Oconee Federal Financial Corp.
Form 10-Q
May 15, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period ended March 31, 2013

Or

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

For transition period from to

Commission File Number 001-35033

Oconee Federal Financial Corp.

(Exact Name of Registrant as Specified in Charter)

Federal	**32-0330122**
(State of Other Jurisdiction of Incorporation)	(I.R.S Employer Identification Number)
201 East North Second Street, Seneca, South Carolina	**29678**
(Address of Principal Executive Officers)	(Zip Code)

(864) 882-2765

Registrant s telephone number, including area code

Not Applicable

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

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

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

Indicate the number of shares outstanding of each of the Issuer s classes of common stock as of the latest practicable date.

There were 6,012,395 shares of Common Stock, par value $.01 per share, outstanding as of May 12, 2013.

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OCONEE FEDERAL FINANCIAL CORP.

Form 10-Q Quarterly Report

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OCONEE FEDERAL FINANCIAL CORP.

CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share and per share data)

PART I

ITEM 1. FINANCIAL STATEMENTS

		March 31, 2013 (Unaudited)		June 30, 2012 (*)
ASSETS				
Cash and due from banks	$	4,350	$	3,374
Interest-bearing deposits		43,310		44,238
Total cash and cash equivalents		47,660		47,612
Securities held-to-maturity (fair value: March 31, 2013 - $8,434 and June 30, 2012 - $9,147)		8,139		8,733
Securities available-for-sale		84,848		64,540
Loans, net of allowance for loan losses of $747 and $857		226,939		249,832
Premises and equipment, net		3,098		3,183
Real estate owned, net		1,241		854
Accrued interest receivable				
Loans		896		953
Investments		341		230
Restricted equity securities		449		564
Bank owned life insurance		400		385
Prepaid FDIC insurance premiums		252		345
Other assets		542		522
Total assets	$	374,805	$	377,753
LIABILITIES				
Deposits				
Non-interest bearing	$	4,458	$	3,394
Interest bearing		289,326		289,974
Total deposits		293,784		293,368
Accrued interest payable and other liabilities		1,814		1,401
Total liabilities		295,598		294,769
SHAREHOLDERS EQUITY				
Common stock, $0.01 par value, 100,000,000 shares authorized; 6,071,095 and 6,423,645 shares outstanding at March 31, 2013 and June 30, 2012		64		64
Treasury stock, at par 363,999 and 11,449 shares at March 31, 2013 and June 30, 2012		(4)		
Additional paid in capital		15,633		20,880
Retained earnings		64,848		63,693
Accumulated other comprehensive income		777		599
Unearned ESOP shares		(2,111)		(2,252)

Total shareholders equity		79,207		82,984
Total liabilities and shareholders equity	$	374,805	$	377,753

(*) Derived from audited consolidated financial statements

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME

(Unaudited)

(Amounts in thousands, except share and per share data)

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Nine Months Ended March 31, 2013	Nine Months Ended March 31, 2012
Interest and dividend income:				
Loans, including fees	$ 3,136	$ 3,511	$ 9,740	$ 10,819
Securities, taxable	296	240	836	608
Federal funds sold and other	19	30	57	92
Total interest income	3,451	3,781	10,633	11,519
Interest expense:				
Deposits	513	747	1,706	2,535
Total interest expense	513	747	1,706	2,535
Net interest income	2,938	3,034	8,927	8,984
Provision for loan losses	180	82	257	224
Net interest income after provision for loan losses	2,758	2,952	8,670	8,760
Noninterest income:				
Service charges on deposit accounts	21	24	63	60
Gain on sales of securities		22	14	89
Gain on sales of real estate owned			65	46
Other	67	12	80	18
Total noninterest income	88	58	222	213
Noninterest expense:				
Salaries and employee benefits	859	700	2,473	2,127
Occupancy and equipment	158	165	489	496
Data processing	65	61	193	237
Professional and supervisory fees	131	118	306	361
Office expense	71	38	117	115
Advertising	19	14	54	51
FDIC deposit insurance	40	42	107	123
Charitable contributions	1	1	2	1
Provision for real estate owned and related expenses	11	199	65	536
Other	82	90	228	287
Total noninterest expense	1,437	1,428	4,034	4,334
Income before income taxes	1,409	1,582	4,858	4,639
Income tax expense	559	634	1,885	1,821
Net income	$ 850	$ 948	$ 2,973	$ 2,818

Other comprehensive income, net of tax								
Unrealized gain on securities available-for-sale, net of taxes	$	(25)	$	111	$	187	$	208
Reclassification adjustment for gains realized in income, net of taxes						(9)		(42)
Other comprehensive income		(25)		111		178		166
Comprehensive income	$	825	$	1,059	$	3,151	$	2,984
Basic net income per share: (Note 2)	$	0.14	$	0.16	$	0.49	$	0.46
Diluted net income per share (Note 2)	$	0.14	$	0.16	$	0.48	$	0.46
Dividends declared per share	$	0.10	$	0.10	$	0.30	$	0.20

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS EQUITY

(Unaudited)

(Amounts in thousands, except share and per share data)

	Common Stock	Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Unearned ESOP Shares	Total
Balance at June 30, 2011	$ 63	$	$ 20,935	$ 61,516	$ 136	$ (2,439)	$ 80,211
Net income				2,818			2,818
Other comprehensive income					166		166
Dividends				(1,201)			(1,201)
ESOP shares earned			23			146	169
Balance at March 31, 2012	$ 63	$	$ 20,958	$ 63,133	$ 302	$ (2,293)	$ 82,163
Balance at June 30, 2012	$ 64	$	$ 20,880	$ 63,693	$ 599	$ (2,252)	$ 82,984
Net income				2,973			2,973
Other comprehensive income					178		178
Purchase of 352,550 shares of treasury stock (3)		(4)	(5,475)				(5,479)
Stock-based compensation expense			171				171
Dividends (1, 2)				(1,818)			(1,818)
ESOP shares earned			57			141	198
Balance at March 31, 2013	$ 64	$ (4)	$ 15,633	$ 64,848	$ 777	$ (2,111)	$ 79,207

(1) Quarterly cash dividends of $0.10 per share of common stock were declared on July 26, 2012, October 25, 2012 and January 24, 2013.

(2) Cash dividends of $99 paid on unallocated ESOP shares were used to reduce the ESOP debt. As a result, additional ESOP shares were released to participants in the plan, resulting in additional compensation expense of $97.

(3) On December 7, 2012, December 24, 2012, February 27, 2013 and March 4, 2013 , 113,200, 50,000 14,350 and 175,000 shares, respectively, were repurchased into the treasury. The cost of the shares was a weighted average of $15.54 per share for each purchase. The treasury stock method was used to record the repurchases.

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Amounts in thousands, except share and per share data)

	Nine Months Ended March 31, 2013	Nine Months Ended March 31, 2012
Cash Flows From Operating Activities		
Net income	$ 2,973	$ 2,818
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	257	224
Provision for real estate owned	3	349
Depreciation and amortization, net	858	341
Deferred loan fees, net	211	200
Gain on sale of real estate owned	(65)	(46)
Gain on sales of securities	(14)	(89)
Loss from other-than-temporary impairment		7
Income on bank owned life insurance	(15)	(18)
ESOP compensation expense	198	169
Stock based compensation expense	171	
Net change in operating assets and liabilities:		
Accrued interest receivable	(54)	(187)
Accrued interest payable	(16)	(11)
Other	394	(424)
Net cash provided by operating activities	4,901	3,333
Cash Flows From Investing Activities		
Purchases of premises and equipment	(69)	(116)
Purchases of securities held-to-maturity	(1,743)	(1,743)
Purchases of securities available-for-sale	(31,309)	(38,998)
Proceeds from maturities, paydowns and calls of securities available-for-sale	9,399	3,838
Proceeds from maturities, paydowns and calls of securities held-to-maturity	2,292	1,908
Proceeds from sales of securities available-for-sale	1,243	10,509
(Purchases) redemptions of restricted equity securities	115	(7)
Proceeds from sale of real estate owned	1,128	1,642
Loan originations and repayments, net	20,972	8,462
Net cash provided by (used in) investing activities	2,028	(14,505)
Cash Flows from Financing Activities		
Net change in deposits	416	791
Dividends paid	(1,818)	(1,201)
Purchase of treasury stock	(5,479)	
Net cash used in financing activities	(6,881)	(410)
Change in cash and cash equivalents	48	(11,582)
Cash and cash equivalents, beginning of year	47,612	60,830
Cash and cash equivalents, end of period	$ 47,660	$ 49,248

