
Amount of gain/(loss) recognized	Other comprehensive income	\$(31,013)	\$12,083
Amount of gain/(loss) reclassified from AOCI	Interest expense: Borrowed funds	2,939	(1,053 )
Derivatives not designated as hedging instruments			
Interest rate lock commitments	Other non-interest income	\$79	\$(30 )

The Company estimates that \$15,605 of the amounts reported in AOCI will be reclassified as a credit to interest expense during the twelve months ending December 31, 2019.

Derivatives contain an element of credit risk which arises from the possibility that the Company will incur a loss because a counterparty fails to meet its contractual obligations. The Company's exposure is limited to the replacement value of the contracts rather than the notional or principal amounts. Credit risk is minimized through counterparty margin payments, transaction limits and monitoring procedures. Swap transactions that are handled by a registered clearing broker are cleared through the broker to a registered clearing organization. The clearing organization establishes daily cash and upfront cash or securities margin requirements to cover potential exposure in the event of default. This process shifts the risk away from the counterparty, since the clearing organization acts as the middleman on each cleared transaction. All of the Company's swap transactions are cleared through a registered clearing broker to a central clearing organization. For derivative transactions cleared through certain clearing parties, variation margin payments are recognized as settlements. The fair value of derivative instruments are presented on a gross basis, even when the derivative instruments are subject to master netting arrangements.

#### 14. RECENT ACCOUNTING PRONOUNCEMENTS

Adopted in quarter ended December 31, 2018

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606). The core principle of the guidance requires an entity to recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to receive in exchange for those goods or services. The amendments include a five step process for consideration of the core principle, guidance on the accounting treatment for costs associated with a contract, and disclosure requirements related to the revenue process. The FASB issued several additional ASU's to clarify guidance and provide implementation support for ASU 2014-09. Topic 606 does not apply to revenue within the scope of other standards, such as revenue associated with financial instruments.

Effective October 1, 2018, the Company adopted ASU 2014-09 and all subsequent amendments related to the ASU (collectively, "Topic 606"). We elected to adopt this guidance utilizing the modified retrospective approach. The adoption did not have a significant impact to the Company's consolidated financial statements, as such, a cumulative effect adjustment to beginning retained earnings was not necessary. Neither the new standard, nor any of the related amendments, resulted in a material change from our current accounting for revenue because a significant amount of the Company's revenue streams such as interest income, are not within the scope of Topic 606. Our services that fall within the scope of Topic 606 are recognized as revenue as we satisfy our performance obligation to the customer. The disaggregation of our revenue from contracts with customers in scope of Topic 606 is provided below:

Three  
Months  
Ended

Edgar Filing: TFS Financial CORP - Form 10-Q

		December 31,	
	Location of Revenue	2018	2017
Net Gain/(Loss) from Sales of REO	Non-Interest Expense (1)	\$223	\$22
Deposit Account and Other Banking Income	Non-Interest Income	231	229
Total		\$454	\$251

---

32

---

Table of Contents

(1) Net gain/(loss) from sales of real estate owned (REO) is located in non-interest expense in the consolidated statements of income because the gains and losses from the sales of REO assets are netted together with real estate owned expenses (which includes associated legal and maintenance expenses).

Deposit Account and Other Banking Income: The Company charges depositors transaction-based service fees, which includes services such as stop-payments, wire transfers, check and checking account charges. The performance obligation of the transaction-based fees is satisfied, and related revenue is recognized, at the point in time we perform the requested service.

Sales of REO: The Company derecognizes the REO asset and fully recognizes a gain or loss from the REO sale when control of the property transfers to the buyer, which generally occurs at closing. Topic 606 does not significantly change the pattern of revenue recognition unless the Company finances the sale. When the Company finances the REO sale, the Company assesses whether the buyer is committed to perform their obligations under the contract and whether the Company will collect substantially all of the consideration to which it is entitled in exchange for the property. Once these criteria are met, the REO asset is derecognized and the Company fully recognizes the gain or loss upon transfer of control of the property to the buyer. There are no instances of the Company financing the sale of one of its REO properties during the three months ended December 31, 2018.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10), Recognition and Measurement of Financial Assets and Financial Liabilities. This ASU changes the accounting for certain equity investments, financial liabilities under the fair value option and presentation and disclosure requirements for financial instruments. Equity investments not accounted for under the equity method of accounting will be measured at fair value with changes recognized in net income. If there are no readily determinable fair values, the guidance allows entities to measure investments at cost less impairment, whereby impairment is based on a qualitative assessment. The guidance eliminates the requirement to disclose the methods and significant assumptions used to estimate fair value of financial instruments measured at amortized cost. The guidance also requires financial assets and financial liabilities to be presented separately in the footnotes, grouped by measurement category (fair value, amortized cost) and form of financial assets. If an entity has elected the fair value option to measure liabilities, the new accounting guidance requires the portion of the change in fair value of a liability resulting from credit risk to be presented in OCI. ASU 2018-03 was issued in February 2018 as technical guidance to ASU 2016-01 to aid in clarification and presentation requirements. Both of these accounting and disclosure guidance are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years on a prospective basis, with a cumulative-effect adjustment to the balance sheet at the beginning of the fiscal year adopted. Early adoption is not permitted. The Company adopted this guidance effective October 1, 2018 through the modified-retrospective transition method. The Company did not recognize a cumulative adjustment to equity upon implementation of the standard. The guidance solely impacted the Company's disclosures, and did not have a material impact on its consolidated financial condition or results of operations.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The amendments in this Update address eight specific cash flow issues with the objective of reducing the existing diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230, Statement of Cash Flows, and Other Topics. Current guidance is either unclear or does not include specific guidance on these issues. Additionally, in November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230) Restricted Cash, which requires restricted cash or restricted cash equivalents be included in beginning-of-period and end-of-period cash totals and changes in this classification be explained separately. The amendments in both these Updates are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years and should be applied using a retrospective transition method. Early adoption is permitted, provided that all of the amendments are adopted in the same period. The Company retrospectively adopted the guidance effective October 1, 2018. Adoption of this accounting guidance did not have a material impact on the presentation of the Company's Consolidated Statements of Cash Flows.

In May 2017, the FASB issued ASU 2017-09, Compensation-Stock Compensation (Topic 718), Scope of Modification Accounting. This Update clarifies when to account for a change to the terms or conditions of a share-based payment award as a modification. Under the new guidance, modification accounting is required only if the fair value (or calculated intrinsic value, if those amounts are being used to measure the award under ASC 718), the vesting conditions, or the classification of the award (as equity or liability) change as a result of the change in terms or conditions. The guidance is effective prospectively for annual periods beginning on or after December 15, 2017, and interim periods within those annual periods. Early adoption is permitted. The Company adopted the guidance effective October 1, 2018. The Update did not have a material impact on the Company's consolidated financial condition or results of operations.

In August 2017, the FASB issued ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities. This Update is intended to more closely align financial reporting of hedging relationships

Table of Contents

with risk management activities. This amendment expands hedge accounting for both nonfinancial and financial risk components, modifies the presentation of certain hedging relationships in the financial statements and eases hedge effectiveness testing requirements. The amendments are effective for fiscal years beginning after December 15, 2018. Early adoption is permissible in any interim period after the issuance of this Update. The Company early adopted the amendments effective October 1, 2018 and revised the disclosures included in footnote 13. Derivative Instruments, accordingly. In October 2018, the FASB issued ASU 2018-16, Derivatives and Hedging (Topic 815), Inclusion of the Secured Overnight Financing Rate (SOFR) Overnight Index SWAP (OIS) Rate as a Benchmark Interest Rate for Hedge Accounting Purposes. The amendments in this Update permit use of the Overnight Index Swap Rate (OIS) rate based on Secured Overnight Financing Rate (SOFR) as a U.S. benchmark interest rate for hedge accounting purposes under Topic 815 in addition to the UST, the LIBOR swap rate, the OIS rate based on the Fed Funds Effective Rate, and the SIFMA Municipal Swap Rate. Third Federal adopted ASU 2018-16 concurrently with ASU 2017-12. The Updates did not have a material impact on the Company's consolidated financial condition or results of operations.

Issued but not yet adopted as of December 31, 2018

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This guidance changes the accounting treatment of leases by requiring lessees to recognize operating leases on the balance sheet as lease assets (a right-to-use asset) and lease liabilities (a liability to make lease payments), measured on a discounted basis and will require both quantitative and qualitative disclosure regarding key information about the leasing arrangements. An accounting policy election to not recognize operating leases with terms of 12 months or less as assets and liabilities is permitted. This guidance is effective for fiscal years beginning after December 15, 2018, with early adoption permitted. ASU 2016-02 required entities to adopt the new lease standard using a modified retrospective approach. In July 2018, the FASB issued ASU 2018-11, Leases (Topic 842) Targeted Improvements, which provides entities with an additional (and optional) transition method to adopt the new lease standard. Under this new 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 Company intends to adopt this guidance effective October 1, 2019 utilizing the transition method described in ASU 2018-11. In January 2018, the FASB issued ASU 2018-01, Leases (Topic 842) Land Easement Practical Expedient, which allows entities to elect an optional transition practical expedient to not evaluate under Topic 842 land easements that exist or expired before the entity's adoption of Topic 842. In December 2018, the FASB issued ASU 2018-20, Leases (Topic 842) Narrow-Scope Improvements, which addresses lessor stakeholder questions regarding sales tax, certain lessor costs and the recognition of variable payments for contracts with lease and non-lease components. An implementation team has been created to identify all leases involved, determine which, if any, practical expedients to utilize, and gather data required to comply. All leases have been identified. The Company expects to recognize a right-to-use asset and a lease liability for its operating lease commitments on the Consolidated Statements of Condition and is assessing any additional impact this new standard may have on its consolidated financial condition and results of operations. The Company also anticipates additional disclosures to be provided at adoption.

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 Update replace the existing incurred loss impairment methodology with a methodology that reflects the expected credit losses for the remaining life of the asset. This will require consideration of a broader range of information, including reasonably supportable forecasts, in the measurement of expected credit losses. The amendments expand disclosures of credit quality indicators, requiring disaggregation by year of origination (vintage). Additionally, credit losses on available for sale debt securities will be recognized as an allowance rather than a write-down, with reversals permitted as credit loss estimates decline. An entity will apply the amendments in this Update through a modified-retrospective approach, resulting in a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective. For public business entities that are SEC filers, the amendments are effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted. The Company intends to adopt this guidance effective October 1, 2020. Management has formed a working group

comprised of associates from across the association including accounting, risk management, and finance. This group has begun assessing the required changes to our credit loss estimation methodologies and systems, as well as additional data and resources that may be required to comply with this standard. The Company is currently evaluating the impact that this accounting guidance may have on its consolidated financial condition or results of operations. The actual effect on our allowance for loan losses at the adoption date will be dependent upon the nature of the characteristics of the portfolio as well as the macroeconomic conditions and forecasts at that date.

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 Update add, remove and modify the disclosure requirements on fair value measurements in Topic 820. The amendments in this Update are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Early adoption is permitted

Table of Contents

upon issuance of this Update. The Company intends to adopt the amendments effective October 1, 2020. The Update is not expected to have a material impact on the Company's consolidated financial condition, results of operations, or disclosures.

In August 2018, the FASB issued ASU 2018-15, Internal-Use Software (Subtopic 350-40) - Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That is a Service Contract. Current GAAP does not specifically address the accounting for implementation costs of a hosting arrangement that is a service contract. Accordingly, the amendments in this Update improve current GAAP because they clarify that accounting and align the accounting for implementation costs for hosting arrangements, regardless of whether they convey a license to the hosted software. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption of the amendments in this Update is permitted, including adoption in any interim period, for all entities. The Company intends to adopt the amendments effective October 1, 2020. Management is currently assessing the impact the Update will have on the Company's disclosures.

The Company has determined that all other recently issued accounting pronouncements will not have a material impact on the Company's consolidated financial statements or do not apply to its operations.



Table of Contents

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

This report contains forward-looking statements, which can be identified by the use of such words as estimate, project, believe, intend, anticipate, plan, seek, expect and similar expressions. These forward-looking statements include, among other things:

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements concerning trends in our provision for loan losses and charge-offs;
- statements regarding the trends in factors affecting our financial condition and results of operations, including asset quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are subject to significant risks, assumptions and uncertainties, including, among other things, the following important factors that could affect the actual outcome of future events:

- significantly increased competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our interest margins or reduce the fair value of financial instruments;
- general economic conditions, either globally, nationally or in our market areas, including employment prospects, real estate values and conditions that are worse than expected;
- decreased demand for our products and services and lower revenue and earnings because of a recession or other events;
- adverse changes and volatility in the securities markets, credit markets or real estate markets;
- legislative or regulatory changes that adversely affect our business, including changes in regulatory costs and capital requirements and changes related to our ability to pay dividends and the ability of Third Federal Savings, MHC to waive dividends;
- our ability to enter new markets successfully and take advantage of growth opportunities, and the possible short-term dilutive effect of potential acquisitions or de novo branches, if any;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board or the Public Company Accounting Oversight Board;
- future adverse developments concerning Fannie Mae or Freddie Mac;
- changes in monetary and fiscal policy of the U.S. Government, including policies of the U.S. Treasury and the FRS and changes in the level of government support of housing finance;
- changes in policy and/or assessment rates of taxing authorities that adversely affect us or our customer;
- changes in our organization, or compensation and benefit plans and changes in expense trends (including, but not limited to trends affecting non-performing assets, charge-offs and provisions for loan losses);
- the continuing governmental efforts to restructure the U.S. financial and regulatory system;
- the inability of third-party providers to perform their obligations to us;
- a slowing or failure of the prevailing economic recovery;
- changes in accounting and tax estimates;
- the adoption of implementing regulations by a number of different regulatory bodies under the DFA, and uncertainty in the exact nature, extent and timing of such regulations and the impact they will have on us;
- the ability of the U.S. Government to remain open, function properly and manage federal debt limits;
- the effects of the recent federal government shutdown
- the strength or weakness of the real estate markets and of the consumer and commercial credit sectors and its impact on the credit quality of our loans and other assets; and
- cyber attacks, computer viruses and other technological risks that may breach the security of our websites or other systems to obtain unauthorized access to confidential information, destroy data or disable our systems.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by any forward-looking statements. Any forward-looking statement made by us in this report speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise, except as may be required by law. Please see Part II - Other Information Item 1A. Risk Factors for a discussion of certain risks related to our business.

## Table of Contents

### Overview

Our business strategy is to operate as a well-capitalized and profitable financial institution dedicated to providing exceptional personal service to our customers.

Since being organized in 1938, we grew to become, at the time of our initial public offering of stock in April 2007, the nation's largest mutually-owned savings and loan association based on total assets. We credit our success to our continued emphasis on our primary values: "Love, Trust, Respect, and a Commitment to Excellence, along with Having Fun." Our values are reflected in the design and pricing of our loan and deposit products, as described below. Our values are further reflected in a long-term revitalization program encompassing the three-mile corridor of the Broadway-Slavic Village neighborhood in Cleveland, Ohio where our main office was established and continues to be located and where the educational programs we have established and/or supported are located. We intend to continue to adhere to our primary values and to support our customers and the communities in which we operate.

Management believes that the following matters are those most critical to our success: (1) controlling our interest rate risk exposure; (2) monitoring and limiting our credit risk; (3) maintaining access to adequate liquidity and diverse funding sources; and (4) monitoring and controlling our operating expenses.