See accompanying notes to the consolidated financial statements

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OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

(1) BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements of Oconee Federal Financial Corp., which include the accounts of its wholly owned subsidiary Oconee Federal Savings and Loan Association (the Association) (referred to herein as the Company, we, us, or our) have b prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted pursuant to such rules and regulations. Intercompany accounts and transactions are eliminated during consolidation. The Company is majority owned (67.99%) by Oconee Federal, MHC. These financial statements do not include the transactions and balances of Oconee Federal, MHC.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the Company s financial position as of March 31, 2013 and June 30, 2012 and the results of operations and cash flows for the interim periods ended March 31, 2013 and 2012. All interim amounts have not been audited, and the results of operations for the interim periods herein are not necessarily indicative of the results of operations to be expected for the year. These consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and notes thereto included in the Form 10-K Annual Report of Oconee Federal Financial Corp. for the year ended June 30, 2012.

Certain reclassifications have been made to the June 30, 2012 financial statement presentation to correspond to the current period s format. In order to provide a more accurate presentation of the interest bearing and noninterest bearing cash balances, $11,602 has been reclassified from cash and due from banks to interest-bearing deposits at June 30, 2012. The reclassification does not represent a change in accounting principal nor a correction of an error, as the total cash and cash equivalents has not changed. Total equity and net income are unchanged due to these reclassifications.

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(Unaudited)

(Amounts in thousands, except share and per share data)

(2) EARNINGS PER SHARE (EPS)

Basic EPS is determined by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding for the period. ESOP shares are considered outstanding for this calculation unless unearned. The factors used in the earnings per common share computation follow:

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Earnings per share				
Net income	$ 850	$ 948	$ 2,973	$ 2,818
Less: distributed earnings allocated to participating securities	(9)		(25)	
Less: (undistributed income) dividends in excess of earnings allocated to participating securities	(3)		(16)	
Net earnings available to common shareholders	$ 838	$ 948	$ 2,932	$ 2,818
Weighted average common shares outstanding including participating securities	6,202,843	6,348,000	6,339,926	6,348,000
Less: participating securities	(87,092)		(87,092)	
Less: average unearned ESOP shares	(213,364)	(232,179)	(218,040)	(237,403)
Weighted average common shares outstanding	5,902,387	6,115,821	6,034,794	6,110,597
Basic earnings per share	$ 0.14	$ 0.16	$ 0.49	$ 0.46
Weighted average shares	5,902,387	6,115,821	6,034,794	6,110,597
Add: dilutive effects of assumed exercises of stock options	24,954		20,644	
Average shares and dilutive potential common shares	5,927,341	6,115,821	6,055,438	6,110,597
Diluted earnings per share	$ 0.14	$ 0.16	$ 0.48	$ 0.46

There were no potential dilutive common shares for the three or nine months ended March 31, 2012. For the three months ended March 31, 2013 and 2012, there was no difference between basic EPS and diluted EPS. During the three and nine months ended March 31, 2013 there were no potential anti-dilutive common shares.

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OCONEE FEDERAL FINANCIAL CORP.

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(Unaudited)

(Amounts in thousands, except share and per share data)

(3) SECURITIES AVAILABLE-FOR-SALE AND HELD-TO-MATURITY

Debt, mortgage-backed and equity securities have been classified in the consolidated balance sheets according to management s intent. Investment securities at March 31, 2013 and June 30, 2012 are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
March 31, 2013				
Held-to-maturity:				
Certificates of deposit	$ 3,735	$ 23	$ (1)	$ 3,757
GNMA mortgage-backed securities	4,404	273		4,677
Total held-to-maturity	$ 8,139	$ 296	$ (1)	$ 8,434
Available-for-sale:				
FHLMC common stock	$ 20	$ 35	$	$ 55
Preferred stock (1)	734	47		781
FNMA CMO/REMIC	3,470		(10)	3,460
FHLMC CMO/REMIC	1,986		(24)	1,962
GNMA CMO/REMIC	6,071	3	(36)	6,038
FNMA mortgage-backed securities	14,263	292		14,555
FHLMC mortgage-backed securities	13,498	362		13,860
GNMA mortgage-backed securities	2,672		(16)	2,656
U.S. Government agencies	40,887	641	(47)	41,481
Total available-for-sale	$ 83,601	$ 1,380	$ (133)	$ 84,848
June 30, 2012				
Held-to-maturity:				
Certificates of deposit	$ 1,992	$ 9	$ (1)	$ 2,000
GNMA mortgage-backed securities	6,741	406		7,147
Total held-to-maturity	$ 8,733	$ 415	$ (1)	$ 9,147
Available-for-sale:				
FHLMC common stock	$ 20	$	$	$ 20
Preferred stock (1)	272			272
FNMA mortgage-backed securities	12,825	198	(6)	13,017
FHLMC mortgage-backed securities	18,380	262	(1)	18,641
U.S. Government agencies	32,081	511	(2)	32,590
Total available-for-sale	$ 63,578	$ 971	$ (9)	$ 64,540

(1) Consists of 300 shares of Southern First Bancshares, Inc. cumulative perpetual preferred stock, series T and 500 shares of BNC Bancorp cumulative perpetual preferred stock, series T.

The Company evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. The Company considers the length of time and the extent to which the fair value has been less than cost and the financial condition and near-term prospects of the issuer. Additionally, the Company considers its intent to sell or whether it will be more likely than not it will be required to sell the security prior to the security s anticipated recovery in fair value. In analyzing an issuer s financial condition, the Company may consider whether the securities are issued by federal government agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer s financial condition.

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(Unaudited)

(Amounts in thousands, except share and per share data)

At March 31, 2013, there were six U.S Government Agency securities, three GNMA CMO/REMIC, one FNMA CMO/REMIC, and two FHLMC CMO/REMIC securities with fair values below amortized cost that were classified as available-for-sale. Additionally, there were two GNMA mortgage-backed securities and two certificates of deposit with fair values below amortized cost at March 31, 2013. At June 30, 2012, there were two U.S. Government agency securities, one FHLMC mortgage-backed security, one FNMA mortgage-backed security, and two certificates of deposits with unrealized losses. None of the securities had unrealized losses greater than twelve months, and none of the unrealized losses for these securities have been recognized in net income for the three or nine months ended March 31, 2013 because of the high credit quality of the securities, management does not intend to sell and it is likely that management will not be required to sell these securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in interest rates. The fair value is expected to recover as the bonds approach their maturity date or reset date.

During the three and nine months ended March 31, 2012, management recorded an other-than-temporary impairment charge on the FHLMC common stock of $0 and $7, respectively, based on management s evaluation of the length of time the FHLMC had been impaired and the prospects of recoverability. No impairment was recorded for the three or nine months ended March 31, 2013.