**Controlling Our Interest Rate Risk Exposure.** Although the significant housing and credit quality issues that arose in connection with the 2008 financial crisis had a distinctly negative effect on our operating results and, as described below, that experience made a lasting impression on our risk awareness, historically, our greatest risk has been our exposure to changes in interest rates. When we hold longer-term, fixed-rate assets, funded by liabilities with shorter re-pricing characteristics, we are exposed to potentially adverse impacts from changing interest rates, and most notably rising interest rates. Generally, and particularly over extended periods of time that encompass full economic cycles, interest rates associated with longer-term assets, like fixed-rate mortgages, have been higher than interest rates associated with shorter-term funding sources, like deposits. This difference has been an important component of our net interest income and is fundamental to our operations. We manage the risk of holding longer-term, fixed-rate mortgage assets primarily by maintaining the levels of regulatory capital required to be well capitalized, by promoting adjustable-rate loans and shorter-term, fixed-rate loans, by marketing home equity lines of credit, which carry an adjustable rate of interest indexed to the prime rate and by opportunistically extending the duration of our funding sources.

### Levels of Regulatory Capital

At December 31, 2018, the Company's Tier 1 (leverage) capital totaled \$1.72 billion, or 12.17% of net average assets and 22.40% of risk-weighted assets, while the Association's Tier 1 (leverage) capital totaled \$1.45 billion, or 10.32% of net average assets and 19.02% of risk-weighted assets. Each of these measures was more than twice the requirements currently in effect for the Association for designation as "well capitalized" under regulatory prompt corrective action provisions, which set minimum levels of 5.00% of net average assets and 8.00% of risk-weighted assets. Refer to the Liquidity and Capital Resources section of this Item 2 for additional discussion regarding regulatory capital requirements.

### Promotion of Adjustable-Rate Loans and Shorter-Term, Fixed-Rate Loans

We market an adjustable-rate mortgage loan that provides us with improved interest rate risk characteristics when compared to a 30-year, fixed-rate mortgage loan. Our "Smart Rate" adjustable-rate mortgage offers borrowers an interest rate lower than that of a 30-year, fixed-rate loan. The interest rate of the Smart Rate mortgage is locked for three or five years then resets annually. The Smart Rate mortgage contains a feature to re-lock the rate an unlimited number of times at our then-current interest rate and fee schedule, for another three or five years (which must be the same as the original lock period) without having to complete a full refinance transaction. Re-lock eligibility is subject to a satisfactory payment performance history by the borrower (current at the time of re-lock, and no foreclosures or bankruptcies since the Smart Rate application was taken). In addition to a satisfactory payment history, re-lock eligibility requires that the property continues to be the borrower's primary residence. The loan term cannot be extended in connection with a re-lock nor can new funds be advanced. All interest rate caps and floors remain as originated.

We also feature a ten-year, fully amortizing fixed-rate, first mortgage loan in our product promotions. The ten-year, fixed-rate loan has a less severe interest rate risk profile when compared to loans with fixed-rate terms of 15 to 30 years and helps us to more effectively manage our interest rate risk exposure, yet provides our borrowers with the certainty of a fixed interest rate throughout the life of the obligation.

Table of Contents

The following tables set forth our first mortgage loan production and balances segregated by loan structure at origination.

	For the Three Months Ended December 31, 2018		For the Three Months Ended December 31, 2017	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
First Mortgage Loan Originations:				
ARM (all Smart Rate) production	\$ 179,957	46.9 %	\$ 245,165	45.3 %
Fixed-rate production:				
Terms less than or equal to 10 years	21,869	5.7	73,732	13.6
Terms greater than 10 years	182,013	47.4	221,861	41.1
Total fixed-rate production	203,882	53.1	295,593	54.7
Total First Mortgage Loan Originations:	\$ 383,839	100.0%	\$ 540,758	100.0%

	December 31, 2018		September 30, 2018	
	Amount	Percent	Amount	Percent
	(Dollars in thousands)			
Balance of Residential Mortgage Loans Held For Investment:				
ARMs	\$ 5,155,558	46.9 %	\$ 5,166,282	46.9 %
Fixed-rate:				
Terms less than or equal to 10 years	1,739,863	15.8	1,822,918	16.5
Terms greater than 10 years	4,100,980	37.3	4,036,544	36.6
Total fixed-rate	5,840,843	53.1	5,859,462	53.1
Total Residential Mortgage Loans Held For Investment:	\$ 10,996,401	100.0%	\$ 11,025,744	100.0%

The following table sets forth the balances as of December 31, 2018 for all ARM loans segregated by the next scheduled interest rate reset date.

	Current Balance of ARM Loans Scheduled for Interest Rate Reset (In thousands)
During the Fiscal Years Ending September 30,	
2019	\$ 225,567
2020	659,700
2021	1,322,148
2022	1,570,262
2023	1,107,139
2024	270,742
Total	\$ 5,155,558

At December 31, 2018 and September 30, 2018, mortgage loans held for sale, all of which were long-term, fixed-rate first mortgage loans and all of which were held for sale to Fannie Mae, totaled \$0.8 million and \$0.7 million, respectively.



Table of Contents

Loan Portfolio Yield. The following tables set forth the interest yield as of December 31, 2018 for the portfolio of loans held for investment, by type of loan, structure and geographic location.

	December 31, 2018			
	Balance	Percent	Yield	
	(Dollars in thousands)			
Real Estate Loans:				
Fixed Rate				
Terms less than or equal to 10 years	\$ 1,739,863	13.4 %	2.92 %	
Terms greater than 10 years	4,100,980	31.6 %	4.09 %	
Total Fixed-Rate loans	5,840,843	45.0 %	3.74 %	
ARMs	5,155,558	39.8 %	3.08 %	
Home Equity Loans and Lines of Credit	1,898,185	14.7 %	4.72 %	
Construction and Consumer	62,185	0.5 %	3.73 %	
Total Loans Receivable, net	\$ 12,956,771	100.0 %	3.62 %	

	December 31, 2018			
	Balance	Fixed Rate Balance	Percent	Yield
	(Dollars in thousands)			
Residential Mortgage Loans				
Ohio	\$ 6,158,971	\$ 4,218,614	47.5 %	3.65 %
Florida	1,759,614	696,513	13.6 %	3.40 %
Other	3,077,816	925,716	23.7 %	3.00 %
Total Residential Mortgage Loans	10,996,401	5,840,843	84.8 %	3.43 %
Home Equity Loans and Lines of Credit				
Ohio	660,937	58,103	5.1 %	4.71 %
Florida	383,784	34,280	3.0 %	4.56 %
California	286,510	19,516	2.2 %	4.80 %
Other	566,954	13,658	4.4 %	4.81 %
Total Home Equity Loans and Lines of Credit	1,898,185	125,557	14.7 %	4.72 %
Construction and Consumer	62,185	62,185	0.5 %	
Total Loans Receivable, net	\$ 12,956,771	\$ 6,028,585	100.0 %	3.62 %

## Marketing Home Equity Lines of Credit

Since 2016, we have actively marketed home equity lines of credit, which carry an adjustable rate of interest indexed to the prime rate which provides interest rate sensitivity to that portion of our assets. Prior to 2010, home equity lending also represented a meaningful strategy to manage our interest rate risk profile. Between 2010 and 2015, the Association, in various steps, restricted and modified its home equity lending products and the markets they were offered in response to the 2008 financial crisis and the resulting regulatory environments that existed during that time. Through redesigned home equity products, we believe we have re-established home equity line of credit lending as a meaningful strategy to manage our interest rate risk profile. At December 31, 2018, the principal balance of home equity lines of credit totaled \$1.45 billion. Our home equity lending is discussed in the Allowance for Loan Losses section of the Critical Accounting Policies that follows this Overview.

Table of Contents

## Extending the Duration of Funding Sources

As a complement to our strategies to shorten the duration of our interest earning assets, as described above, we also seek to lengthen the duration of our interest bearing funding sources. These efforts include monitoring the relative costs of alternative funding sources such as retail deposits, brokered certificates of deposit, longer-term (e.g. four to six years) fixed rate advances from the FHLB of Cincinnati, and shorter-term (e.g. three months) advances from the FHLB of Cincinnati, the durations of which are extended by correlated interest rate exchange contracts. Each funding alternative is monitored and evaluated based on its effective interest payment rate, options exercisable by the creditor (early withdrawal, right to call, etc.), and collateral requirements. The interest payment rate is a function of market influences that are specific to the nuances and market competitiveness/breadth of each funding source. Generally, early withdrawal options are available to our retail CD customers but not to holders of brokered CDs; issuer call options are not provided on our advances from the FHLB of Cincinnati; and we are not subject to early termination options with respect to our interest rate exchange contracts. Additionally, collateral pledges are not provided with respect to our retail CDs or our brokered CDs; but are required for our advances from the FHLB of Cincinnati as well as for our interest rate exchange contracts.

During the three months ended December 31, 2018, the composition of our duration-extending funding sources changed as follows: the balance of deposits increased \$105.6 million, which was comprised of a \$199.2 million increase in the balance of retail deposits, partially offset by a \$93.6 million decrease in the balance of brokered CDs (which is inclusive of acquisition costs and subsequent amortization). Additionally, during the three months ended December 31, 2018, we decreased the balance of our short-term advances from the FHLB of Cincinnati by \$117.0 million; and we added \$225.0 million of new, shorter-term advances from the FHLB of Cincinnati that were matched/correlated to interest rate exchange contracts that extended the effective durations of those shorter-term advances to approximately seven to eight years at inception. These funding source modifications facilitated asset growth of \$101.3 million and funded stock repurchases of \$3.8 million, dividends of \$12.3 million and scheduled repayments of long-term borrowed funds of \$97.4 million.

## Other Interest Rate Risk Management Tools

We also manage interest rate risk by selectively selling a small portion of our long-term, fixed-rate mortgage loans in the secondary market. Prior to fiscal 2010, this strategy was used to a greater extent to manage our interest rate risk. At December 31, 2018, we serviced \$1.88 billion of loans for others, of which \$990 million were sold in the secondary market prior to fiscal 2010. While the sales of first mortgage loans remain strategically important for us, since fiscal 2010, they have played only a minor role in our management of interest rate risk. We can also manage interest rate risk by selling non-Fannie Mae compliant mortgage loans to private investors, although those transactions are dependent upon favorable market conditions, including motivated private investors and involve more complicated negotiations and longer settlement timelines. Loan sales are discussed later in this Part 1, Item 2. under the heading Liquidity and Capital Resources, and in Part 1, Item 3. Quantitative and Qualitative Disclosures About Market Risk. Notwithstanding our efforts to manage interest rate risk, should a rapid and substantial increase occur in general market interest rates, it is expected that, prospectively and particularly over a multi-year time horizon, the level of our net interest income would be adversely impacted.

**Monitoring and Limiting Our Credit Risk.** While, historically, we had been successful in limiting our credit risk exposure by generally imposing high credit standards with respect to lending, the confluence of unfavorable regional and macro-economic events that culminated in the 2008 housing market collapse and financial crisis, coupled with our pre-2010 expanded participation in the second lien mortgage lending markets, significantly refocused our attention with respect to credit risk. In response to the evolving economic landscape, we continuously revise and update our quarterly analysis and evaluation procedures, as needed, for each category of our lending with the objective of identifying and recognizing all appropriate credit impairments. At December 31, 2018, 91% of our assets consisted of residential real estate loans (both “held for sale” and “held for investment”) and home equity loans and lines of credit, which were originated predominantly to borrowers in Ohio and Florida. Our analytic procedures and evaluations include specific reviews of all home equity loans and lines of credit that become 90 or more days past due, as well as specific reviews of all first mortgage loans that become 180 or more days past due. We transfer performing home



equity lines of credit subordinate to first mortgages delinquent greater than 90 days to non-accrual status. We also charge-off performing loans to collateral value and classify those loans as non-accrual within 60 days of notification of all borrowers filing Chapter 7 bankruptcy, that have not reaffirmed or been dismissed, regardless of how long the loans have been performing. Loans where at least one borrower has been discharged of their obligation in Chapter 7 bankruptcy, are classified as TDRs. At December 31, 2018, \$25.4 million of loans in Chapter 7 bankruptcy status were included in total TDRs. At December 31, 2018, the recorded investment in non-accrual status loans included \$28.1 million of performing loans in Chapter 7 bankruptcy status, of which \$27.5 million were also reported as TDRs.

Table of Contents

In response to the unfavorable regional and macro-economic environment that arose beginning in 2008, and in an effort to limit our credit risk exposure and improve the credit performance of new customers, we tightened our credit eligibility criteria in evaluating a borrower's ability to successfully fulfill his or her repayment obligation and we revised the design of many of our loan products to require higher borrower down-payments, limited the products available for condominiums, eliminated certain product features (such as interest-only adjustable-rate loans and loans above certain LTV ratios), and we suspended home equity lending products with the exception of bridge loans between 2010 and 2012. The delinquency level related to loan originations prior to 2009, compared to originations in 2009 and after, reflect the higher credit standards to which we have subjected all new originations. As of December 31, 2018, loans originated prior to 2009 had a balance of \$0.99 billion, of which \$34.6 million, or 3.5%, were delinquent, while loans originated in 2009 and after had a balance of \$11.97 billion, of which \$9.1 million, or 0.1%, were delinquent.

One aspect of our credit risk concern relates to high concentrations of our loans that are secured by residential real estate in specific states, particularly Ohio and Florida, in light of the difficulties that arose in connection with the 2008 housing crisis with respect to the real estate markets in those two states. At December 31, 2018, approximately 55.9% and 16.0% of the combined total of our residential Core and construction loans held for investment and approximately 34.8% and 20.2% of our home equity loans and lines of credit were secured by properties in Ohio and Florida, respectively. In an effort to moderate the concentration of our credit risk exposure in individual states, particularly Ohio and Florida, we have utilized direct mail marketing, our internet site and our customer service call center to extend our lending activities to other attractive geographic locations. Currently, in addition to Ohio and Florida, we are actively lending in 19 other states and the District of Columbia, and as a result of that activity, the concentration ratios of the combined total of our residential, Core and construction loans held for investment in Ohio and Florida have trended downward from their September 30, 2010 levels when the concentrations were 79.1% in Ohio and 19.0% in Florida. Of the total mortgage and equity loan originations for the three months ended December 31, 2018, 20.2% are secured by properties in states other than Ohio or Florida.