The amortized cost and fair value of securities available-for-sale and held-to-maturity debt securities at March 31, 2013 by contractual maturity are summarized as follows:

	March 31, 2013	
	Amortized Cost	Estimated Fair Value
Due from one to five years	$ 28,387	$ 29,017
Due from five to ten years	12,235	12,247
Due after ten years	4,000	3,974
Mortgage-backed securities	46,364	47,208
Total	$ 90,986	$ 92,446

The following table presents the gross proceeds from sales of securities available-for-sale and gains or losses recognized for the three and nine months ended March 31, 2013 and 2012:

	Three Months Ended		Nine Months Ended	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Sales	$	$ 327	$ 1,243	$ 10,509
Gains		22	14	89
(Losses)				

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OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

(4) LOANS

The components of loans at March 31, 2013 and June 30, 2012 were as follows:

	March 31, 2013	June 30, 2012
Real estate loans:		
One- to four-family	$ 210,650	$ 234,125
Multi-family	259	264
Home equity	304	395
Nonresidential	8,754	9,226
Construction and land	8,127	7,232
Total real estate loans	228,094	251,242
Consumer and other loans	869	987
Total loans	228,963	252,229
Net deferred loan fees	(1,277)	(1,540)
Allowance for loan losses	(747)	(857)
Loans, net	$ 226,939	$ 249,832

The following tables present the activity in the allowance for loan losses for the three and nine months ended March 31, 2013 and 2012 and the balances in the allowance for loan losses and the recorded investment in loans by portfolio segment based on impairment method at March 31, 2013 and 2012:

Three Months Ended March 31, 2013

	One-to-four family	Multi-family	Real estate Home Equity	Nonresidential	Construction and land	Consumer	Total
Beginning balance	$ 778	$ 4	$ 1	$ 54	$ 26	$ 3	$ 866
Provision	183			(1)	(2)		180
Charge-offs	(299)						(299)
Recoveries							
Ending balance	$ 662	$ 4	$ 1	$ 53	$ 24	$ 3	$ 747

Allowance for loan losses:							
Ending allowance attributed to loans:							
Individually evaluated for impairment	$ 60	$	$	$	$	$	$ 60
Collectively evaluated for impairment	602	4	1	53	24	3	687
Total ending allowance balance	$ 662	$ 4	$ 1	$ 53	$ 24	$ 3	$ 747
Loans:							
Loans individually evaluated for impairment	$ 2,680	$	$	$	$	$	$ 2,680
Loans collectively evaluated for impairment	207,970	259	304	8,754	8,127	869	226,283
Total ending loans balance	$ 210,650	$ 259	$ 304	$ 8,754	$ 8,127	$ 869	$ 228,963

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OCONEE FEDERAL FINANCIAL CORP.

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(Unaudited)

(Amounts in thousands, except share and per share data)

Nine Months Ended March 31, 2013

	One-to-four family	Multi-family	Real estate Home Equity	Nonresidential	Construction and land	Consumer	Total
Beginning balance	$ 773	$ 4	$ 1	$ 56	$ 21	$ 2	$ 857
Provision	256			(3)	3	1	257
Charge-offs	(367)						(367)
Recoveries							
Ending balance	$ 662	$ 4	$ 1	$ 53	$ 24	$ 3	$ 747

[redacted]

	One-to-four family	Multi-family	Real estate Home Equity	Nonresidential	Construction and land	Consumer	Total
Beginning balance	$ 646	$ 4	$ 1	$ 57	$ 26	$ 2	$ 736
Provision	85		(1)		(2)		82
Charge-offs							
Recoveries							
Ending balance	$ 731	$ 4	$	$ 57	$ 24	$ 2	$ 818
Allowance for loan losses:							
Ending allowance attributed to loans:							
Individually evaluated for impairment	$ 82	$	$	$	$	$	$ 82
Collectively evaluated for impairment	649	4		57	24	2	736
Total ending allowance balance	$ 731	$ 4	$	$ 57	$ 24	$ 2	$ 818
Loans:							
Loans individually evaluated for impairment	$ 2,787	$	$	$	$	$	$ 2,787
Loans collectively evaluated for impairment	236,130	266	446	9,388	8,181	936	255,347
	$ 238,917	$ 266	$ 446	$ 9,388	$ 8,181	$ 936	$ 258,134

Total ending loans balance

Nine Months Ended March 31, 2012

	One-to-four family	Multi-family	Real estate Home Equity	Nonresidential	Construction and land	Consumer	Total
Beginning balance	$ 647	$ 4	$ 1	$ 56	$ 38	$ 3	$ 749
Provision	239				(14)	(1)	224
Charge-offs	(155)						(155)
Recoveries							
Ending balance	$ 731	$ 4	$ 1	$ 56	$ 24	$ 2	$ 818

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OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

The following table presents the balances in the allowance for loan losses and the recorded investment in loans by portfolio segment based on impairment method at June 30, 2012:

June 30, 2012

	One-to-four family	Multi-family	Real estate Home Equity	Nonresidential	Construction and land	Consumer	Total
Allowance for loan losses:							
Ending allowance attributed to loans:							
Individually evaluated for impairment	$ 101	$	$	$	$	$	$ 101
Collectively evaluated for impairment	672	4	1	56	21	2	756
Total ending allowance balance	$ 773	$ 4	$ 1	$ 56	$ 21	$ 2	$ 857
Loans:							
Loans individually evaluated for impairment	$ 2,483	$	$	$	$	$	$ 2,483
Loans collectively evaluated for impairment	231,642	264	395	9,226	7,232	987	249,746
Total ending loans balance	$ 234,125	$ 264	$ 395	$ 9,226	$ 7,232	$ 987	$ 252,229

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OCONEE FEDERAL FINANCIAL CORP.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(Amounts in thousands, except share and per share data)

The following table presents loans individually evaluated for impairment by portfolio segment at March 31, 2013 and June 30, 2012, including the average recorded investment balance and interest earned for the nine months ended March 31, 2013 and year ended June 30, 2012:

	March 31, 2013					June 30, 2012				
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no recorded allowance:										
Real estate loans:										
One- to four-family	$ 1,961	$ 1,961	$	$ 1,316	$ 48	$ 670	$ 670	$	$ 1,135	$
Multi-family										
Home equity										
Nonresidential										
Construction and land										
Total real estate loans	1,961	1,961		1,316	48	670	670		1,135	
Consumer and other loans										
Total	$ 1,961	$ 1,961	$	$ 1,316	$ 48	$ 670	$ 670	$	$ 1,135	$
With recorded allowance:										
Real estate loans:										
One- to four-family	$ 719	$ 719	$ 60	$ 1,266	$ 14	$ 1,813	$ 1,813	$ 101	$ 1,111	$
Multi-family										
Home equity										
Nonresidential										
Construction and land										
Total real estate loans	719	719	60	1,266	14	1,813	1,813	101	1,111	
Consumer and other loans										
Total	$ 719	$ 719	$ 60	$ 1,266	$ 14	$ 1,813	$ 1,813	$ 101	$ 1,111	$
Totals:										

Real estate	$	2,680	$	2,680	$	60	$	2,582	$	62	$	2,483	$	2,483	$	101	$	2,246	$	
Consumer and other loans																				
Total	$	2,680	$	2,680	$	60	$	2,582	$	62	$	2,483	$	2,483	$	101	$	2,246	$	

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The following table presents the aging of the recorded investment in past due loans at March 31, 2013 and June 30, 2012 by portfolio class of loans:

March 31,2013

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans	Accruing Loans Past Due 90 Days or More
Real estate loans:							
One- to four-family	$ 5,216	$ 611	$ 1,472	$ 7,299	$ 203,351	$ 210,650	$ 207
Multi-family					259	259	
Home equity					304	304	
Nonresidential					8,754	8,754	
Construction and land	232	18		250	7,877	8,127	
Total real estate loans	5,448	629	1,472	7,549	220,545	228,094	207
Consumer and other loans					869	869	
Total	$ 5,448	$ 629	$ 1,472	$ 7,549	$ 221,414	$ 228,963	$ 207

June 30, 2012

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans	Accruing Loans Past Due 90 Days or More
Real estate loans:							
One- to four-family	$ 4,305	$ 140	$ 2,302	$ 6,747	$ 227,378	$ 234,125	$ 145
Multi-family					264	264	
Home equity					395	395	
Nonresidential					9,226	9,226	
Construction and land	163			163	7,069	7,232	
Total real estate loans	4,468	140	2,302	6,910	244,332	251,242	145

Consumer and other loans					987	987	
Total	$ 4,468	$ 140	$ 2,302	$ 6,910	$ 245,319	$ 252,229	$ 145

At March 31, 2013, nonaccrual loans were $1,467, of which $1,265 were past due 90 days or more. There was $202 of nonaccrual loans that were 30-59 days past due. At June 30, 2012, there was $2,157 of nonaccrual loans, all of which were past due 90 days or more.