Our residential Home Today loans are another area of credit risk concern. Although we no longer originate loans under this program and the principal balance in these loans had declined to \$92.6 million at December 31, 2018, and constituted only 0.7% of our total "held for investment" loan portfolio balance, they comprised 19.4% and 22.2% of our 90 days or greater delinquencies and our total delinquencies, respectively, at that date. At December 31, 2018, approximately 95.3% and 4.5% of our residential Home Today loans were secured by properties in Ohio and Florida, respectively. At December 31, 2018, the percentages of those loans delinquent 30 days or more in Ohio and Florida were 10.7% and 7.6%, respectively. The disparity between the portfolio composition ratio and delinquency composition ratio reflects the nature of the Home Today loans. We do not offer, and have not offered, loan products frequently considered to be designed to target sub-prime borrowers containing features such as higher fees or higher rates, negative amortization, or low initial payment features with adjustable interest rates. Our Home Today loans, the majority of which were entered into with borrowers that had credit profiles that would not have otherwise qualified for our loan products due to deficient credit scores, generally contained the same features as loans offered to our Core borrowers. The overriding objective of our Home Today lending, just as it is with our Core lending, was the creation of successful homeowners. We have attempted to manage our Home Today credit risk by requiring that borrowers attend pre- and post-borrowing financial management education and counseling and that the borrowers be referred to us by a sponsoring organization with which we have partnered. Further, to manage the credit aspect of these loans, inasmuch as the majority of these buyers did not have sufficient funds for required down payments, many loans included private mortgage insurance. At December 31, 2018, 16.9% of Home Today loans included private mortgage insurance coverage. From a peak recorded investment of \$306.6 million at December 31, 2007, the total recorded investment of the Home Today portfolio has declined to \$92.3 million at December 31, 2018. Since the vast majority of Home Today loans were originated prior to March 2009 and we are no longer originating loans under our Home Today program, the Home Today portfolio will continue to decline in balance due to contractual amortization. To supplant the Home Today product and to continue to meet the credit needs of our customers and the communities that we serve, we have offered Fannie Mae eligible, Home Ready loans since fiscal 2016. These loans are originated in

accordance with Fannie Mae's underwriting standards. While we retain the servicing rights related to these loans, the loans, along with the credit risk associated therewith, are securitized/sold to Fannie Mae.

**Maintaining Access to Adequate Liquidity and Diverse Funding Sources.** For most insured depositories, customer and community confidence are critical to their ability to maintain access to adequate liquidity and to conduct business in an orderly manner. We believe that a well capitalized institution is one of the most important factors in nurturing customer and community confidence. Accordingly, we have managed the pace of our growth in a manner that reflects our emphasis on high capital levels. At December 31, 2018, the Association's ratio of Tier 1 (leverage) capital to net average assets (a basic industry measure that deems 5.00% or above to represent a "well capitalized" status) was 10.32%. The Association's Tier 1 (leverage) capital ratio is lower at December 31, 2018 than its ratio at September 30, 2018, which was 10.87%, due primarily to an \$85 million cash dividend payment that the Association made to the Company, its sole shareholder, in December 2018 that reduced the Association's Tier 1 (leverage) capital ratio by an estimated 60 basis points. Because of its intercompany nature, this dividend

Table of Contents

payment did not impact the Company's consolidated capital ratios which are reported in the Liquidity and Capital Resources section of this Item 2. We expect to continue to remain a well capitalized institution.

In managing its level of liquidity, the Company monitors available funding sources, which include attracting new deposits (including brokered CDs), borrowings from others, the conversion of assets to cash and the generation of funds through profitable operations. The Company has traditionally relied on retail deposits as its primary means in meeting its funding needs. At December 31, 2018, deposits totaled \$8.60 billion (including \$576.4 million of brokered CDs), while borrowings totaled \$3.73 billion and borrowers' advances and servicing escrows totaled \$127.0 million, combined. In evaluating funding sources, we consider many factors, including cost, collateral, duration and optionality, current availability, expected sustainability, impact on operations and capital levels.

To attract deposits, we offer our customers attractive rates of interest on our deposit products. Our deposit products typically offer rates that are highly competitive with the rates on similar products offered by other financial institutions. We intend to continue this practice, subject to market conditions.

We preserve the availability of alternative funding sources through various mechanisms. First, by maintaining high capital levels, we retain the flexibility to increase our balance sheet size without jeopardizing our capital adequacy. Effectively, this permits us to increase the rates that we offer on our deposit products thereby attracting more potential customers. Second, we pledge available real estate mortgage loans and investment securities with the FHLB of Cincinnati and the FRB-Cleveland. At December 31, 2018, these collateral pledge support arrangements provided the Association with the ability to immediately borrow an additional \$118.5 million from the FHLB of Cincinnati and \$52.4 million from the FRB-Cleveland Discount Window. From the perspective of collateral value securing FHLB of Cincinnati advances, our capacity limit for additional borrowings beyond the balance outstanding at December 31, 2018 was \$4.77 billion, subject to satisfaction of the FHLB of Cincinnati common stock ownership requirement. To satisfy the common stock ownership requirement for the maximum limit of borrowing, we would need to increase our ownership of FHLB of Cincinnati common stock by an additional \$95.3 million. Third, we invest in high quality marketable securities that exhibit limited market price variability, and to the extent that they are not needed as collateral for borrowings, can be sold in the institutional market and converted to cash. At December 31, 2018, our investment securities portfolio totaled \$564.5 million. Finally, cash flows from operating activities have been a regular source of funds. During the three months ended December 31, 2018 and 2017, cash flows from operations used \$0.9 million and provided \$98.0 million, respectively. The decline in cash flows from operations was driven primarily from the decline in fair value of derivative instruments as well as the semi-annual payment of real estate taxes issued and paid prior to the end of the current quarter.

Fannie Mae, historically the Association's primary loan investor, implemented, effective July 2010, certain loan origination requirement changes affecting loan eligibility that we chose not to adopt until fiscal 2013. Since then, first mortgage loans (primarily fixed-rate, mortgage refinances with terms of 15 years or more and HARP II, and more recently HomeReady, loans) that are originated under the revised procedures are eligible for sale to Fannie Mae either as whole loans or within mortgage-backed securities. We expect that certain loan types (i.e. our Smart Rate adjustable-rate loans, home purchase fixed-rate loans and 10-year fixed-rate loans) will continue to be originated under our legacy procedures. For loans that are not originated under the revised (Fannie Mae) procedures, the Association's ability to reduce interest rate risk via loan sales is limited to those loans that have established payment histories, strong borrower credit profiles and are supported by adequate collateral values that meet the requirements of the FHLB's Mortgage Purchase Program or of private third-party investors. At December 31, 2018, \$0.8 million of agency eligible, long-term, fixed-rate first mortgage loans were classified as "held for sale." During the three months ended December 31, 2018, \$7.2 million of agency-compliant HARP II and Home Ready loans and \$13.5 million of long-term, fixed-rate, agency-compliant, non-HARP II, non-Home Ready first mortgage loans were sold to Fannie Mae.

Overall, while customer and community confidence can never be assured, the Company believes that its liquidity is adequate and that it has access to adequate alternative funding sources.

Monitoring and Controlling Our Operating Expenses. We continue to focus on managing operating expenses. Our ratio of annualized non-interest expense to average assets was 1.36% for the three months ended December 31, 2018

and 1.33% for the three months ended December 31, 2017. As of December 31, 2018, our average assets per full-time employee and our average deposits per full-time employee were \$13.7 million and \$8.3 million, respectively. We believe that each of these measures compares favorably with industry averages. Our relatively high average of deposits (exclusive of brokered CDs) held at our branch offices (\$211.1 million per branch office as of December 31, 2018) contributes to our expense management efforts by limiting the overhead costs of serving our customers. We will continue our efforts to control operating expenses as we grow our business.

Table of Contents

Critical Accounting Policies

Critical accounting policies are defined as those that involve significant judgments and uncertainties, and could potentially give rise to materially different results under different assumptions and conditions. We believe that the most critical accounting policies upon which our financial condition and results of operations depend, and which involve the most complex subjective decisions or assessments, are our policies with respect to our allowance for loan losses, income taxes and pension benefits.

**Allowance for Loan Losses.** We provide for loan losses based on the allowance method. Accordingly, all loan losses are charged to, and all recoveries are credited to, the related allowance. Additions to the allowance for loan losses are provided by charges to income based on various factors which, in our judgment, deserve current recognition in estimating probable losses. We regularly review the loan portfolio and make provisions (or recapture credits) for loan losses in order to maintain the allowance for loan losses in accordance with U.S. GAAP. Our allowance for loan losses consists of two components:

- individual valuation allowances (IVAs) established for any impaired loans dependent on cash flows, such as
  - (1) performing TDRs, and IVAs related to a portion of the allowance on loans individually reviewed that represents further deterioration in the fair value of the collateral not yet identified as uncollectible; and
  - (2) general valuation allowances (GVAs), which are comprised of quantitative GVAs, which are general allowances for loan losses for each loan type based on historical loan loss experience and qualitative GVAs, which are adjustments to the quantitative GVAs, maintained to cover uncertainties that affect our estimate of incurred probable losses for each loan type.

The qualitative GVAs expand our ability to identify and estimate probable losses and are based on our evaluation of the following factors, some of which are consistent with factors that impact the determination of quantitative GVAs. For example, delinquency statistics (both current and historical) are used in developing the quantitative GVAs while the trending of the delinquency statistics is considered and evaluated in the determination of the qualitative GVAs. Factors impacting the determination of qualitative GVAs include:

- changes in lending policies and procedures including underwriting standards, collection, charge-off or recovery practices;
- changes in national, regional, and local economic and business conditions and trends including housing market factors and trends, such as the status of loans in foreclosure, real estate in judgment and real estate owned, and unemployment statistics and trends;
- changes in the nature and volume of the portfolios including home equity lines of credit nearing the end of the draw period and adjustable-rate mortgage loans nearing a rate reset;
- changes in the experience, ability or depth of lending management;
- changes in the volume or severity of past due loans, volume of nonaccrual loans, or the volume and severity of adversely classified loans including the trending of delinquency statistics (both current and historical), historical loan loss experience and trends, the frequency and magnitude of multiple restructurings of loans previously the subject of TDRs, and uncertainty surrounding borrowers' ability to recover from temporary hardships for which short-term loan restructurings are granted;
- changes in the quality of the loan review system;
- changes in the value of the underlying collateral including asset disposition loss statistics (both current and historical) and the trending of those statistics, and additional charge-offs on individually reviewed loans;
- existence of any concentrations of credit; and
- effect of other external factors such as competition, market interest rate changes or legal and regulatory requirements including market conditions and regulatory directives that impact the entire financial services industry.

When loan restructurings qualify as TDRs and the loans are performing according to the terms of the restructuring, we record an IVA based on the present value of expected future cash flows, which includes a factor for potential subsequent defaults, discounted at the effective interest rate of the original loan contract. Potential defaults are distinguished from multiple restructurings as borrowers who default are generally not eligible for subsequent

restructurings. At December 31, 2018, the balance of such individual valuation allowances was \$12.4 million. In instances when loans require multiple restructurings, additional valuation allowances may be required. The new valuation allowance on a loan that has multiple restructurings is calculated based on the present value of the expected cash flows, discounted at the effective interest rate of the original loan contract, considering the new terms of the restructured agreement. Due to the immaterial amount of this exposure to date, we continue to capture this exposure as a component of our qualitative GVA evaluation. The significance of this exposure will be monitored and, if warranted, we will enhance our loan loss methodology to include a new default factor (developed to reflect

Table of Contents

the estimated impact to the balance of the allowance for loan losses that will occur as a result of subsequent future restructurings) that will be assessed against all loans reviewed collectively. If new default factors are implemented, the qualitative GVA methodology will be adjusted to preclude duplicative loss consideration.

Home equity loans and lines of credit generally have higher credit risk than traditional residential mortgage loans. These loans and credit lines are usually in a second lien position and when combined with the first mortgage, result in generally higher overall loan-to-value ratios. In a stressed housing market with high delinquencies and decreasing housing prices, as arose beginning in 2008, these higher loan-to-value ratios represent a greater risk of loss to the Company. A borrower with more equity in the property has a vested interest in keeping the loan current when compared to a borrower with little or no equity in the property. In light of the past weakness in the housing market and uncertainty with respect to future employment levels and economic prospects, we conduct an expanded loan level evaluation of our home equity loans and lines of credit, including bridge loans, which are delinquent 90 days or more. This expanded evaluation is in addition to our traditional evaluation procedures. Our home equity loans and lines of credit portfolio continues to comprise a significant portion of our gross charge-offs. At December 31, 2018, we had a recorded investment of \$1.92 billion in home equity loans and equity lines of credit outstanding, \$6.8 million, or 0.4%, of which were 90 days or more past due.

We evaluate the allowance for loan losses based upon the combined total of the quantitative and qualitative GVAs and IVAs. We periodically evaluate the carrying value of loans and the allowance is adjusted accordingly. While we use the best information available to make evaluations, future additions to the allowance may be necessary based on unforeseen changes in loan quality and economic conditions.

The following tables set forth the allowance for loan losses allocated by loan category, the percent of allowance in each category to the total allowance, and the percent of loans in each category to total loans at the dates indicated. The allowance for loan losses allocated to each category is not necessarily indicative of future losses in any particular category and does not restrict the use of the allowance to absorb losses in other categories.

December 31, 2018

	Amount	Percent of Allowance to Total Allowance		Percent of Loans in Category to Total Loans	
(Dollars in thousands)					
Real estate loans:					
Residential Core	\$19,165	45.7 %		84.2 %	
Residential Home Today	3,748	8.9		0.7	
Home equity loans and lines of credit	19,021	45.4		14.6	
Construction	4	—		0.5	
Total allowance	\$41,938	100.0 %		100.0 %	

September 30, 2018

	Amount	Percent of Allowance to Total Allowance		Percent of Loans in Category to Total Loans		Amount	Percent of Allowance to Total Allowance		Percent of Loans in Category to Total Loans	
(Dollars in thousands)										
Real estate loans:										
Residential Core	\$18,288	43.1 %		84.7 %		\$13,546	29.5 %		85.8 %	
Residential Home Today	3,204	7.6		0.7		4,134	9.0		0.8	
Home equity loans and lines of credit	20,921	49.3		14.1		28,245	61.5		12.9	

December 31, 2017



Edgar Filing: TFS Financial CORP - Form 10-Q

Construction	5	—	0.5	4	—	0.5
Total allowance	\$42,418	100.0 %	100.0 %	\$45,929	100.0 %	100.0 %

44

---

Table of Contents

The following table sets forth activity in our allowance for loan losses segregated by geographic location for the periods indicated. The majority of our construction loan portfolio is secured by properties located in Ohio and the balances of other consumer loans are considered immaterial, therefore neither was segregated.

	As of and For the Three Months Ended December 31,	
	2018	2017
	(Dollars in thousands)	
Allowance balance (beginning of the period)	\$42,418	\$48,948
Charge-offs:		
Real estate loans:		
Residential Core		
Ohio	243	348
Florida	—	17
Other	—	27
Total Residential Core	243	392
Residential Home Today		
Ohio	241	618
Florida	—	57
Total Residential Home Today	241	675
Home equity loans and lines of credit		
Ohio	290	868
Florida	445	387
California	22	—
Other	86	281
Total Home equity loans and lines of credit	843	1,536
Total charge-offs	1,327	2,603
Recoveries:		
Real estate loans:		
Residential Core	211	593
Residential Home Today	468	402
Home equity loans and lines of credit	2,168	1,589
Total recoveries	2,847	2,584
Net recoveries (charge-offs)	1,520	(19 )
Provision (Credit) for loan losses	(2,000 )	(3,000 )
Allowance balance (end of the period)	\$41,938	\$45,929
Ratios:		
Net charge-offs (recoveries) to average loans outstanding (annualized)	(0.01 )%	0.00 %
Allowance for loan losses to non-accrual loans at end of the period	54.48 %	58.43 %
Allowance for loan losses to the total recorded investment in loans at end of the period	0.32 %	0.36 %

There were net recoveries of \$1.5 million during the three months ended December 31, 2018 compared to \$19 thousand of net charge-offs for the three months ended December 31, 2017. Charge-offs decreased during the three months ended December 31, 2018 in all portfolios when compared to the three months ended December 31, 2017, reflecting the improving market conditions. We continue to evaluate loans becoming delinquent for potential losses and record provisions for the estimate of those loans. We expect a moderate level of charge-offs to continue as delinquent loans are resolved in the future and uncollected balances are charged against the allowance.