There were no troubled debt restructures at March 31, 2013 or June 30, 2012.

All loans graded pass, special mention, substandard and doubtful not specifically evaluated for impairment are collectively evaluated for impairment by portfolio segment. To develop and document a systematic methodology for determining the portion of the allowance for loan losses for loans evaluated collectively, the Company has divided the loan portfolio into six portfolio segments, each with different risk characteristics and methodologies for assessing risk, and utilizes a loan grading system whereby all loans within each portfolio segment are assigned a grade based on the risk profile of each loan. Loan grades are determined based on an evaluation of relevant information about the ability of borrowers to service their debt such as current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. All loans, regardless of size, are analyzed and assigned a grade based upon management s assessment of the ability of borrowers to service their debts. The following describes each of the Company s loan grades and general information as to the risk profile of each of the Company s loan portfolio segments:

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Loan Grades:

Pass: Loans not meeting any of the criteria listed below for special mention, substandard, or doubtful are graded Pass.

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

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

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

Portfolio Segments:

One-to-four family: One-to-four family residential loans consist primarily of loans secured by first or second deeds of trust on primary residences, and are originated as adjustable-rate or fixed-rate loans for the construction, purchase or refinancing of a one-to-four family residence. These loans are collateralized by owner-occupied properties located in the Company s market area. We currently originate residential mortgage loans for our portfolio with loan-to-value ratios of up to 80% for traditional owner-occupied homes.

Multi-family: Multi-family real estate loans generally have a maximum term of 30 years with a five year balloon payment and are secured by properties containing five or more units in the Company s market area. These loans are generally made in amounts of up to 75% of the lesser of the appraised value or the purchase price of the property with an appropriate projected debt service coverage ratio. The Company s underwriting analysis includes considering the borrower s expertise and requires verification of the borrower s credit history, income and financial statements, banking relationships, independent appraisals, references and income projections for the property. The Company generally obtains personal guarantees on these loans.

Multi-family real estate loans generally present a higher level of risk than loans secured by one-to-four family residences. This greater risk is due to several factors, including the concentration of principal in a limited number of loans and borrowers, the effects of general economic conditions on income-producing properties and the increased difficulty of evaluating and monitoring these types of loans. Furthermore, the repayment of loans secured by multi-family residential real estate is typically dependent upon the successful operation of the related real estate project.

Home Equity: We originate fixed-rate home equity loans secured by a lien on the borrower s primary residence but only where we hold the first mortgage on the property. Our home equity loans are limited to an 80% loan-to-value ratio (including all prior liens), and have terms of up to 10 years with 10-year amortization periods. We use the same underwriting standards for home equity loans as we use for one- to four-family residential mortgage loans.

Nonresidential Real Estate: Our non-residential real estate loans are secured primarily by churches and, to a much lesser extent, office buildings, and retail and mixed-use properties located in our primary market area. The non-residential real estate loans that we originate generally have maximum terms of 5 years with amortization periods of 30 years. For loans secured by church property, our loans generally have maximum terms of 20 years with amortization periods of up to 20 years. The maximum loan-to-value ratio of our non-residential real estate loans is generally 75%.

Loans secured by non-residential real estate generally are larger than one- to four-family residential loans and involve greater credit risk. Non-residential real estate loans often involve large loan balances to single borrowers or groups of related borrowers. Repayment of these loans depends to a large degree on the results of operations and management of the properties securing the loans or the businesses conducted on such property, and may be affected to a greater extent by adverse conditions in the real estate market or the economy in general, including the current adverse conditions. In addition, because a church s financial stability often depends on donations from congregation members, some of whom may not reside in our market area,

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rather than income from business operations, repayment may be affected by economic conditions that affect individuals located both in our market area and in other market areas with which we are not as familiar. In addition, due to the unique nature of church buildings and properties, the real estate securing church loans may be less marketable than other non-residential real estate.

Construction and Land: We make construction loans to individuals for the construction of their primary residences and interim construction loans for non-residential properties. These loans generally have maximum terms of eight months, and upon completion of construction convert to conventional amortizing mortgage loans. These construction loans have rates and terms comparable to one- to four-family residential mortgage loans that we originate. During the construction phase, the borrower generally pays interest only. The maximum loan-to-value ratio of our owner-occupied construction loans is 80%. Residential construction loans are generally underwritten pursuant to the same guidelines used for originating permanent residential mortgage loans. Finally, we make loans secured by land to complement our construction and non-residential lending activities. These loans have terms of up to 10 years, and maximum loan-to-value ratios of 75% for improved lots and 65% for unimproved land.

To the extent our construction loans are not made to owner-occupants of single-family homes, they are more vulnerable to changes in economic conditions and the concentration of credit with a limited number of borrowers. Further, the nature of these loans is such that they are more difficult to evaluate and monitor. Our risk of loss on a construction or land loan is dependent largely upon the accuracy of the initial estimate of the property s value upon completion of the project and the estimated cost (including interest) of the project. If the estimate of value proves to be inaccurate, we may be confronted, at or prior to the maturity of the loan, with a project with a value which is insufficient to assure full repayment and/or the possibility of having to make substantial investments to complete and sell the project. Because defaults in repayment may not occur during the construction period, it may be difficult to identify problem loans at an early stage.

Consumer and Other Loans: We offer installment loans for various consumer purposes, including the purchase of automobiles, boats, appliances and recreational vehicles, and for other legitimate personal purposes. The maximum terms of consumer loans is 18 months for unsecured loans, 12 months for loans secured by marketable securities and 18-60 months for loans secured by a vehicle, depending on the age of the vehicle. We generally only extend consumer loans to existing customers or their immediate family members, and these loans generally have relatively low limits.

Consumer loans may entail greater credit risk than residential mortgage loans, particularly in the case of consumer loans that are unsecured or are secured by rapidly depreciable assets, such as automobiles. In addition, consumer loan collections are dependent on the borrower s continuing financial stability, and thus are more likely to be affected by adverse personal circumstances. Furthermore, the application of various federal and state laws, including bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans.

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At March 31, 2013 and June 30, 2012, and based on the most recent analyses performed, the loan grade for each loan by portfolio segment is as follows:

	Real estate							
	One-to four family		Multi-family		Home Equity		Nonresidential	
	March 31, 2013	June 30, 2012	March 31, 2013	June 30, 2012	March 31, 2013	June 30, 2012	March 31, 2013	June 30, 2012
Pass	$ 207,970	$ 231,642	$ 259	$ 264	$ 304	$ 395	$ 8,754	$ 9,226
Special mention	1,208	160						
Substandard	1,472	2,323						
Total	$ 210,650	$ 234,125	$ 259	$ 264	$ 304	$ 395	$ 8,754	$ 9,226

	Real estate Construction and Land		Consumer		Total	
	March 31, 2013	June 30, 2012	March 31, 2013	June 30, 2012	March 31, 2013	June 30, 2012
Pass	$ 8,127	$ 7,232	$ 869	$ 987	$ 226,283	$ 249,746
Special mention					1,208	160
Substandard					1,472	2,323
Total	$ 8,127	$ 7,232	$ 869	$ 987	$ 228,963	$ 252,229

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(5) FAIR VALUE OF FINANCIAL INSTRUMENTS

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

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

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

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

Investment Securities:

The fair values for investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3). The Company s preferred stock investments are not actively traded; therefore, management estimates the fair value of its preferred stock using estimations provided by external dealer quotes.

Impaired Loans:

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

Real estate owned:

Nonrecurring adjustments to certain commercial and residential real estate properties classified as real estate owned are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property, resulting in a Level 3 classification. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

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Assets and liabilities measured at fair value on a recurring basis at March 31, 2013 and June 30, 2012 are summarized below:

	Fair Value Measurements (Level 2) March 31, 2013	(Level 2) June 30, 2012
Financial assets:		
FHLMC common stock	$ 55	$ 20
Preferred stock	781	272
FNMA CMO/REMIC	3,460	
FHLMC CMO/REMIC	1,962	
GNMA CMO/REMIC	6,038	
FNMA mortgage-backed securities	14,555	13,017
FHLMC mortgage-backed securities	13,860	18,641
GNMA mortgage-backed securities	2,656	
U.S. Government agencies	41,481	32,590
Total securities available-for-sale	$ 84,848	$ 64,540

Presented in the table below are assets measured at fair value on a non-recurring basis by level at March 31, 2013 and June 30, 2012:

	Fair Value Measurements			
	(Level 2) March 31, 2013	(Level 3) March 31, 2013	(Level 2) June 30, 2012	(Level 3) June 30, 2012
Financial assets				
Impaired real estate loans, with specific allocations:				
One-to-four-family		659		1,712
Non-financial assets:				
Real estate owned, net:				
One- to four-family		1,241		854
Total non-financial assets		1,241		854
Total assets measured at fair value on a non-recurring basis	$	$ 1,900	$	$ 2,566

The Company s impaired loans, which were measured for impairment using the fair value of the collateral, had a carrying amount of $659 and $1,712 at March 31, 2013 and June 30, 2012, respectively. The carrying values included a valuation allowance of $60 and $101, respectively. The impact to the provision for loan losses from the change in the valuation allowance was a decrease of $41 for the nine months ended

March 31, 2013 and an increase to the provision for loan losses of $79 for the year ended June 30, 2012.

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Real estate owned is carried at the lower of carrying value or fair value less costs to sell. The outstanding balances of real estate owned and their respective valuation allowances at March 31, 2013 and June 30, 2012 were $1,256 and $15 and $876 and $22, respectively. The resulting write-downs for measuring real estate owned at the lower of carrying or fair value less costs to sell were $3 and $291 for the nine months ended March 31, 2013 and year ended June 30, 2012, respectively.

The table below presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a non-recurring basis at March 31, 2013:

	Level 3 Quantitative Information at March 31, 2013				
		Fair Value	**Valuation Technique**	**Unobservable Inputs**	**Range (Weighted Average)**
Impaired real estate loans net, with specific allocations:					
One-to four-family	$	659	Sales comparison approach	Adjustment for differences between the comparable sales	0% to 30% (15)%
Real estate owned:					
One-to four-family	$	1,241	Sales comparison approach	Adjustment for differences between the comparable sales	0% to 20% (10)%

Many of the Company s assets and liabilities are short-term financial instruments whose carrying amounts reported in the consolidated balance sheet approximate fair value. These items include cash and cash equivalents, accrued interest receivable and payable balances, variable rate loan and deposits that re-price frequently and fully. The estimated fair values of the Company s remaining on-balance sheet financial instruments at March 31, 2013 and June 30, 2012 are summarized below:

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	March 31, 2013				
	Carrying Amount	(Level 1)	(Level 2)	(Level 3)	Total
Financial assets					
Securities available-for-sale	$ 84,848	$	$ 84,848	$	$ 84,848
Securities held-to-maturity	8,139		8,434		8,434
Loans, net	226,939			241,219	241,219
Restricted equity securities (1)	449	N/A	N/A	N/A	N/A
Financial liabilities					
Deposits	$ 293,784	$ 72,041	$ 222,441	$	$ 294,482

	June 30, 2012				
	Carrying Amount	(Level 1)	(Level 2)	(Level 3)	Total
Financial assets					
Securities available-for-sale	$ 64,540	$	$ 64,540	$	$ 64,540
Securities held-to-maturity	8,733		9,147		9,147
Loans, net	249,832			265,580	265,580
Restricted equity securities (1)	564	N/A	N/A	N/A	N/A
Financial liabilities					
Deposits	$ 293,368	$ 64,201	$ 226,721	$	$ 290,922

(1) It was not practicable to determine fair value of restricted equity securities due to restrictions placed on transferability.

(6) EMPLOYEE STOCK OWNERSHIP PLAN

Employees participate in an Employee Stock Ownership Plan (ESOP). The ESOP borrowed from the Company to purchase 248,842 shares of the Company s common stock at $10 per share during 2011. The Company makes discretionary contributions to the ESOP, and pays dividends on unallocated shares to the ESOP, and the ESOP uses funds it receives to repay the loan. When loan payments are made, ESOP shares are allocated to participants based on relative compensation and expense is recorded. Dividends on allocated shares increase participant accounts.

Participants receive the shares at the end of employment. No contributions to the ESOP were made during the nine months ended March 31, 2013. The expense recognized for the three and nine months ended March 31, 2013 was $63 and $198, respectively. The expense recognized for the three and nine months ended March 31, 2012 was $48 and $169, respectively.

The Company s shares held by the ESOP at March 31, 2013 and June 30, 2012 were as follows:

	March 31, 2013	June 30, 2012
Committed to be released to participants	4,532	8,276
Allocated to participants	33,212	15,585
Unearned	211,098	224,981
Total ESOP shares	248,842	248,842
Fair value of unearned shares	$ 3,272,019	$ 2,924,753

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(7) STOCK BASED COMPENSATION

On April 5, 2012, the shareholders of Oconee Federal Financial Corp. approved the Oconee Federal Financial Corp. 2012 Equity Incentive Plan (the Plan) for employees and directors of the Company. The Plan authorizes the issuance of up to 435,472 shares of the Company s common stock, with no more than 124,420 of shares as restricted stock awards and 311,052 as stock options, either incentive stock options or non-qualified stock options. The exercise price of options granted under the Plan may not be less than the fair market value on the date the stock option is granted. The compensation committee of the board of directors has sole discretion to determine the amount and to whom equity incentive awards are granted.

On April 27, 2012, the compensation committee of the board of directors approved the issuance of 62,208 stock options and 24,884 shares of restricted stock to its directors. In addition, a total of 171,078 stock options and 62,210 shares of restricted stock were granted to officers. Stock options vest ratably over a weighted average term of 5.67 years and restricted stock vest ratably over an average of five years. Stock options expire ten years after issuance. Apart from the vesting schedule for both stock options and restricted stock, there are no performance-based conditions or any other material conditions applicable to the awards issued.

The following table summarizes stock option activity for the nine months ended March 31, 2013:

	Options	Weighted-Average Exercise Price/Share	Weighted-Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (1)
Outstanding - July 1, 2012	233,286	$ 11.58		
Granted				
Exercised				
Forfeited				
Outstanding - March 31, 2013	233,286	$ 11.58	9.08	$ 914,481
Fully vested and exercisable at March 31, 2013		$		$
Expected to vest in future periods	233,286			
Fully vested and expected to vest -March 31, 2013	233,286	$ 11.58	9.08	$ 914,481

(1) Based on closing price of $15.50 per share on March 31, 2013.

Intrinsic value for stock options is defined as the difference between the current market value and the exercise price.

The fair value for each option grant is estimated on the date of grant using the Black-Scholes-Merton option pricing model that uses the following assumptions. The Company uses the U.S. Treasury yield curve in effect at the time of the grant to determine the risk-free interest rate. The expected dividend yield is estimated using the projected annual dividend level and recent stock price of the Company s common stock at the date of grant. Expected stock volatility is based on historical volatilities of the SNL Financial Index of Thrifts. The expected life of the options is calculated based on the simplified method as provided for under Staff Accounting Bulletin No.110.

The weighted-average assumptions used in the Black-Scholes-Merton option pricing model to determine the fair value of options granted was as follows:

Risk-free interest rate		1.54%
Expected dividend yield		3.45%
Expected stock volatility		15.3
Expected life (years)		8
Fair value	$	1.00

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Stock options are assumed to be earned ratably over their respective vesting periods and charged to compensation expense based upon their grant date fair value and the number of options assumed to be earned. There were 31,689 options that were earned during the nine months ended March 31, 2013. Stock-based compensation expense for stock options for the three and nine months ended was $10 and $32, respectively. Total unrecognized compensation cost related to nonvested stock options was $191 at March 31, 2013 and is expected to be recognized over a weighted-average period of 4.7 years.