Table of Contents

During the three months ended December 31, 2018, the total allowance for loan losses decreased \$0.5 million, to \$41.9 million from \$42.4 million at September 30, 2018, as we recorded a \$2.0 million credit for loan losses, while recoveries exceeded loan charge-offs by \$1.5 million. The allowance for loan losses related to loans evaluated collectively decreased by \$0.9 million during the three months ended December 31, 2018, and the allowance for loan losses related to loans evaluated individually increased by approximately \$0.4 million. Refer to the "Activity in the Allowance for Loan Losses" and "Analysis of the Allowance for Loan Losses" tables in Note 4 of the Notes to the Unaudited Interim Consolidated Financial Statements for more information. Other than the less significant construction and other consumer loans segments, changes during the three months ended December 31, 2018 in the balances of the GVAs, excluding changes in IVAs, related to the significant loan segments are described as follows:

**Residential Core** – The recorded investment of this segment of the loan portfolio decreased 0.2%, or \$27.0 million, while the total allowance for loan losses for this segment increased 4.8% or \$0.9 million. The portion of this loan segment's allowance for loan losses that was determined by evaluating groups of loans collectively (i.e. those loans that were not individually evaluated), increased \$0.8 million, or 7.5%, from \$11.4 million at September 30, 2018, to \$12.2 million at December 31, 2018. The ratio of this portion of the allowance for loan losses to the total balance of loans in this loan segment that were evaluated collectively, increased 0.01% to 0.11% at December 31, 2018 from 0.10% at September 30, 2018. The portfolio contains adjustable-rate loans with fixed interest rates over an initial period of mainly three to five years, followed by annual resets, with various re-lock features the provide options to borrowers. The allowance increased to address the risk prompted by recent increases in the prime rate, the index at which these loans are scheduled to reset. Total delinquencies increased 4.6% to \$21.6 million at December 31, 2018 from \$20.7 million at September 30, 2018. Loans 90 or more days delinquent remained at \$10.8 million at December 31, 2018 and September 30, 2018. There were net charge-offs of \$32 thousand for the quarter ended December 31, 2018 compared to net recoveries of \$0.2 million during the quarter ended December 31, 2017.

**Residential Home Today** – The recorded investment of this segment of the loan portfolio decreased 2.6%, or \$2.4 million, as we are no longer originating loans under the Home Today program. The total allowance for loan losses for this segment increased by \$0.5 million or 17.0%. The portion of this loan segment's allowance for loan losses that was determined by evaluating groups of loans collectively (i.e. those loans that were not individually evaluated), increased by 38.9% to \$1.5 million at December 31, 2018 from \$1.1 million at September 30, 2018. Similarly, the ratio of this portion of the allowance to the total balance of loans in this loan segment that were evaluated collectively, increased 0.9% to 2.9% at December 31, 2018 from 2.0% at September 30, 2018. Total delinquencies increased to \$9.7 million at December 31, 2018 from \$8.4 million at September 30, 2018. Delinquencies greater than 90 days increased to \$4.2 million from \$3.8 million at September 30, 2018. There were net recoveries of \$0.2 million the current quarter compared to net charge-offs of \$0.3 million during the quarter ended December 31, 2017. The allowance for this portfolio fluctuates based on not only the generally declining portfolio balance, but also on the credit profile trends in this portfolio. This portfolio's allowance increased this quarter regardless of the decrease in the Home Today balance as risk remains based on the generally less stringent credit requirements that were in place at the time that these borrowers qualified for their loans and the continued depressed home values that remain in this portfolio.

**Home Equity Loans and Lines of Credit** – The recorded investment of this segment of the loan portfolio increased 4.4%, or \$80.4 million, to \$1.92 billion at December 31, 2018 from \$1.84 billion at September 30, 2018. The total allowance for loan losses for this segment decreased 9.08% to \$19.0 million from \$20.9 million at September 30, 2018. During the quarter ended December 31, 2018, the portion of this loan segment's allowance for loan losses that was determined by evaluating groups of loans collectively (i.e. those loans that were not individually evaluated) decreased by \$2.2 million, or 12.2%, from \$17.9 million to \$15.7 million during the quarter ended December 31, 2018. The ratio of this portion of the allowance to the total balance of loans in this loan segment that were evaluated collectively also decreased to 0.8% at December 31, 2018 from 1.0% at September 30, 2018. Net recoveries for this loan segment during the current quarter were greater at \$1.3 million as compared to \$0.1 million for the quarter ended December 31, 2017. Total delinquencies for this portfolio segment decreased 0.5% to \$12.3 million at December 31, 2018 as compared to \$12.4 million at September 30, 2018. Delinquencies greater than 90 days increased 13.9% to

\$6.8 million at December 31, 2018 from \$5.9 million at September 30, 2018. The reduction in the allowance is mainly supported by a reduction in the principal balance of home equity lines of credit coming to an end of the draw period. In recent years, a large portion of the overall allowance has been allocated to the home equity loans and lines of credit portfolio to address exposure from customers whose lines of credit were originated without amortizing payments during the draw period and who could face potential increased payment shock at the end of the draw period. In general, home equity lines of credit originated prior to June 2010 were characterized by a ten-year draw period, with interest only payments, followed by a ten-year repayment period. However, a large number of those lines of credit approaching the end of draw period have been paid off or refinanced without significant loss. The principal balance of home equity lines of credit originated prior to 2010 without amortizing payments during the draw period that are coming to the end of its draw period through fiscal 2020 is \$62.2 million at December 31, 2018 as compared to \$116.9

Table of Contents

million at September 30, 2018. As this exposure decreases without incurring significant loss, the portion of the overall allowance allocated to the home equity loans and lines of credit category can be decreased. Generally, there were minimal home equity lines of credit originated between June 2010 and February 2013 and those originated after February 2013 require an amortizing payment during the draw period and do not face the same end-of-draw increased payment shock risk.

**Loan Portfolio Composition**

The following table sets forth the composition of the portfolio of loans held for investment, by type of loan segregated by geographic location at the indicated dates, excluding loans held for sale. The majority of our construction loan portfolio is secured by properties located in Ohio and the balances of other consumer loans are considered immaterial. Therefore, neither is segregated by geographic location.

	December 31, 2018		September 30, 2018		December 31, 2017	
	Amount	Percent	Amount	Percent	Amount	Percent
	(Dollars in thousands)					
Real estate loans:						
Residential Core						
Ohio	\$6,070,710		\$6,052,208		\$6,093,219	
Florida	1,755,482		1,758,762		1,734,724	
Other	3,077,639		3,119,841		2,996,824	
Total Residential Core	10,903,831	84.2 %	10,930,811	84.7 %	10,824,767	85.8 %
Residential Home Today						
Ohio	88,261		90,604		99,992	
Florida	4,132		4,150		4,794	
Other	177		179		234	
Total Residential Home Today	92,570	0.7	94,933	0.7	105,020	0.8
Home equity loans and lines of credit						
Ohio	660,937		652,271		620,042	
Florida	383,784		369,252		350,433	
California	286,510		268,230		219,231	
Other	566,954		529,165		436,024	
Total Home equity loans and lines of credit	1,898,185	14.6	1,818,918	14.1	1,625,730	12.9
Total Construction	59,185	0.5	64,012	0.5	58,837	0.5
Other consumer loans	3,000	—	3,021	—	2,886	—
Total loans receivable	12,956,771	100.0%	12,911,695	100.0%	12,617,240	100.0%
Deferred loan expenses, net	39,526		38,566		33,251	
Loans in process	(34,833 )		(36,549 )		(35,160 )	
Allowance for loan losses	(41,938 )		(42,418 )		(45,929 )	
Total loans receivable, net	\$12,919,526		\$12,871,294		\$12,569,402	

Table of Contents

On December 31, 2018, the unpaid principal balance of our home equity loans and lines of credit portfolio consisted of \$452.2 million in home equity loans (which included \$310.0 million of home equity lines of credit, which are in the amortization period and no longer eligible to be drawn upon, and \$27.6 million in bridge loans) and \$1.45 billion in home equity lines of credit. The following table sets forth credit exposure, principal balance, percent delinquent 90 days or more, the mean CLTV percent at the time of origination and the current mean CLTV percent of our home equity loans, home equity lines of credit and bridge loan portfolio as of December 31, 2018. Home equity lines of credit in the draw period are reported according to geographic distribution.

	Credit Exposure	Principal Balance	Percent Delinquent 90 Days or More		Mean CLTV Percent at Origination (2)	Current Mean CLTV Percent (3)		
	(Dollars in thousands)							
Home equity lines of credit in draw period (by state)								
Ohio	\$1,282,442	\$502,929	0.08	%	59	%	52	%
Florida	510,607	252,662	0.08	%	57	%	51	%
California	444,802	206,679	—	%	62	%	57	%
Other (1)	1,022,966	483,701	0.04	%	64	%	60	%
Total home equity lines of credit in draw period	3,260,817	1,445,971	0.05	%	61	%	54	%
Home equity lines in repayment, home equity loans and bridge loans	452,214	452,214	1.32	%	66	%	49	%
Total	\$3,713,031	\$1,898,185	0.36	%	61	%	53	%

(1) No other individual state has a committed or drawn balance greater than 10% of our total equity lending portfolio nor 5% of total loans.

(2) Mean CLTV percent at origination for all home equity lines of credit is based on the committed amount.

Current Mean CLTV is based on best available first mortgage and property values as of December 31, 2018.

(3) Property values are estimated using HPI data published by the FHFA. Current Mean CLTV percent for home equity lines of credit in the draw period is calculated using the committed amount. Current Mean CLTV on home equity lines of credit in the repayment period is calculated using the principal balance.

At December 31, 2018, 39.6% of our home equity lending portfolio was either in a first lien position (22.0%), in a subordinate (second) lien position behind a first lien that we held (14.0%) or in a subordinate (second) lien position behind a first lien that was held by a loan that we serviced for others (3.6%). In addition, at December 31, 2018, 14.6% of our home equity line of credit portfolio in the draw period was making only the required minimum payment on the outstanding line balance.

The following table sets forth credit exposure, principal balance, percent delinquent 90 days or more, the mean CLTV percent at the time of origination and the current mean CLTV percent of our home equity loans, home equity lines of credit and bridge loan portfolio as of December 31, 2018. Home equity lines of credit in the draw period are stratified by the calendar year in which originated:

Table of Contents

	Credit Exposure	Principal Balance	Percent Delinquent 90 Days or More	Mean CLTV Percent at Origination (1)	Current Mean CLTV Percent (2)
(Dollars in thousands)					
Home equity lines of credit in draw period					
2008 and Prior	\$48,459	\$17,385	0.60 %	63 %	48 %
2009	121,652	40,702	0.73 %	54 %	47 %
2010	13,206	4,134	— %	58 %	43 %
2011	—	—	— %	— %	— %
2012	155	51	— %	44 %	62 %
2013	40	18	— %	79 %	57 %
2014	161,498	55,804	0.20 %	60 %	43 %
2015	238,301	97,771	0.03 %	60 %	46 %
2016	436,246	191,549	0.10 %	62 %	51 %
2017	945,913	455,283	0.01 %	61 %	55 %
2018	1,295,347	583,274	— %	61 %	60 %
Total home equity lines of credit in draw period	3,260,817	1,445,971	0.05 %	61 %	54 %
Home equity lines in repayment, home equity loans and bridge loans	452,214	452,214	1.32 %	66 %	49 %
Total	\$3,713,031	\$1,898,185	0.36 %	61 %	53 %

(1) Mean CLTV percent at origination for all home equity lines of credit is based on the committed amount.

Current Mean CLTV is based on best available first mortgage and property values as of December 31, 2018.

(2) Property values are estimated using HPI data published by the FHFA. Current Mean CLTV percent for home equity lines of credit in the draw period is calculated using the committed amount. Current Mean CLTV on home equity lines of credit in the repayment period is calculated using the principal balance.

In general, the home equity line of credit product originated prior to June 2010 (when new home equity lending was temporarily suspended) was characterized by a ten-year draw period followed by a ten-year repayment period; however, there were two types of transactions that could result in a draw period that extended beyond ten years. The first transaction involved customer requests for increases in the amount of their home equity line of credit. When the customer's credit performance and profile supported the increase, the draw period term was reset for the ten-year period following the date of the increase in the home equity line of credit amount. A second transaction that impacted the draw period involved extensions. For a period of time prior to June 2008, we had a program that evaluated home equity lines of credit that were nearing the end of their draw period and made a determination as to whether or not the customer should be offered an additional ten-year draw period. If the account and customer met certain pre-established criteria, an offer was made to extend the otherwise expiring draw period by ten years from the date of the offer. If the customer chose to accept the extension, the origination date of the account remained unchanged but the account would have a revised draw period that was extended by ten years. As a result of these two programs, the reported draw periods for certain home equity line of credit accounts exceed ten years. In addition, as customers approach the end of the draw period and face the likelihood of an increased monthly payment during the amortization period, we continue to work with them to manage their loan payments, including the possibility of restructuring loans, in an attempt to help families keep their home.



Table of Contents

The following table sets forth, as of December 31, 2018, the principal balance of home equity lines of credit in the draw period segregated by the current combined LTV range and by fiscal year in which the draw period expires.

Home equity lines of credit in draw period (by end of draw fiscal year):	Current CLTV Category					Total
	< 80%	80 - 89.9%	90 - 100%	>100%	Unknown (2)	
	(Dollars in thousands)					
2019 (1)	\$99,116	\$881	\$282	\$375	\$234	\$100,888
2020 (1)	106,877	20	14	21	2	106,934
2021	37,250	—	—	—	—	37,250
2022	77	—	—	—	—	77
2023	19	—	—	—	—	19
2024	—	—	—	8	27	35
Post 2024	1,194,204	5,605	402	134	423	1,200,768
Total	\$1,437,543	\$6,506	\$698	\$538	\$686	\$1,445,971

(1) Home equity lines of credit whose draw period ends in fiscal years 2019 and 2020 include \$50.1 million and \$95.5 million, respectively, of lines where the customer has an amortizing payment during the draw period. All home equity lines of credit whose draw period ends in the fiscal years after 2020 have an amortizing payment during the draw period.

(2) Market data necessary for stratification is not readily available.

The following table sets forth the breakdown of current mean CLTV percentages for our home equity lines of credit in the draw period as of December 31, 2018.

Credit Exposure	Principal Balance	Percent of Total Principal Balance	Percent Delinquent 90 Days or More	Mean CLTV Percent at Origination (2)	Current Mean CLTV Percent (3)
(Dollars in thousands)					
Home equity lines of credit in draw period (by current mean CLTV)					
< 80%	\$3,241,808	\$1,437,543	99.4 %	0.04 %	61 %
80 - 89.9%	15,553	6,506	0.4 %	1.56 %	79 %
90 - 100%	1,056	698	0.1 %	14.62 %	77 %
> 100%	1,017	538	— %	13.92 %	67 %
Unknown (1)	1,383	686	0.1 %	— %	18 %
	\$3,260,817	\$1,445,971	100.0 %	0.05 %	61 %

(1) Market data necessary for stratification is not readily available.