The following table summarizes non-vested restricted stock activity for the nine months ended March 31, 2013:

	2013
Balance - beginning of year	87,092
Granted	
Forfeited	
Vested	
Balance - end of period	87,092

The fair value of the restricted stock awards is amortized to compensation expense over the vesting period (generally five years) and is based on the market price of the Company s common stock at the date of grant multiplied by the number of shares granted that are expected to vest. The weighted-average grant date fair value of restricted stock granted during the year ended June 30, 2012 was $11.58 per share or $1,009. Stock-based compensation expense for restricted stock included in noninterest expense for the three and nine months ended March 31, 2013 was $46 and $139, respectively. Unrecognized compensation expense for nonvested restricted stock awards was $823 and is expected to be recognized over 4.65 years.

(8) SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental cash flow information for the nine months ended March 31, 2013 and 2012:

	2013	2012
Cash paid during the period for:		
Interest paid	$ 1,722	$ 2,546
Income taxes paid	$ 1,647	$ 1,850
Supplemental noncash disclosures:		
Transfers from loans to real estate owned	$ 1,453	$ 588

Unrealized gains on securities available-for-sale, net	$ 178	$ 166

(9) SUBSEQUENT EVENTS

On April 25, 2013, the Board of Directors of Oconee Federal Financial Corp. (the Company) declared a quarterly cash dividend of $0.10 per share of the Company s common stock. The dividend will be payable to stockholders of record as of May 9, 2013, and will be paid on or about May 23, 2013.

Between the periods of April 2, 2013 and May 8, 2013, the Company repurchased 58,700 shares into treasury at a weighted average price of $15.55 for a total of $912 thousand.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This Quarterly 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:

- statements of our goals, intentions and expectations;
- statements regarding our business plans and prospects and growth and operating strategies;
- statements regarding the asset quality of our loan and investment portfolios; and
- estimates or our risks and future costs and benefits.

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

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

- our ability to manage our operations under the current adverse economic conditions (including real estate values, loan demand, inflation, commodity prices and employment levels) nationally and in our market areas;
- adverse changes in the financial industry, securities, credit and national and local real estate markets (including real estate values);
- significant increases in our delinquencies and loan losses, including as a result of our inability to resolve classified assets, changes in the underlying cash flows of our borrowers, and management s assumptions in determining the adequacy of the allowance for loan losses;
- increased competition among depository and other financial institutions;
- our ability to attract and maintain deposits;

- changes in interest rates generally, including changes in the relative differences between short term and long term interest rates and in deposit interest rates, that may affect our net interest margin and funding sources;

- fluctuations in the demand for loans, which may be affected by the number of unsold homes, land and other properties in our market areas and by declines in the value of real estate in our market area;

- declines in the yield on our assets resulting from the current low interest rate environment;

- our ability to successfully implement our business strategies;

- risks related to high concentration of loans secured by real estate located in our market areas;

- changes in laws or government regulations or policies affecting financial institutions, including the Dodd-Frank Act, which could result in, among other things, increased deposit insurance premiums and assessments, capital requirements, regulatory fees and compliance costs, and changes in the level of government support of housing finance;

- the results of examinations by our regulators, including the possibility that our regulators may, among other things, require us to increase our reserve for loan losses, write down assets, change our regulatory capital position, limit our ability to borrow funds or maintain or increase deposits, or prohibit us from paying dividends, which could adversely affect our dividends and earnings;

- our ability to enter new markets successfully and capitalize on growth opportunities;

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- risks relating to acquisitions and an ability to integrate and operate profitably any financial institution that we may acquire;
- our reliance on a small executive staff;
- 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, the Securities and Exchange Commission and the Public Company Accounting Oversight Board;
- risks and costs related to operating as a publicly traded company;
- changes in our organization, compensation and benefit plans;
- changes in our financial condition or results of operations that reduce capital available to pay dividends; and
- changes in the financial condition or future prospects of issuers of securities that we own, including our stock in the FHLB of Atlanta; and
- other economic, competitive, governmental, regulatory and operational factors affecting our operations, pricing, products and services.

Because of these and a wide variety of other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements.

Critical Accounting Policies

There are no material changes to the critical accounting policies disclosed in the Annual Report on Form 10-K for Oconee Federal Financial Corp. for the year ended June 30, 2012, as filed with the Securities and Exchange Commission.

Comparison of Financial Condition at March 31, 2013 and June 30, 2012

Our total assets decreased $2.9 million, or 0.78%, to $374.8 million at March 31, 2013 from $377.8 million at June 30, 2012. A substantial portion of this decrease is reflected in the decrease in net loans of $22.9 million, or 9.2%, offset partially by an increase in securities available-for-sale of $20.3 million, or 31.5%. We continue to deploy funds from loan repayments and payoffs to purchase high-quality investment securities, which we have classified as available-for-sale. The continued decrease in outstanding loans reflects the continued decrease of loan demand in our market area. Our total deposits increased modestly by $416 thousand to $293.8 million at March 31, 2013 from $293.4 million at June 30, 2012. Total equity decreased to $79.2 million at March 31, 2013 compared with $83.0 million at June 30, 2012. The decrease in total equity is the result of the repurchase of 352,550 shares of treasury stock for $5.5 million and the payment of dividends of $1.8 million, offset partially by net income of $3.0 million and other comprehensive income of $178 thousand for the nine months ended March 31, 2013.

Total loans decreased to $226.9 million at March 31, 2013 from $249.8 million at June 30, 2012. Our one-to four-family real estate loans decreased by $23.5 million, or 10.0%, to $210.7 million at March 31, 2013 from $234.1 million at June 30, 2012, resulting from decreased demand in our market area. The decrease in one-to four-family real estate loans was offset partially by a slight increase in construction and land loans to $8.1 million at March 31, 2013 from $7.2 million at June 30, 2012. All other loan categories decreased by $686 thousand from June 30, 2012 to March 31, 2013.

Deposits increased to $293.8 million at March 31, 2013 from $293.4 million at June 30, 2012. The increase was primarily attributed to an increase in regular savings accounts of $2.5 million, or 7.0%, and NOW and demand deposits of $2.1 million, or 10.4%, offset partially by a decrease in certificates of deposit of $4.0 million, or 1.8%. The decrease in certificates of deposit is primarily related to depositors seeking better yields on their funds through other sources. The increase in NOW and demand accounts is partially attributed to $1.2 million in dividends paid to Oconee Federal, MHC and the increase in regular savings accounts is primarily related to depositors maintaining higher deposit account balances. Oconee Federal MHC s cash is held on deposit with the Company. We generally do not accept brokered deposits and no brokered deposits were accepted during the nine months ended March 31, 2013.

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We had no advances from the Federal Home Loan Bank of Atlanta as of March 31, 2013 or June 30, 2012. We have credit available under a loan agreement with the Federal Home Loan Bank of Atlanta in the amount of 11% of total assets (as of March 31, 2013), or approximately $41.1 million.

Nonperforming Assets

The table below sets forth the amounts and categories of our nonperforming assets at the dates indicated.

	March 31, 2013		June 30, 2012	
	(Dollars in thousands)			
Non-accrual loans:				
Real estate loans:				
One- to four-family	$	1,467	$	2,157
Multi-family				
Home equity				
Non-residential				
Construction and land				
Total real estate loans		1,467		2,157
Consumer and other loans				
Total nonaccrual loans	$	1,467	$	2,157
Accruing loans past due 90 days or more:				
Real estate loans:				
One- to four-family	$	207	$	145
Multi-family				
Home equity				
Non-residential				
Construction and land				
Total real estate loans		207		145
Consumer and other loans				
Total accruing loans past due 90 days or more		207		145
Total of nonaccrual and 90 days or more past due loans	$	1,674	$	2,302
Real estate owned, net:				
One- to four-family	$	1,241	$	854
Multi-family				
Home equity				
Non-residential				
Other				
Other nonperforming assets				
Total nonperforming assets	$	2,915	$	3,156
Troubled debt restructurings				
Troubled debt restructurings and total nonperforming assets	$	2,915	$	3,156
Total nonperforming loans to total loans		0.73%		0.91%
Total nonperforming assets to total assets		0.78%		0.84%
Total nonperforming assets to loans and real estate owned		1.27%		1.25%

There were no other loans that are not disclosed above where there is information about possible credit problems of borrowers that caused us serious doubts about the ability of the borrowers to comply with present loan repayment terms and that may result in disclosure of such loans in the future.