(2) Mean CLTV percent at origination for all home equity lines of credit is based on the committed amount.

Current Mean CLTV is based on best available first mortgage and property values as of December 31, 2018.

(3) Property values are estimated using HPI data published by the FHFA. Current Mean CLTV percent for home equity lines of credit in the draw period is calculated using the committed amount. Current Mean CLTV on home equity lines of credit in the repayment period is calculated using the principal balance.

Table of Contents

## Delinquent Loans

The following tables set forth the number and recorded investment in loan delinquencies by type, segregated by geographic location and severity of delinquency at the dates indicated. The majority of our construction loan portfolio is secured by properties located in Ohio; therefore, it was not segregated by geography. There were no delinquencies in the construction loan portfolio at December 31, 2018 or September 30, 2018.

	Loans Delinquent for					
	30-89 Days		90 Days or More		Total	
	Number	Amount	Number	Amount	Number	Amount
	(Dollars in thousands)					
December 31, 2018						
Real estate loans:						
Residential Core						
Ohio	82	\$7,952	90	\$7,988	172	\$15,940
Florida	9	1,068	11	1,543	20	2,611
Other	6	1,805	7	1,283	13	3,088
Total Residential Core	97	10,825	108	10,814	205	21,639
Residential Home Today						
Ohio	128	5,284	136	4,116	264	9,400
Florida	4	191	4	118	8	309
Other	1	—	—	—	1	—
Total Residential Home Today	133	5,475	140	4,234	273	9,709
Home equity loans and lines of credit						
Ohio	98	1,821	124	2,186	222	4,007
Florida	37	1,332	80	1,949	117	3,281
California	9	763	5	524	14	1,287
Other	40	1,660	64	2,099	104	3,759
Total Home equity loans and lines of credit	184	5,576	273	6,758	457	12,334
Total	414	\$21,876	521	\$21,806	935	\$43,682

	Loans Delinquent for					
	30-89 Days		90 Days or More		Total	
	Number	Amount	Number	Amount	Number	Amount
	(Dollars in thousands)					
September 30, 2018						
Real estate loans:						
Residential Core						
Ohio	81	\$7,622	88	\$7,392	169	\$15,014
Florida	7	906	15	2,455	22	3,361
Other	7	1,346	5	960	12	2,306
Total Residential Core	95	9,874	108	10,807	203	20,681
Residential Home Today						
Ohio	118	4,483	129	3,756	247	8,239
Florida	1	69	3	58	4	127
Total Residential Home Today	119	4,552	132	3,814	251	8,366

Edgar Filing: TFS Financial CORP - Form 10-Q

Home equity loans and lines of credit

Ohio	89	2,117	122	2,286	211	4,403
Florida	41	2,011	79	2,085	120	4,096
California	3	302	4	255	7	557
Other	37	2,037	54	1,307	91	3,344
Total Home equity loans and lines of credit	170	6,467	259	5,933	429	12,400
Total	384	\$20,893	499	\$20,554	883	\$41,447

51

---

Table of Contents

	Loans Delinquent for					
	30-89 Days		90 Days or More		Total	
	Number	Amount	Number	Amount	Number	Amount
(Dollars in thousands)						
December 31, 2017						
Real estate loans:						
Residential Core						
Ohio	92	\$8,600	105	\$8,448	197	\$17,048
Florida	40	8,318	25	3,053	65	11,371
Other	4	1,626	4	465	8	2,091
Total Residential Core	136	18,544	134	11,966	270	30,510
Residential Home Today						
Ohio	127	4,617	199	6,434	326	11,051
Florida	4	335	5	201	9	536
Other	1	—	—	—	1	—
Total Residential Home Today	132	4,952	204	6,635	336	11,587
Home equity loans and lines of credit						
Ohio	118	3,254	133	1,949	251	5,203
Florida	61	4,091	120	3,916	181	8,007
California	9	681	7	491	16	1,172
Other	33	1,411	46	652	79	2,063
Total Home equity loans and lines of credit	221	9,437	306	7,008	527	16,445
Construction	1	294	—	—	1	294
Total	490	\$33,227	644	\$25,609	1,134	\$58,836

Loans delinquent 90 days or more were 0.2% of total net loans at December 31, 2018, September 30, 2018, and December 31, 2017. Loans delinquent 30 to 89 days were 0.2% of total net loans at December 31, 2018 and September 30, 2018, and 0.3% at December 31, 2017.

Table of Contents

## Non-Performing Assets and Troubled Debt Restructurings

The following table sets forth the recorded investments and categories of our non-performing assets and TDRs at the dates indicated.

	December 31, 2018	September 30, 2018	December 31, 2017	
	(Dollars in thousands)			
Non-accrual loans:				
Real estate loans:				
Residential Core	\$41,011	\$ 41,628	\$ 42,343	
Residential Home Today	14,438	14,641	16,773	
Home equity loans and lines of credit	21,523	21,483	19,491	
Total non-accrual loans (1)(2)	76,972	77,752	78,607	
Real estate owned	2,888	2,794	4,290	
Total non-performing assets	\$79,860	\$ 80,546	\$ 82,897	
Ratios:				
Total non-accrual loans to total loans	0.59	% 0.60	% 0.62	%
Total non-accrual loans to total assets	0.54	% 0.55	% 0.57	%
Total non-performing assets to total assets	0.56	% 0.57	% 0.60	%
TDRs: (not included in non-accrual loans above)				
Real estate loans:				
Residential Core	\$51,116	\$ 50,351	\$ 50,935	
Residential Home Today	25,972	26,861	28,824	
Home equity loans and lines of credit	26,857	25,604	21,122	
Total	\$103,945	\$ 102,816	\$ 100,881	

Totals at December 31, 2018, September 30, 2018, and December 31, 2017, include \$51.2 million, \$52.1 million, and \$45.6 million, respectively, in TDRs that are less than 90 days past due but included with nonaccrual loans for (1) a minimum period of six months from the restructuring date due to their non-accrual status prior to restructuring, because they have been partially charged off, or because all borrowers have been discharged of their obligation through a Chapter 7 bankruptcy.

(2) Includes \$10.7 million, \$10.5 million, and \$11.8 million in TDRs that are 90 days or more past due at December 31, 2018, September 30, 2018, and December 31, 2017, respectively.

The gross interest income that would have been recorded during the three months ended December 31, 2018 and December 31, 2017 on non-accrual loans if they had been accruing during the entire period and TDRs if they had been current and performing in accordance with their original terms during the entire period was \$2.3 million and \$2.4 million, respectively. The interest income recognized on those loans included in net income for the three months ended December 31, 2018 and December 31, 2017 was \$1.4 million and \$1.6 million, respectfully.

At December 31, 2018, September 30, 2018, and December 31, 2017, the recorded investment of impaired loans includes accruing TDRs and loans that are returned to accrual status when contractual payments are less than 90 days past due. These loans continue to be individually evaluated for impairment until, at a minimum, contractual payments are less than 30 days past due. Also, the recorded investment of non-accrual loans includes loans that are not included in the recorded investment of impaired loans because they are included in loans collectively evaluated for impairment.

Table of Contents

The table below sets forth the recorded investments and categories of loans representing the difference between non-accrual loans and impaired loans at the dates indicated.

	December 31, 2018	September 30, 2018	December 31, 2017
	(Dollars in thousands)		
Non-Accrual Loans	\$76,972	\$ 77,752	\$ 78,607
Accruing TDRs	103,945	102,816	100,881
Performing Impaired	3,800	3,982	5,038
Collectively Evaluated	(4,025 )	(3,756 )	(6,900 )
Total Impaired loans	\$180,692	\$ 180,794	\$ 177,626

In response to the economic challenges facing many borrowers, we continue to restructure loans, resulting in \$165.9 million of TDRs (accrual and non-accrual) recorded at December 31, 2018. There was a \$0.5 million increase in the recorded investment of TDRs from September 30, 2018 and a \$7.6 million increase from December 31, 2017.

Loan restructuring is a method used to help families keep their homes and preserve our neighborhoods. This involves making changes to the borrowers' loan terms through interest rate reductions, either for a specific period or for the remaining term of the loan; term extensions including beyond that provided in the original agreement; principal forgiveness; capitalization of delinquent payments in special situations; or some combination of the above. Loans discharged through Chapter 7 bankruptcy are also reported as TDRs per OCC interpretive guidance. For discussion on impairment measurement, see Note 4 to the Unaudited Interim Consolidated Financial Statements: LOANS AND ALLOWANCE FOR LOAN LOSSES.

The following table sets forth the recorded investment in accrual and non-accrual TDRs, by the types of concessions granted, as of December 31, 2018.

	Reduction of Interest Rates	Payment Extensions	Forbearance or Other Actions	Multiple Concessions	Multiple Restructurings	Bankruptcy	Total
	(In thousands)						
Accrual							
Residential Core	\$8,077	\$ 294	\$ 6,426	\$ 16,071	\$ 12,856	\$ 7,392	\$51,116
Residential Home Today	3,400	—	3,089	8,346	10,262	875	25,972
Home equity loans and lines of credit	143	5,344	604	19,256	226	1,284	26,857
Total	\$11,620	\$ 5,638	\$ 10,119	\$ 43,673	\$ 23,344	\$ 9,551	\$103,945
Non-Accrual, Performing							
Residential Core	\$451	\$ 116	\$ 2,207	\$ 3,446	\$ 9,007	\$ 12,977	\$28,204
Residential Home Today	464	45	752	780	5,479	2,076	9,596
Home equity loans and lines of credit	—	249	96	8,347	2,155	2,545	13,392
Total	\$915	\$ 410	\$ 3,055	\$ 12,573	\$ 16,641	\$ 17,598	\$51,192
Non-Accrual, Non-Performing							
Residential Core	\$—	\$ —	\$ 2,381	\$ 480	\$ 1,390	\$ 952	\$5,203
Residential Home Today	95	—	726	337	2,122	715	3,995
Home equity loans and lines of credit	—	31	795	118	221	350	1,515
Total	\$95	\$ 31	\$ 3,902	\$ 935	\$ 3,733	\$ 2,017	\$10,713
Total TDRs							
Residential Core	\$8,528	\$ 410	\$ 11,014	\$ 19,997	\$ 23,253	\$ 21,321	\$84,523
Residential Home Today	3,959	45	4,567	9,463	17,863	3,666	39,563
	143	5,624	1,495	27,721	2,602	4,179	41,764

Edgar Filing: TFS Financial CORP - Form 10-Q

Home equity loans and lines of  
credit

Total	\$12,630	\$ 6,079	\$ 17,076	\$ 57,181	\$ 43,718	\$ 29,166	\$165,850
-------	----------	----------	-----------	-----------	-----------	-----------	-----------

54

---

Table of Contents

TDRs in accrual status are loans accruing interest and performing according to the terms of the restructuring. To be performing, a loan must be less than 90 days past due as of the report date. Non-accrual, performing status indicates that a loan was not accruing interest at the time of restructuring, continues to not accrue interest and is performing according to the terms of the restructuring, but has not been current for at least six consecutive months since its restructuring, has a partial charge-off, or is being classified as non-accrual per the OCC guidance on loans in Chapter 7 bankruptcy status, where all borrowers have filed and have not reaffirmed or been dismissed. Non-accrual, non-performing status includes loans that are not accruing interest because they are greater than 90 days past due and therefore not performing according to the terms of the restructuring.

**Income Taxes.** We consider accounting for income taxes a critical accounting policy due to the subjective nature of certain estimates, including the impact of tax rate changes, such as those implemented by the Act signed into law in December 2017, that are involved in the calculation. We use the asset/liability method of accounting for income taxes in which deferred tax assets and liabilities are established for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities. We must assess the realization of the deferred tax asset and, to the extent that we believe that recovery is not likely, a valuation allowance is established. Adjustments to increase or decrease existing valuation allowances, if any, are charged or credited, respectively, to income tax expense. At December 31, 2018, no valuation allowances were outstanding. Even though we have determined a valuation allowance is not required for deferred tax assets at December 31, 2018, there is no guarantee that those assets, if any, will be recognizable in the future.

**Pension Benefits.** The determination of our obligations and expense for pension benefits is dependent upon certain assumptions used in calculating such amounts. Key assumptions used in the actuarial valuations include the discount rate and expected long-term rate of return on plan assets. Actual results could differ from the assumptions and market driven rates may fluctuate. Significant differences in actual experience or significant changes in the assumptions could materially affect future pension obligations and expense.

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

Total assets increased \$101.3 million, or 1%, to \$14.24 billion at December 31, 2018 from \$14.14 billion at September 30, 2018. This increase was primarily the result of new loan origination levels exceeding the total of loan sales and principal repayments, combined with a net increase in the combination of cash and cash equivalents and investment securities.

Cash and cash equivalents increased \$16.8 million, or 6%, to \$286.6 million at December 31, 2018 from \$269.8 million at September 30, 2018 as we hold cash to maintain the level of liquidity described later in the Liquidity and Capital Resources section.

Investment securities, all of which are classified as available for sale, increased \$32.5 million, or 6%, to \$564.5 million at December 31, 2018 from \$532.0 million at September 30, 2018. Investment securities increased as \$59.1 million in purchases exceeded the combined effect of \$32.0 million in principal paydowns, \$6.5 million in net unrealized gains and \$1.0 million of net acquisition premium amortization that occurred in the mortgage-backed securities portfolio during the three months ended December 31, 2018. There were no sales of investment securities during the three months ended December 31, 2018.

Loans held for investment, net, increased \$48.2 million, or less than one percent, to \$12.92 billion at December 31, 2018 from \$12.87 billion at September 30, 2018. Residential mortgage loans decreased \$29.3 million, or less than one percent, to \$11.00 billion at December 31, 2018. During the three months ended December 31, 2018, \$180.0 million of three- and five-year “SmartRate” loans were originated while \$203.9 million of 10-, 15-, and 30-year fixed-rate first mortgage loans were originated. These originations were offset by paydowns and fixed-rate loan sales. Between September 30, 2018 and December 31, 2018, the total fixed-rate portion of the first mortgage loan portfolio decreased \$18.7 million and was comprised of a decrease of \$83.0 million in the balance of fixed-rate loans with original terms of 10 years or less, along with an increase of \$64.5 million in the balance of fixed-rate loans with original terms greater than 10 years. During the three months ended December 31, 2018, we completed \$20.7 million in loan sales,



which included \$7.2 million of agency-compliant HARP II and Home Ready loans and \$13.5 million of long-term, fixed-rate, agency-compliant, non-HARP II and non-Home Ready first mortgage loans that were sold to Fannie Mae. Also, during the three months ended December 31, 2018, we purchased \$4.5 million of long-term, fixed-rate first mortgage loans.

Offsetting the decrease in residential mortgage loans was a \$79.3 million increase in the balance of home equity loans and lines of credit during the three months ended December 31, 2018, as new originations and additional draws on existing accounts exceeded repayments. Commitments originated for home equity loans and lines of credit and bridge loans were \$357.0 million for the three months ended December 31, 2018 compared to \$389.9 million for the three months ended December 31, 2017. At December 31, 2018, pending commitments to originate new home equity lines of credit and bridge

Table of Contents

loans totaled \$107.4 million and \$33.6 million, respectively. Refer to the Controlling Our Interest Rate Risk Exposure section of the Overview for additional information.