Interest income that would have been recorded had our non-accruing loans been current in accordance with their original terms was $11 thousand and $61 thousand for the nine months ended March 31, 2013 and 2012, respectively. Interest of $22

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thousand and $52 thousand was recognized on these loans and is included in net income for the nine months ended March 31, 2013 and 2012.

The decrease in the ratio of nonperforming loans to total loans was primarily the result of the decrease in our nonperforming loans to $1.5 million at March 31, 2013 from $2.2 million at June 30, 2012. All nonperforming loans, regardless of size, are evaluated by management for impairment.

Analysis of Net Interest Margin

The following tables set forth average balance sheets, average yields and rates, and certain other information at and for the periods indicated. No tax-equivalent yield adjustments were made, as the effect thereof was not material. All average balances are daily average balances. Nonaccrual loans were included in the computation of average balances, but have been reflected in the tables as loans carrying a zero yield. The yields set forth below include the effect of net deferred costs, discounts and premiums that are amortized or accreted to income.

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	For the Three Months Ended					
	March 31, 2013			March 31, 2012		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
	(Dollars in Thousands)					
Assets:						
Interest-earning assets:						
Loans	$ 230,629	$ 3,136	5.44%	$ 256,988	$ 3,511	5.46%
Investment securities	86,589	296	1.37	59,711	240	1.61
Interest-bearing deposits	47,531	19	0.16	49,529	30	0.24
Total interest-earning assets	364,749	3,451	3.78	366,228	3,781	4.13
Noninterest-earning assets	10,361			10,468		
Total assets	$ 375,110			$ 376,696		
Liabilities and equity:						
Interest-bearing liabilities:						
NOW and demand deposits	$ 18,051	$ 3	0.07%	$ 16,111	$ 3	0.07%
Money market deposits	11,675	6	0.20	11,132	8	0.29
Regular savings and other deposits	35,946	42	0.48	34,720	73	0.84
Certificates of deposit	222,381	462	0.84	227,296	663	1.17
Total interest-bearing deposits	288,053	513	0.72	289,259	747	1.04
Total interest-bearing liabilities	288,053			289,259		
Noninterest bearing deposits	4,570			5,455		
Other noninterest-bearing liabilities	1,970			1,804		
Total liabilities	294,593			296,518		
Equity	80,517			80,178		
Total liabilities and equity	$ 375,110			$ 376,696		
Net interest income		$ 2,938			$ 3,034	
Interest rate spread			3.06%			3.09%
Net interest margin			3.22%			3.31%
Average interest-earning assets to average interest-bearing liabilities	1.27X			1.27X		

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	For the Nine Months Ended					
	March 31, 2013			March 31, 2012		
	Average Balance	Interest and Dividends	Yield/ Cost	Average Balance	Interest and Dividends	Yield/ Cost
	(Dollars in Thousands)					
Assets:						
Interest-earning assets:						
Loans	$ 239,273	$ 9,740	5.43%	$ 261,459	$ 10,819	5.52%
Investment securities	80,303	836	1.39	50,931	608	1.59
Interest-bearing deposits	46,850	57	0.16	51,823	92	0.24
Total interest-earning assets	366,426	10,633	3.87	364,213	11,519	4.22
Noninterest-earning assets	10,367			11,160		
Total assets	$ 376,793			$ 375,373		
Liabilities and equity:						
Interest-bearing liabilities:						
NOW and demand deposits	$ 17,700	$ 9	0.07%	$ 14,849	$ 12	0.11%
Money market deposits	11,744	19	0.22	10,570	25	0.31
Regular savings and other deposits	34,974	153	0.58	34,299	263	1.02
Certificates of deposit	223,806	1,525	0.91	228,066	2,235	1.30
Total interest-bearing deposits	288,224	1,706	0.79	287,784	2,535	1.17
Total interest-bearing liabilities	288,224			287,784		
Noninterest bearing deposits	4,396			4,122		
Other noninterest-bearing liabilities	2,065			3,184		
Total liabilities	294,685			295,090		
Equity	82,108			80,283		
Total liabilities and equity	$ 376,793			$ 375,373		
Net interest income		$ 8,927			$ 8,984	
Interest rate spread			3.08%			3.05%
Net interest margin			3.25%			3.29%
Average interest-earning assets to average interest-bearing liabilities	1.27X			1.27X		

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Comparison of Operating Results for the Three Months Ended March 31, 2013 and March 31, 2012

General. We recognized net income of $850 thousand for the three months ended March 31, 2013 compared with net income of $948 thousand for the three months ended March 31, 2012. The decrease of $98 thousand was primarily attributable to a decrease in net interest income after provision for loan losses of $194 thousand, or 6.6%, offset slightly by an increase in noninterest income of $30 thousand, or 51.7%, for the three months ended March 31, 2013.

Interest Income. Interest income decreased by $330 thousand to $3.5 million for the three months ended March 31, 2013 from $3.8 million for the three months ended March 31, 2012. The decrease was primarily the result of a decrease in the average yield on interest earning assets to 3.78% for the three months ended March 31, 2013 from 4.13% for the three months ended March 31, 2012 and a decrease in the average balance of interest earning assets to $364.7 million for the three months ended March 31, 2013 from $366.2 million for the three months ended March 31, 2012.

Interest income on loans decreased by $375 thousand, or 10.7%, to $3.1 million for the three months ended March 31, 2013 from $3.5 million for the three months ended March 31, 2012. The decrease resulted from a decrease in the average balances of loans of $26.4 million, or 10.3%, to $230.6 million for the three months ended March 31, 2013 from $257.0 million for the three months ended March 31, 2012 and a decrease in the yield on loans to 5.44% for the three months ended March 31, 2013 from 5.46% for the three months ended March 31, 2012. The decrease in loan balances is the result of competition and reduced demand for loans in our market area. Interest income on investment securities increased by $56 thousand, or 23.3% to $296 thousand for the three months ended March 31, 2013 from $240 thousand for the three months ended March 31, 2012. The increase reflected an increase in the average balance of securities to $86.6 million for the three months ended March 31, 2013 from $59.7 million for the three months ended March 31, 2012. The increase in average balances offset the decrease in yields on such securities to 1.37% from 1.61% for the same periods. The increase in average balances of our investment securities is reflective of our efforts to invest excess funds available from loan repayments coupled with a declining demand for residential mortgage loans in our market area.

Interest Expense. Interest expense decreased $234 thousand, or 31.3%, to $513 thousand for the three months ended March 31, 2013 from $747 thousand for the three months ended March 31, 2012. The decrease reflected a decrease in the average rate paid on deposits in the three months ended March 31, 2013 to 0.72% from 1.04% in the three months ended March 31, 2012 and a decrease in the average balances of deposits of $1.2 million, or 0.42%, to $288.1 million for the three months ended March 31, 2013 from $289.3 million for the three months ended March 31, 2012. The largest decrease in interest expense came from certificates of deposit, which decreased $201 thousand, or 30.3%, as the average balance of certificates of deposits decreased $4.9 million, or 2.2%, to $222.4 million for the three months ended March 31, 2013 from $227.3 million for the three months ended March 31, 2012, and the average rate paid on these deposits decreased to 0.84% from 1.17% for the same periods.

Net Interest Income. Net interest income decreased by $96 thousand, or 3.2%, to $2.9 million for the three months ended March 31, 2013 from $3.0 million for the three months ended March 31, 2012. The decrease resulted from a decrease in our interest rate spread to 3.06% from 3.09% and a decrease in our net interest margin to 3.22% from 3.31% for the same periods. The decrease in our interest rate spread and margin was largely due to declining yields on interest earning assets, which reflected the continuing decline across the U.S. Treasury yield curve.