The total allowance for loan losses decreased \$0.5 million, or 1%, to \$41.9 million at December 31, 2018 from \$42.4 million at September 30, 2018, primarily reflecting improved credit metrics, including continued strong recoveries of loan amounts previously charged off, low levels of current loan charge-offs and reduced exposure from home equity lines of credit coming to the end of the draw period. Refer to Note 4. Loans and Allowance for Loan Losses for additional discussion.

Deposits increased \$105.6 million, or 1%, to \$8.60 billion at December 31, 2018 from \$8.49 billion at September 30, 2018. The increase in deposits resulted primarily from a \$141.1 million increase in our new money market accounts (a subcategory of savings accounts) introduced in July 2018, and a \$12.0 million increase in CDs, partially offset by a \$49.0 million decrease in high-yield savings accounts (a subcategory of savings accounts) and a \$0.2 million decrease in our high-yield checking accounts. We believe that our savings and checking accounts provide a stable source of funds. In addition, our high-yield savings accounts are expected to reprice in a manner similar to our home equity lending products, and, therefore, assist us in managing interest rate risk. The balance of brokered CDs at December 31, 2018 was \$576.4 million which was a decrease of \$93.7 million during the three months ended December 31, 2018.

Borrowed funds, all from the FHLB of Cincinnati, increased \$12.6 million, or less than one percent, to \$3.73 billion at December 31, 2018 from \$3.72 billion at September 30, 2018. Activity included \$225.0 million of new 90-day advances that are hedged by equal notional amounts of new interest rate swaps with initial fixed-pay terms of seven to eight years, offset by scheduled principal repayments of long-term advances and a \$117.0 million decrease in the balance of short-term advances, as deposit growth covered most funding demands. The total balance of borrowed funds of \$3.73 billion at December 31, 2018 consisted of an overnight advance of \$1.08 billion, long-term advances of \$694 million with a remaining weighted average maturity of approximately one year and short-term advances of \$1.95 billion aligned with interest rate swap contracts with a remaining weighted average effective maturity of approximately 3.6 years. Interest rate swaps have been used to extend the duration of short-term borrowings to approximately five to eight years at inception, by paying a fixed rate of interest and receiving the variable rate. Refer to the Extending the Duration of Funding Sources section of the Overview for additional discussion regarding short-term borrowings and interest-rate swaps.

Servicing escrows decreased \$0.9 million, or 3%, to \$30.6 million at December 31, 2018 from \$31.5 million at September 30, 2018. Retained tax payments collected from borrowers decreased \$1.1 million partially offset by an increase of \$0.2 million in principal and interest collected during the current period. Principal and interest will fluctuate based on normal curtailments and paydowns which are influenced by the relative level of market interest rates.

Total shareholders' equity decreased \$14.6 million, or 1%, to \$1.74 billion at December 31, 2018 from \$1.76 billion at September 30, 2018. This net decrease primarily reflected the effect of \$20.3 million of net income reduced by \$3.8 million of repurchases of outstanding common stock, \$12.3 million of cash dividend payments and a \$21.5 million unrealized loss recognized in accumulated other comprehensive income. Adjustments of \$2.7 million related to our stock compensation plan and ESOP further offset the decrease. As a result of a July 11, 2018 mutual member vote, Third Federal Savings, MHC, the mutual holding company that owns 81% of the outstanding stock of the Company, waived the receipt of its share of the dividends paid. Refer to Item 2. Unregistered Sales of Equity Securities and Use of Proceeds for additional details regarding the repurchase of shares of common stock and the dividend waiver.

Table of Contents

## Comparison of Operating Results for the Three Months Ended December 31, 2018 and 2017

Average balances and yields. The following table sets forth average balances, average yields and costs, and certain other information for the periods indicated. No tax-equivalent yield adjustments were made, as the effects thereof were not material. Average balances are derived from daily average balances. Non-accrual loans were included in the computation of loan average balances, but have been reflected in the table as loans carrying a zero yield. The yields set forth below include the effect of deferred fees, deferred expenses, discounts and premiums that are amortized or accreted to interest income or interest expense.

	Three Months Ended December 31, 2018			Three Months Ended December 31, 2017		
	Average Balance	Interest Income/ Expense	Yield/ Cost (1)	Average Balance	Interest Income/ Expense	Yield/ Cost (1)
(Dollars in thousands)						
Interest-earning assets:						
Interest-earning cash equivalents	\$225,748	\$1,258	2.23 %	\$239,197	\$783	1.31 %
Investment securities	3,971	24	2.42 %	—	—	— %
Mortgage-backed securities	537,050	3,100	2.31 %	538,504	2,589	1.92 %
Loans (2)	12,871,771	112,491	3.50 %	12,486,857	102,626	3.29 %
Federal Home Loan Bank stock	93,544	1,415	6.05 %	90,401	1,231	5.45 %
Total interest-earning assets	13,732,084	118,288	3.45 %	13,354,959	107,229	3.21 %
Noninterest-earning assets	386,086			377,939		
Total assets	\$14,118,170			\$13,732,898		
Interest-bearing liabilities:						
Checking accounts	\$898,795	748	0.33 %	\$969,759	226	0.09 %
Savings accounts	1,286,543	2,178	0.68 %	1,448,273	503	0.14 %
Certificates of deposit	6,352,338	29,836	1.88 %	5,751,520	22,265	1.55 %
Borrowed funds	3,614,231	17,714	1.96 %	3,643,213	14,247	1.56 %
Total interest-bearing liabilities	12,151,907	50,476	1.66 %	11,812,765	37,241	1.26 %
Noninterest-bearing liabilities	192,504			213,684		
Total liabilities	12,344,411			12,026,449		
Shareholders' equity	1,773,759			1,706,449		
Total liabilities and shareholders' equity	\$14,118,170			\$13,732,898		
Net interest income		\$67,812			\$69,988	
Interest rate spread (1)(3)			1.79 %			1.95 %
Net interest-earning assets (4)	\$1,580,177			\$1,542,194		
Net interest margin (1)(5)		1.98 %			2.10 %	
Average interest-earning assets to average interest-bearing liabilities	113.00 %			113.06 %		
Selected performance ratios:						
Return on average assets (1)		0.58 %			0.57 %	
Return on average equity (1)		4.59 %			4.60 %	
Average equity to average assets		12.56 %			12.43 %	

(1) Annualized.

(2) Loans include both mortgage loans held for sale and loans held for investment.

(3) Interest rate spread represents the difference between the yield on average interest-earning assets and the cost of average interest-bearing liabilities.

(4) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(5) Net interest margin represents net interest income divided by total interest-earning assets.

Table of Contents

General. Net income increased \$0.7 million to \$20.3 million for the three months ended December 31, 2018 compared to \$19.6 million for the three months ended December 31, 2017. The net income increase was primarily due to a decrease in income tax expense as a result of the Act, which was partially offset by a decrease in net interest income, a decrease in the credit for loan loss provision and an increase in non-interest expenses.

Interest and Dividend Income. Interest and dividend income increased \$11.1 million, or 10%, to \$118.3 million during the three months ended December 31, 2018 compared to \$107.2 million during the same three months in the prior year. The increase in interest and dividend income resulted primarily from an increase in interest income from loans, and to a lesser extent, interest income on mortgage-backed securities, interest earning cash equivalents and Federal Home Loan Bank stock dividends.

Interest income on loans increased \$9.9 million, or 10%, to \$112.5 million for the three months ended December 31, 2018 compared to \$102.6 million for the three months ended December 31, 2017. This increase was attributed primarily to a \$384.9 million increase in the average balance of loans to \$12.87 billion in the current three-month period compared to \$12.49 billion during the same three months in the prior year as new loan production exceeded repayments and loan sales. The impact from the increase in the average balance of loans was combined with a 21 basis point increase in the average yield on loans to 3.50% for the three months ended December 31, 2018 from 3.29% for the same three months in the prior year. Increases in the prime rate between the two periods benefited the yield on home equity lines of credit for the three months ended December 31, 2018, and contributed to the higher overall average yield.

Interest income on mortgage-backed securities increased \$0.5 million, or 19%, to \$3.1 million during the current three months compared to \$2.6 million during the three months ended December 31, 2017. This increase was attributed to a 39 basis point increase in the average yield on mortgage-backed securities partially offset by a \$1.4 million decrease in the average balance of mortgage-backed securities to \$537.1 million in the current three-month period compared to \$538.5 million during the same three months in the prior year.

Interest Expense. Interest expense increased \$13.3 million, or 36%, to \$50.5 million during the current three months compared to \$37.2 million during the three months ended December 31, 2017. The increase resulted primarily from an increase in interest expense on deposits and an increase in interest expense on borrowed funds.

Interest expense on CDs increased \$7.5 million, or 34%, to \$29.8 million during the three months ended December 31, 2018 compared to \$22.3 million during the three months ended December 31, 2017. The increase was attributed primarily to a 33 basis point increase in the average rate we paid on CDs to 1.88% during the current three months from 1.55% during the same three months last year. In addition, there was a \$600.8 million, or 10%, increase in the average balance of CDs to \$6.35 billion from \$5.75 billion during the same three months of the prior year. Rates were adjusted on deposits in response to changes in general market rates as well as to changes in the rates paid by our competition. The increase in deposits was used to fund our balance sheet growth and our capital management activities, including share repurchases and dividend payments.

Interest expense on borrowed funds, all from the FHLB of Cincinnati, increased \$3.5 million, or 25%, to \$17.7 million during the three months ended December 31, 2018 from \$14.2 million during the three months ended December 31, 2017. The increase was attributed to a 40 basis point increase in the average rate paid for these funds to 1.96%, during the three months ended December 31, 2018 and 1.56% for the three months ended December 31, 2017, as market rates have increased between the two periods and longer duration funding sources were utilized that carried higher interest rates. Partially offsetting the increase in the rate paid on borrowed funds was a \$29.0 million, or 1%, decrease in the average balance of borrowed funds to \$3.61 billion during the current three months from \$3.64 billion during the same three months of the prior year. Refer to the Extending the Duration of Funding Sources section of the Overview and Comparison of Financial Condition for further discussion.

Net Interest Income. Net interest income decreased \$2.2 million, or 3%, to \$67.8 million during the three months ended December 31, 2018 from \$70.0 million during the three months ended December 31, 2017. Average interest-earning assets increased during the current three-month period by \$377.1 million, or 3%, when compared to the three months ended December 31, 2017. The increase in average assets was attributed primarily to the growth of our loan portfolio. In addition to the increase in average interest earning assets was a 24 basis point increase in the

yield on those assets to 3.45% from 3.21%. However, average interest-bearing liabilities increased by \$339.1 million and experienced a 40 basis point increase in cost, as our interest rate spread decreased 16 basis points to 1.79% compared to 1.95% during the same three months last year reflecting the flattening yield curve and general interest rate environment. Our net interest margin was 1.98% for the current three-month period and 2.10% for the same three months in the prior period. Our interest rate spread and net interest margin narrowed as our overall funding costs increased more than our asset yields increased.

Table of Contents

**Provision for Loan Losses.** Based on our evaluation of the factors described earlier, we recorded a credit for loan losses of \$2.0 million during the three months ended December 31, 2018 and a \$3.0 million credit for loan losses during the three months ended December 31, 2017. Continued strong recoveries of loan amounts previously charged off, low levels of current loan charge-offs and reduced exposure from home equity lines of credit coming to the end of the draw period resulted in the loan provision credit during the current period. Nevertheless, we continue our awareness of the relative values of residential properties in comparison to their cyclical peaks as well as the uncertainty that persists in the current economic environment, which continues to challenge many of our loan customers. As delinquencies in the portfolio have been resolved through pay-off, short sale or foreclosure, or management determines the collateral is not sufficient to satisfy the loan, uncollected balances have been charged against the allowance for loan losses previously provided. In the current three months, we recorded a net recovery of \$1.5 million, as compared to \$19 thousand of net charge-offs for the three months ended December 31, 2017. The credit for loan losses recorded for the current three months, as partially offset by net recoveries, resulted in a decrease in the balance of the allowance for loan losses. The allowance for loan losses was \$41.9 million, or 0.32% of the total recorded investment in loans receivable, at December 31, 2018, compared to \$45.9 million, or 0.36% of the total recorded investment in loans receivable, at December 31, 2017. Balances of recorded investments are net of deferred fees, expenses and any applicable loans-in-process. Refer to the Lending Activities section of the Overview and Note 4. Loans and Allowance for Loan Losses for further discussion.

**Non-Interest Income.** Non-interest income decreased \$0.1 million, or 2%, to \$4.7 million during the three months ended December 31, 2018 compared to \$4.8 million during the three months ended December 31, 2017. Gains on the sales of loans decreased \$0.4 million during the current period. There were loan sales of \$20.7 million during the three months ended December 31, 2018, compared to loan sales of \$29.9 million during the three months ended December 31, 2017.

**Non-Interest Expense.** Non-interest expense increased \$2.2 million, or 5%, to \$48.0 million during the three months ended December 31, 2018 compared to \$45.8 million during the three months ended December 31, 2017. This increase resulted primarily from increases in salaries and employee benefits and office property and equipment expenses, partially offset by a reduction in marketing expenses. There was a \$2.1 million increase in salaries and employee benefits during the current three-month period compared to the three-month period ended December 31, 2017, primarily related to both the timing and amount of health insurance for our employees, which can fluctuate based on the timing of claims, and to a lesser extent, a reduction in the deferral of salary compensation related to direct loan origination costs and an increase in compensation from stock awards granted in December 2018. The \$0.3 million increase in office property and equipment is mainly due to the continued improvement and investment of technology throughout the Company. Marketing expenditures decreased \$0.2 million during the current three months as compared to the three months ended December 31, 2017 and was attributed to the timing of media campaigns supporting our lending activities.

**Income Tax Expense.** The provision for income taxes was \$6.2 million during the three months ended December 31, 2018 compared to \$12.4 million during the three months ended December 31, 2017. The decrease in expense was caused mainly by the combination of a decrease in income before income taxes and by the impact of the Act, which lowered the federal effective rate in the more recent period and required additional tax expense for the re-measurement of the deferred tax asset during the three months ended December 31, 2017. The provision for the current three-month period included \$5.1 million of federal income tax provision and \$1.1 million of state income tax provision. The provision for the three months ended December 31, 2017 included \$11.8 million of federal income tax provision and \$0.6 million of state income tax provision. Our effective federal tax rate was 20.0% during the three months ended December 31, 2018 and 37.6% during the three months ended December 31, 2017. Our expected effective income tax rates in the current year are lower than the federal statutory rate because of our ownership of bank-owned life insurance.

## Liquidity and Capital Resources

Liquidity is the ability to meet current and future financial obligations of a short-term nature. Our primary sources of funds consist of deposit inflows, loan repayments, advances from the FHLB of Cincinnati, borrowings from the FRB-Cleveland Discount Window, proceeds from brokered CDs transactions, principal repayments and maturities of securities, and sales of loans.

In addition to the primary sources of funds described above, we have the ability to obtain funds through the use of collateralized borrowings in the wholesale markets, and from sales of securities. Also, debt issuance by the Company and access to the equity capital markets via a supplemental minority stock offering or a full conversion (second-step) transaction remain as other potential sources of liquidity, although these channels generally require up to nine months of lead time.

While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by general interest rates, economic conditions and competition. The Association's Asset/Liability Management Committee is responsible for establishing and monitoring our liquidity targets and strategies in



Table of Contents

order to ensure that sufficient liquidity exists for meeting the borrowing needs and deposit withdrawals of our customers as well as unanticipated contingencies. We generally seek to maintain a minimum liquidity ratio of 5% (which we compute as the sum of cash and cash equivalents plus unencumbered investment securities for which ready markets exist, divided by total assets). For the three months ended December 31, 2018, our liquidity ratio averaged 5.65%. We believe that we had sufficient sources of liquidity to satisfy our short- and long-term liquidity needs as of December 31, 2018.

We regularly adjust our investments in liquid assets based upon our assessment of expected loan demand, expected deposit flows, yields available on interest-earning deposits and securities and the objectives of our asset/liability management program. Excess liquid assets are generally invested in interest-earning deposits and short- and intermediate-term securities.

Our most liquid assets are cash and cash equivalents. The levels of these assets are dependent on our operating, financing, lending and investing activities during any given period. At December 31, 2018, cash and cash equivalents totaled \$286.6 million, which represented an increase of 6% from September 30, 2018.

Investment securities classified as available-for-sale, which provide additional sources of liquidity, totaled \$564.5 million at December 31, 2018.

During the three-month period ended December 31, 2018, loan sales to Fannie Mae totaled \$20.7 million which included \$13.5 million of long-term, fixed-rate, agency-compliant, non-HARP II and non-Home Ready first mortgage loans, \$0.1 million of loans that qualified under Fannie Mae's HARP II initiative and \$7.1 million of loans that qualified under Fannie Mae's Home Ready initiative. Loans originated under the HARP II and Home Ready initiatives are classified as "held for sale" at origination. Loans originated under non-HARP II or non-Home Ready, Fannie Mae compliant procedures are classified as "held for investment" until they are specifically identified for sale.

At December 31, 2018, \$0.8 million of long-term, fixed-rate residential first mortgage loans were classified as "held for sale," all of which qualified under either Fannie Mae's HARP II or Home Ready initiatives. There were no loan sale commitments outstanding at December 31, 2018.

Our cash flows are derived from operating activities, investing activities and financing activities as reported in our Consolidated Statements of Cash Flows (unaudited) included in the unaudited interim Consolidated Financial Statements.

At December 31, 2018, we had \$331.7 million in outstanding commitments to originate loans. In addition to commitments to originate loans, we had \$1.81 billion in unfunded home equity lines of credit to borrowers. CDs due within one year of December 31, 2018 totaled \$2.70 billion, or 31.4% of total deposits. If these deposits do not remain with us, we will be required to seek other sources of funds, including loan sales, sales of investment securities, other deposit products, including new CDs, brokered CDs, FHLB advances, borrowings from the FRB-Cleveland Discount Window or other collateralized borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the CDs due on or before December 31, 2019. We believe, however, based on past experience, that a significant portion of such deposits will remain with us. Generally, we have the ability to attract and retain deposits by adjusting the interest rates offered.

Our primary investing activities are originating residential mortgage loans, home equity loans and lines of credit and purchasing investments. During the three months ended December 31, 2018, we originated \$383.8 million of residential mortgage loans, and \$357.0 million of commitments for home equity loans and lines of credit, while during the three months ended December 31, 2017, we originated \$540.8 million of residential mortgage loans and \$389.9 million of commitments for home equity loans and lines of credit. We purchased \$59.1 million of securities during the three months ended December 31, 2018, and \$42.8 million during the three months ended December 31, 2017.

Financing activities consist primarily of changes in deposit accounts, changes in the balances of principal and interest owed on loans serviced for others, FHLB advances and borrowings from the FRB-Cleveland Discount Window. We experienced a net increase in total deposits of \$105.6 million during the three months ended December 31, 2018, which reflected the active management of the offered rates on maturing CDs, compared to a net increase of \$55.7 million during the three months ended December 31, 2017. Deposit flows are affected by the overall level of interest rates, the interest rates and products offered by us and our local competitors, and by other factors. During the three

months ended December 31, 2018, there was a \$93.7 million decrease in the balance of brokered CDs (exclusive of acquisition costs and subsequent amortization), which had a balance of \$576.4 million at December 31, 2018. At December 31, 2017 the balance of brokered CDs was \$664.8 million. Principal and interest owed on loans serviced for others experienced a net decrease of \$0.9 million to \$30.6 million during the three months ended December 31, 2018 compared to a net decrease of \$2.9 million to \$32.9 million during the three months ended December 31, 2017. During the three months ended December 31, 2018, we increased our advances from the FHLB of Cincinnati by \$12.6 million, as we funded: new loan originations; our capital initiatives; and actively managed our

Table of Contents

liquidity ratio. During the three months ended December 31, 2017, our advances from the FHLB of Cincinnati increased by \$87.5 million.

Liquidity management is both a daily and long-term function of business management. If we require funds beyond our ability to generate them internally, borrowing agreements exist with the FHLB of Cincinnati and the FRB-Cleveland Discount Window, each of which provides an additional source of funds. Also, in evaluating funding alternatives, we may participate in the brokered CD market. At December 31, 2018 we had \$3.73 billion of FHLB of Cincinnati advances and no outstanding borrowings from the FRB-Cleveland Discount Window. Additionally, at December 31, 2018, we had \$576.4 million of brokered CDs. During the three months ended December 31, 2018, we had average outstanding advances from the FHLB of Cincinnati of \$3.61 billion as compared to average outstanding advances of \$3.64 billion during the three months ended December 31, 2017. The decrease in net average balance in the current year reflects an increase in the use of deposits to fund: balance sheet growth; our capital initiatives; and to manage our on-balance sheet liquidity. Refer to the Extending the Duration of Funding Sources section of the Overview and the General section of Item 3. Quantitative and Qualitative Disclosures About Market Risk for further discussion. At December 31, 2018, we had the ability to immediately borrow an additional \$118.5 million from the FHLB of Cincinnati and \$52.4 million from the FRB-Cleveland Discount Window. From the perspective of collateral value securing FHLB of Cincinnati advances, our capacity limit for additional borrowings beyond the outstanding balance at December 31, 2018 was \$4.77 billion, subject to satisfaction of the FHLB of Cincinnati common stock ownership requirement. To satisfy the common stock ownership requirement for the maximum limit of borrowing, we would have to increase our ownership of FHLB of Cincinnati common stock by an additional \$95.3 million.

The Association and the Company are subject to various regulatory capital requirements, including a risk-based capital measure. The Basel III capital framework for U.S. banking organizations ("Basel III Rules") includes both a revised definition of capital and guidelines for calculating risk-weighted assets by assigning balance sheet assets and off-balance sheet items to broad risk categories. Effective January 1, 2015, the OCC and the other federal bank regulatory agencies revised their leverage and risk-based capital requirements and the method for calculating risk-weighted assets to make them consistent with agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the DFA and revised the definition of assets used in the Tier 1 (leverage) capital ratio from adjusted tangible assets (a measurement computed based on quarter-end asset balances) to net average assets (a measurement computed based on the average of daily asset balances during the quarter). Among other things, the rule established a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets) and increased the minimum Tier 1 capital to risk-based assets requirement (from 4% to 6% of risk-weighted assets). The rule also requires unrealized gains and losses on certain "available-for-sale" security holdings and change in defined benefit plan obligations to be included for purposes of calculating regulatory capital requirements unless a one-time opt-in or opt-out is exercised. The Association exercised its one time opt-out election with the filing of its March 31, 2015 regulatory call report. Effective January 1, 2015, the Association implemented the new capital requirements for the standardized approach to the Basel III Rules, subject to transitional provisions extending through the end of 2018. The final rule also implemented consolidated capital requirements for savings and loan holding companies effective January 1, 2015.

On January 1, 2016, the Association became subject to the "capital conservation buffer" requirement, which is being phased in over three years, increasing each year until fully implemented at 2.5% on January 1, 2019. The requirement would limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% in addition to the minimum capital requirements. At December 31, 2018, the Association exceeded the fully phased in regulatory requirement for the "capital conservation buffer".

As of December 31, 2018, the Association exceeded all regulatory requirements to be considered "Well Capitalized" as presented in the table below (dollar amounts in thousands).

Actual		Well Capitalized Levels	
Amount	Ratio	Amount	Ratio

Edgar Filing: TFS Financial CORP - Form 10-Q

Total Capital to Risk-Weighted Assets	\$1,495,984	19.56%	\$764,673	10.00%
Tier 1 (Leverage) Capital to Net Average Assets	1,454,043	10.32%	704,497	5.00%
Tier 1 Capital to Risk-Weighted Assets	1,454,043	19.02%	611,738	8.00%
Common Equity Tier 1 Capital to Risk-Weighted Assets	1,454,029	19.02%	497,037	6.50%

61

---

Table of Contents

The capital ratios of the Company as of December 31, 2018 are presented in the table below (dollar amounts in thousands).

	Actual	
	Amount	Ratio
Total Capital to Risk-Weighted Assets	\$1,761,071	22.94 %
Tier 1 (Leverage) Capital to Net Average Assets	1,719,133	12.17 %
Tier 1 Capital to Risk-Weighted Assets	1,719,133	22.40 %
Common Equity Tier 1 Capital to Risk-Weighted Assets	1,719,133	22.40 %

In addition to the operational liquidity considerations described above, which are primarily those of the Association, the Company, as a separate legal entity, also monitors and manages its own, parent company-only liquidity, which provides the source of funds necessary to support all of the parent company's stand-alone operations, including our capital distribution strategies, which encompass our share repurchase and dividend payment programs. The Company's primary source of liquidity is dividends received from the Association. The amount of dividends that the Association may declare and pay to the Company in any calendar year, without the receipt of prior approval from the OCC but with prior notice to the FRB-Cleveland, cannot exceed net income for the current calendar year-to-date period plus retained net income (as defined) for the preceding two calendar years, reduced by prior dividend payments made during those periods. In December 2018, the Company received an \$85.0 million cash dividend from the Association. Because of its intercompany nature, this dividend payment had no impact on the Company's capital ratios or its consolidated statement of condition but reduced the Association's reported capital ratios. At December 31, 2018, the Company had, in the form of cash and a demand loan from the Association, \$202.2 million of funds readily available to support its stand-alone operations.

On October 27, 2016, the Company announced that the Board of Directors approved the Company's eighth stock repurchase program, which authorized the repurchase of up to 10,000,000 shares of the Company's outstanding common stock. There were 3,775,521 shares repurchased under that program through December 31, 2018. During the three months ended December 31, 2018, the Company repurchased \$3.7 million of its common stock.

On July 11, 2018, at a special meeting of members of Third Federal Savings, MHC, the members (depositors and certain loan customers of the Association) of Third Federal Savings, MHC voted to approve Third Federal Savings, MHC's proposed waiver of dividends, aggregating up to \$1.00 per share, to be declared on the Company's common stock during the twelve months subsequent to the members' approval (i.e., through July 11, 2019). The members approved the waiver by casting 63% of the eligible votes in favor of the waiver. Of the votes cast, 97% were in favor of the proposal. Third Federal Savings, MHC is the 81% majority shareholder of the Company. Following the receipt of the members' approval at the July 11, 2018 special meeting, Third Federal Savings, MHC filed a notice with, and subsequently received the non-objection of the FRB-Cleveland for the proposed dividend waivers.

The payment of dividends, support of asset growth and stock repurchases are planned to continue in the future as the focus for future capital deployment activities.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

**General.** The majority of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk has historically been interest rate risk. In general, our assets, consisting primarily of mortgage loans, have longer maturities than our liabilities, consisting primarily of deposits and advances from the FHLB of Cincinnati. As a result, a fundamental component of our business strategy is to manage interest rate risk and limit the exposure of our net interest income to changes in market interest rates. Accordingly, our Board of Directors has established risk parameter limits deemed appropriate given our business strategy, operating environment, capital, liquidity and performance objectives. Additionally, our Board of Directors has authorized the formation of an Asset/Liability Management Committee comprised of key operating personnel, which is responsible for managing this risk in a manner that is consistent with the guidelines and risk limits approved by the Board of Directors. Further, the Board has established the Directors Risk Committee, which, among other responsibilities, conducts regular oversight and review of the guidelines, policies and deliberations of the Asset/Liability Management Committee. We have sought to manage our interest rate risk in order to control the exposure of our earnings and capital to changes in interest rates.

As part of our ongoing asset-liability management, we use the following strategies to manage our interest rate risk:

- (i) marketing adjustable-rate and shorter-maturity (10-year, fixed-rate mortgage) loan products;  
lengthening the weighted average remaining term of major funding sources, primarily by offering attractive
- (ii) interest rates on deposit products, particularly longer-term certificates of deposit, and through the use of  
longer-term

Table of Contents

advances from the FHLB of Cincinnati (or shorter-term advances converted to longer-term durations via the use of interest rate exchange contracts that qualify as cash flow hedges) and longer-term brokered certificates of deposit;

(iii) investing in shorter- to medium-term investments and mortgage-backed securities;

(iv) maintaining the levels of capital required for "well capitalized" designation;  
and

(v) securitizing and/or selling long-term, fixed-rate residential real estate mortgage loans.

During the three months ended December 31, 2018, \$20.7 million of agency-compliant, long-term, fixed-rate mortgage loans were sold to Fannie Mae on a servicing retained basis. At December 31, 2018, \$0.8 million of agency-compliant, long-term, fixed-rate residential first mortgage loans that qualified under Fannie Mae's HARP II or Home Ready programs, were classified as "held for sale." Of the agency-compliant loan sales during the three months ended December 31, 2018, \$7.2 million was comprised of long-term (15 to 30 years), fixed-rate first mortgage loans which were sold under Fannie Mae's HARP II or Home Ready programs, and \$13.5 million was comprised of long-term (15 to 30 years), fixed-rate first mortgage loans which had been originated under our revised procedures and were sold to Fannie Mae under our reinstated seller contract, as described in the next paragraph. At December 31, 2018, we did not have any outstanding loan sales commitments.

Fannie Mae, historically the Association's primary loan investor, implemented, effective July 2010, certain loan origination requirement changes affecting loan eligibility that we chose not to adopt until fiscal 2013. Since then, first mortgage loans (primarily fixed-rate, mortgage refinances with terms of 15 years or more and HARP II, and more recently HomeReady, loans) that are originated under the revised procedures are eligible for sale to Fannie Mae either as whole loans or within mortgage-backed securities. We expect that certain loan types (i.e. our Smart Rate adjustable-rate loans, home purchase fixed-rate loans and 10-year fixed-rate loans) will continue to be originated under our legacy procedures. For loans that are not originated under the revised (Fannie Mae) procedures, the Association's ability to reduce interest rate risk via loan sales is limited to those loans that have established payment histories, strong borrower credit profiles and are supported by adequate collateral values that meet the requirements of the FHLB's Mortgage Purchase Program or of private third-party investors.

In response to the impact that the 2008 financial crisis had on housing and more particularly on the operation of the secondary mortgage market, we have actively marketed an adjustable-rate mortgage loan product since 2010 and a 10-year fixed-rate mortgage loan product since 2012. Each of these products provides us with improved interest rate risk characteristics when compared to longer-term, fixed-rate mortgage loans. Shortening the average maturity of our interest-earning assets by increasing our investments in shorter-term loans and investments, as well as loans and investments with variable rates of interest, helps to better match the maturities and interest rates of our assets and liabilities, thereby reducing the exposure of our net interest income to changes in market interest rates. By following these strategies, we believe that we are better positioned to react to increases in market interest rates.

The Association evaluates funding source alternatives as it seeks to extend its liability duration. Extended duration funding sources that are currently considered include: retail certificates of deposit (which, subject to a fee, generally provide depositors with an early withdrawal option, but do not require pledged collateral); brokered certificates of deposit (which generally do not provide an early withdrawal option and do not require collateral pledges); collateralized borrowings which are not subject to creditor call options (generally advances from the FHLB of Cincinnati); and interest rate exchange contracts ("swaps") which are subject to collateral pledges and which require specific structural features to qualify for hedge accounting treatment (hedge accounting treatment directs that periodic mark-to-market adjustments be recorded in other comprehensive income (loss) in the equity section of the balance sheet rather than being included in operating results of the income statement). The Association's intent is that any swap to which it may be a party will qualify for hedge accounting treatment. The Association attempts to be opportunistic in the timing of its funding duration deliberations and when evaluating alternative funding sources, compares effective interest rates, early withdrawal/call options and collateral requirements.

The Association is a party to interest rate swap agreements. Each of the Association's swap agreements is registered on the Chicago Mercantile Exchange and involves the exchange of interest payment amounts based on a notional principal balance. No exchange of principal amounts occurs and the notional principal amount does not appear on our

balance sheet. The Association uses swaps to extend the duration of its funding sources. In each of the Association's agreements, interest paid is based on a fixed rate of interest throughout the term of each agreement while interest received is based on an interest rate that resets at a specified interval (generally three months) throughout the term of each agreement. On the initiation date of the swap, the agreed upon exchange interest rates reflect market conditions at that point in time. Swaps generally require counterparty collateral pledges that ensure the counterparties' ability to comply with the conditions of the agreement. The notional amount of the Association's swap portfolio at December 31, 2018 was \$1.95 billion. The swap portfolio's weighted average fixed pay rate was 1.90% and the weighted average remaining term was 3.6 years. Concurrent with the execution of each swap, the Association entered into a short-term borrowing from the FHLB of Cincinnati in an amount equal to the notional amount of the swap and with interest rate resets aligned with the reset interval of the swap. Each individual swap agreement has been



Table of Contents

designated as a cash flow hedge of interest rate risk associated with the Association's variable rate borrowings from the FHLB of Cincinnati.

Economic Value of Equity. Using customized modeling software, the Association prepares periodic estimates of the amounts by which the net present value of its cash flows from assets, liabilities and off-balance sheet items (the association's economic value of equity or EVE) would change in the event of a range of assumed changes in market interest rates. The simulation model uses a discounted cash flow analysis and an option-based pricing approach in measuring the interest rate sensitivity of EVE. The model estimates the economic value of each type of asset, liability and off-balance sheet contract under the assumption that instantaneous changes (measured in basis points) occur at all maturities along the United States Treasury yield curve and other relevant market interest rates. A basis point equals one, one-hundredth of one percent, and 100 basis points equals one percent. An increase in interest rates from 2% to 3% would mean, for example, a 100 basis point increase in the "Change in Interest Rates" column below. The model is tailored specifically to our organization, which, we believe, improves its predictive accuracy. The following table presents the estimated changes in the Association's EVE at December 31, 2018 that would result from the indicated instantaneous changes in the United States Treasury yield curve and other relevant market interest rates. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

Change in Interest Rates (basis points) (1)	Estimated EVE (2)	Estimated Increase (Decrease) in EVE		EVE as a Percentage of Present Value of Assets (3)		EVE Ratio (4)	Increase (Decrease) (basis points)
		Amount	Percent	EVE	Ratio (4)		
		(Dollars in thousands)					
+300	\$ 1,353,755	\$ (662,534)	(32.86)%	10.34%		(360)	
+200	1,620,466	(395,823)	(19.63)%	11.94%		(200)	
+100	1,851,695	(164,594)	(8.16)%	13.19%		(75)	
0	2,016,289	—	—	13.94%		—	
-100	2,076,581	60,292	2.99%	14.02%		8	

(1) Assumes an instantaneous uniform change in interest rates at all maturities.

(2) EVE is the discounted present value of expected cash flows from assets, liabilities and off-balance sheet contracts.

(3) Present value of assets represents the discounted present value of incoming cash flows on interest-earning assets.

(4) EVE Ratio represents EVE divided by the present value of assets.

The table above indicates that at December 31, 2018, in the event of an increase of 200 basis points in all interest rates, the Association would experience a 19.63% decrease in EVE. In the event of a 100 basis point decrease in interest rates, the Association would experience a 2.99% increase in EVE.

The following table is based on the calculations contained in the previous table, and sets forth the change in the EVE at a +200 basis point rate of shock at December 31, 2018, with comparative information as of September 30, 2018. By regulation, the Association must measure and manage its interest rate risk for interest rate shocks relative to established risk tolerances in EVE.

Risk Measure (+200 Basis Points Rate Shock)

	At December 31, 2018		At September 30, 2018	
Pre-Shock EVE Ratio	13.94	%	15.54	%
Post-Shock EVE Ratio	11.94	%	13.35	%
Sensitivity Measure in basis points	(200)	)	(219)	)

Edgar Filing: TFS Financial CORP - Form 10-Q

Percentage Change in EVE (19.63 )% (19.65 )%

Certain shortcomings are inherent in the methodologies used in measuring interest rate risk through changes in EVE. Modeling changes in EVE require making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the EVE tables presented above assume:  
no new growth or business volumes;

64

---

Table of Contents

that the composition of our interest-sensitive assets and liabilities existing at the beginning of a period remains constant over the period being measured, except for reductions to reflect mortgage loan principal repayments along with modeled prepayments and defaults; and

- that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities.

Accordingly, although the EVE tables provide an indication of our interest rate risk exposure as of the indicated dates, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our EVE and will differ from actual results. In addition to our core business activities, which primarily sought to originate Smart Rate (adjustable), home equity lines of credit (adjustable) and 10-year fixed-rate loans funded by borrowings from the FHLB and intermediate term CDs (including brokered CDs), and which are intended to have a favorable impact on our IRR profile, the impact of several other items and events resulted in the 0.02% improvement in the Percentage Change in EVE measure at December 31, 2018 when compared to the measure at September 30, 2018. Factors contributing to this improvement included changes in market rates, capital actions by the Association, assumption and modeling changes and changes due to business activity. Movement in market interest rates included a decrease of 33 basis points for the two-year term, a decrease of 44 basis points for the five-year term and a decrease of 38 basis points for the ten-year term, and which resulted in an improvement of 2.57% in the Percentage Change in EVE. Combined with this improvement was the impact of an \$85.0 million cash dividend that the Association paid to the Company. Because of its intercompany nature, this payment had no impact on the Company's capital position, or the Company's overall IRR profile, but reduced the Association's regulatory capital and regulatory capital ratios and negatively impacted the Association's Percentage Change in EVE by approximately 0.78%. Additionally, modifications and enhancements to our modeling assumptions and methodologies, which are continually challenged and evaluated, on a net basis, negatively impacted the Association's Percentage Change in EVE by 3.60%. Our core business activities, as described at the beginning of this paragraph, are generally intended to have a positive impact on our IRR profile, the actual impact is determined by a number of factors, including the pace of mortgage asset additions to our balance sheet (including consideration of outstanding commitments to originate those assets), in comparison to the pace of the addition of duration extending funding sources. During the current fiscal year-to-date period, the net affect of mortgage asset accumulation and funding source extension resulted in 1.83% of improvement to our Percentage Change in EVE. The IRR simulation results presented above were in line with management's expectations and were within the risk limits established by our Board of Directors.

Our simulation model possesses random patterning capabilities and accommodates extensive regression analytics applicable to the prepayment and decay profiles of our borrower and depositor portfolios. The model facilitates the generation of alternative modeling scenarios and provides us with timely decision making data that is integral to our IRR management processes. Modeling our IRR profile and measuring our IRR exposure are processes that are subject to continuous revision, refinement, modification, enhancement, back testing and validation. We continually evaluate, challenge and update the methodology and assumptions used in our IRR model, including behavioral equations that have been derived based on third-party studies of our customer historical performance patterns. Changes to the methodology and/or assumptions used in the model will result in reported IRR profiles and reported IRR exposures that will be different, and perhaps significantly, from the results reported above.

**Earnings at Risk.** In addition to EVE calculations, we use our simulation model to analyze the sensitivity of our net interest income to changes in interest rates (the institution's EaR). Net interest income is the difference between the interest income that we earn on our interest-earning assets, such as loans and securities, and the interest that we pay on our interest-bearing liabilities, such as deposits and borrowings. In our model, we estimate what our net interest income would be for prospective 12 and 24 month periods using customized (based on our portfolio characteristics) assumptions with respect to loan prepayment rates, default rates and deposit decay rates, and the implied forward yield curve as of the market date for assumptions as to projected interest rates. We then calculate what our estimated net interest income would be for the same period under numerous interest rate scenarios. The simulation process is subject to continual enhancement, modification, refinement and adaptation in order that it might most accurately reflect our current circumstances, factors and expectations. As of December 31, 2018, we estimated that our EaR for the 12

months ending December 31, 2019 would decrease by 3.01% in the event that market interest rates used in the simulation were adjusted in equal monthly amounts (termed a "ramped" format) during the 12 month measurement period to an aggregate increase of 200 basis points. This assumption differs from the assumption used to report our EaR estimates in reporting periods prior to March 31, 2017, when our EaR disclosures were determined under assumed instantaneous changes in market interest rates. While that scenario is no longer used, the Association continues to calculate instantaneous scenarios, and as of December 31, 2018, we estimated that our EaR for the 12 months ending December 31, 2019 would decrease by 6.06% in the event of an instantaneous 200 basis point increase in market interest rates.

## Table of Contents

Certain shortcomings are also inherent in the methodologies used in determining interest rate risk through changes in EaR. Modeling changes in EaR require making certain assumptions that may or may not reflect the manner in which actual yields and costs respond to changes in market interest rates. In this regard, the interest rate risk information presented above assumes that a particular change in interest rates is reflected uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although interest rate risk calculations provide an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our net interest income and will differ from actual results. In addition to the preparation of computations as described above, we also formulate simulations based on a variety of non-linear changes in interest rates and a variety of non-constant balance sheet composition scenarios.

**Other Considerations.** The EVE and EaR analyses are similar in that they both start with the same month end balance sheet amounts, weighted average coupon and maturity. The underlying prepayment, decay and default assumptions are also the same and they both start with the same month end "markets" (Treasury and Libor yield curves, etc.). From that similar starting point, the models follow divergent paths. EVE is a stochastic model using 100 different interest rate paths to compute market value at the cohorted transaction level for each of the categories on the balance sheet whereas EaR uses the implied forward curve to compute interest income/expense at the cohorted transaction level for each of the categories on the balance sheet.

EVE is considered as a point in time calculation with a "liquidation" view of the Association where all the cash flows (including interest, principal and prepayments) are modeled and discounted using discount factors derived from the current market yield curves. It provides a long term view and helps to define changes in equity and duration as a result of changes in interest rates. On the other hand, EaR is based on balance sheet projections going one year and two years forward and assumes new business volume and pricing to calculate net interest income under different interest rate environments. EaR is calculated to determine the sensitivity of net interest income under different interest rate scenarios. With each of these models, specific policy limits have been established that are compared with the actual month end results. These limits have been approved by the Association's Board of Directors and are used as benchmarks to evaluate and moderate interest rate risk. In the event that there is a breach of policy limits that extends beyond two consecutive quarter end measurement periods, management is responsible for taking such action, similar to those described under the preceding heading of General, as may be necessary in order to return the Association's interest rate risk profile to a position that is in compliance with the policy. At December 31, 2018, the IRR profile as disclosed above was within our internal limits.

### Item 4. Controls and Procedures

Under the supervision of and with the participation of the Company's management, including our principal executive officer and principal financial officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) or 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Act is accumulated

and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based upon that evaluation, our principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms.

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## Part II — Other Information

### Item 1. Legal Proceedings

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

Item 1A. Risk Factors

Table of Contents

Except as described in the Quarterly Report on Form 10-Q for the quarter ended December 31, 2018, there have been no material changes in the "Risk Factors" previously disclosed in our Annual Report on Form 10-K, filed with the SEC on November 27, 2018 (File No. 001-33390).

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

(a) Not applicable

(b) Not applicable

(c) The following table summarizes our stock repurchase activity during the quarter ended December 31, 2018.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans (1)	Maximum Number of Shares that May Yet be Purchased Under the Plans
October 1, 2018 through October 31, 2018	46,000	\$ 14.78	46,000	6,420,979
November 1, 2018 through November 30, 2018	90,000	15.68	90,000	6,330,979
December 1, 2018 through December 31, 2018	106,500	15.82	106,500	6,224,479
	242,500	15.57	242,500	

On October 27, 2016, the Company announced that the Board of Directors approved the Company's eighth stock repurchase program, which authorized the repurchase of up to 10,000,000 shares of the Company's outstanding (1) common stock. Purchases under the program will be on an ongoing basis and subject to the availability of stock, general market conditions, the trading price of the stock, alternative uses of capital, and our financial performance. Repurchased shares will be held as treasury stock and be available for general corporate use.

On July 11, 2018, at a special meeting of members of Third Federal Savings, MHC, the members (depositors and certain loan customers of the Association) of Third Federal Savings, MHC voted to approve Third Federal Savings, MHC's proposed waiver of dividends, aggregating up to \$1.00 per share, to be declared on the Company's common stock during the four quarterly periods ending June 30, 2019. The members approved the waiver by casting 63% of the eligible votes in favor of the waiver. Of the votes cast, 97% were in favor of the proposal. Third Federal Savings, MHC is the 81% majority shareholder of the Company.

Following the receipt of the members' approval at the July 11, 2018 special meeting, Third Federal Savings, MHC filed a notice with, and subsequently received the non-objection of the FRB-Cleveland for the proposed dividend waivers.

## Item 3. Defaults Upon Senior Securities

Not applicable

## Item 4. Mine Safety Disclosures

Not applicable

## Item 5. Other Information

Not applicable

Table of Contents

Item 6.

(a) Exhibits

31.1 Certification of chief executive officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934

31.2 Certification of chief financial officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934

32 Certification of chief executive officer and chief financial officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350

The following unaudited financial statements from TFS Financial Corporation’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2018, filed on February 7, 2019, formatted in XBRL: (i) Consolidated Statements of Condition, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) Notes to Unaudited Interim Consolidated Financial Statements.

101.INS	Interactive datafile	XBRL Instance Document
101.SCH	Interactive datafile	XBRL Taxonomy Extension Schema Document
101.CAL	Interactive datafile	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Interactive datafile	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Interactive datafile	XBRL Taxonomy Extension Label Linkbase
101.PRE	Interactive datafile	XBRL Taxonomy Extension Presentation Linkbase Document



Table of Contents

**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.

TFS Financial Corporation

Dated: February 7, 2019 /s/ Marc A. Stefanski  
Marc A. Stefanski  
Chairman of the Board, President  
and Chief Executive Officer

Dated: February 7, 2019 /s/ Paul J. Huml  
Paul J. Huml  
Chief Financial Officer