Provision for Loan Losses. We recorded a provision for loan losses of $180 thousand for the three months ended March 31, 2013, compared with a provision of $82 thousand for the three months ended March 31, 2012. Net charge-offs for the three months ended March 31, 2013 were $299 thousand compared with $0 for the three months ended March 31, 2012. The increase in our provision reflected the increase in our net charge offs for the three months ended March 31, 2013 as compared with the same period in 2012. Net charge offs for the three months ended

March 31, 2013 was primarily impacted by one large one-to-four family residential real estate loan charge off of $277 thousand. Management believes that this charge off is not a reflection of our asset quality and is not indicative of a trend of increased loan losses. Our allowance for loan losses was $747 thousand at March 31, 2013 and $857 thousand at June 30, 2012, or 0.33% and 0.34% of total loans at March 31, 2013 and June 30, 2012, respectively. Our allowance for loan losses to nonperforming loans was 44.6% and 37.2% at March 31, 2013 and June 30, 2012, respectively.

We used the same methodology in assessing the allowances for both periods. To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the three months ended March 31, 2013 and 2012.

Noninterest Income. Noninterest income for the three months ended March 31, 2013 was $88 thousand compared with $58 thousand for the same period in 2012. The increase was primarily related to an increase in other noninterest income of $55

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thousand, offset partially by a decrease of $22 thousand in gain on sales of securities. The majority of the increase in other noninterest income was related to a gain of $56 thousand on foreclosure of a one-to-four family residential real estate loan.

Noninterest Expense. Noninterest expense for the three months ended March 31, 2013 increased slightly by $9 thousand for the three months ended March 31, 2013 over the same period in 2012. The significant decrease in the provision for real estate owned and related expense of $188 thousand for the three months ended March 31, 2013 was offset primarily by an increase in salary and employee benefits of $159 thousand, most of which is related to our equity incentive plans that were not in place during the three months ended March 31, 2012 and an increase in our ESOP expense. The total expense related to our equity incentive programs and ESOP for the three months ended March 31, 2013 and 2012 was $119 thousand and $48 thousand, respectively.

Income Tax Expense. Income tax expense for the three months ended March 31, 2013 was $559 thousand compared $634 thousand for the three months ended March 31, 2012. Our effective income tax rate decreased slightly to 39.67% for the three months ended March 31, 2013 from 40.00% for the three months ended March 31, 2012.

Comparison of Operating Results for the Nine months Ended March 31, 2013 and March 31, 2012

General. We had net income of $3.0 million for the nine months ended March 31, 2013 as compared with net income of $2.8 million for the nine months ended March 31, 2012. The increase of $155 thousand was primarily attributable to a decrease in noninterest expenses of $300 thousand, or 6.9%, offset slightly by a decrease in net interest income after the provision for loan losses of $90 thousand.

Interest Income. Interest income decreased by $886 thousand to $10.6 million for the nine months ended March 31, 2013 from $11.5 million for the same period in 2012. The decrease was primarily the result of a decrease in the average yield on interest earning assets to 3.87% for the nine months ended March 31, 2013 from 4.22% for the nine months ended March 31, 2012, which more than offset the increase in the average balances of interest earning assets of $2.2 million, or 0.61%, to $366.4 million for the nine months ended March 31, 2013 from $364.2 million for the nine months ended March 31, 2012.

Interest income on loans decreased by $1.1 million, or 10.0%, to $9.7 million for the nine months ended March 31, 2013 from $10.8 million for the nine months ended March 31, 2012. The decrease resulted from a decrease in the average balances of loans of $22.2 million, or 8.5%, to $239.3 million for the nine months ended March 31, 2013 from $261.5 million for the nine months ended March 31, 2012 and a decrease in the yield on loans to 5.43% for the nine months ended March 31, 2013 from 5.52% for the nine months ended March 31, 2012. The decrease in loan balances is the result of competition and reduced demand for loans in our market area. Interest income on investment securities increased by $228 thousand, or 37.5%, to $836 thousand for the nine months ended March 31, 2013 from $608 thousand for the nine months ended March 31, 2012. The increase reflected an increase in the average balance of securities to $80.3 million for the nine months ended March 31, 2013 from $50.9 million for the nine months ended March 31, 2012. The increase in average balances offset the decrease in yields on such securities to 1.39% from 1.59% for the same periods. The increase in average balances of our investment securities is reflective of our efforts to invest excess funds available from loan repayments coupled with a declining demand for residential mortgage loans in our market area.

Interest Expense. Interest expense decreased $829 thousand, or 32.7%, to $1.7 million for the nine months ended March 31, 2013 from $2.5 million for the nine months ended March 31, 2012. The decrease reflected a decrease in the average rate paid on deposits in the nine months ended March 31, 2013 to 0.79% from 1.17% in the nine months ended March 31, 2012, which offset the increase in the average balances of deposits of $440 thousand to $288.2 million for the nine months ended March 31, 2013 from $287.8 million for the nine months ended March 31, 2012. The largest decrease in interest expense came from certificates of deposit, which decreased $710 thousand, or 31.8%, as the average balance of certificates of deposits decreased $4.3 million, or 1.9%, to $223.8 million for the nine months ended March 31, 2013 from $228.1 million for the nine months ended March 31, 2012, and the average rate paid on these deposits decreased to 0.91% from 1.30% for the same periods.

Net Interest Income. Net interest income decreased slightly by $57 thousand, or 0.63%, to $8.9 million for the nine months ended March 31, 2013 from $9.0 million for the nine months ended March 31, 2012. The decrease in net interest income is primarily attributed to the decrease in our net interest margin to 3.25% for the nine months ended March 31, 2013 from 3.29% for the nine months ended March 31, 2012, which more than offset the slight increase in our net interest spread to 3.08% for the nine months ended March 31, 2013 from 3.05% for the same period in 2012. The decline in our net interest margin reflects the continuing low interest rate environment from which we operate and declining demand for our one-to-four residential real estate loans.

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Provision for Loan Losses. The provision for loan losses for the nine months ended March 31, 2013 was $257 thousand compared with a provision of $224 thousand for the nine months ended March 31, 2012. Net charge-offs for the nine months ended March 31, 2013 were $367 thousand compared with $155 thousand for the nine months ended March 31, 2012. The increase in our provision reflected the increase in our net charge offs for the nine months ended March 31, 2013 as compared with the same period in 2012. Net charge offs for the nine months ended March 31, 2013 were primarily impacted by one large one-to-four residential real estate loan charge off of $277 thousand incurred during the three months ended March 31, 2013. Management believes that this charge off is not a reflection of our asset quality and is not indicative of a trend of increased loan losses. Our allowance for loan losses was $747 thousand at March 31, 2013 and $857 thousand at June 30, 2012.

We used the same methodology in assessing the allowances for both periods. To the best of our knowledge, we have recorded all losses that are both probable and reasonably estimable for the nine months ended March 31, 2013 and 2012.

Noninterest Income. Noninterest income increased by $9 thousand to $222 thousand for the nine months ended March 31, 2013 from $213 thousand for the nine months ended March 31, 2012. The increase was primarily related to an increase in gain on sales of real estate owned of $19 thousand and an increase in other noninterest income of $62 thousand for the nine months ended March 31, 2013 as compared with the same period in 2012. The increase in other noninterest income is primarily related to gains recognized upon foreclosure of one-to-four family residential real estate loans of $65 thousand for the nine months ended March 31, 2013. These increases were offset, partially, by a decrease in gain on sales of securities of $75 thousand for the nine months ended March 31, 2013 as compared with the same period in 2012.

Noninterest Expense. Noninterest expense for the nine months ended March 31, 2013 decreased by $300 thousand to $4.0 million compared with $4.3 million for the same period in 2012. The decrease in noninterest expenses was primarily related to a decrease of $471 thousand in the provision for real estate owned and related expenses, a decrease of $55 thousand in professional and supervisory fees, a decrease in other noninterest expenses of $59 thousand, and a decrease of $44 thousand in data processing expenses. The decrease in our provision for real estate owned and related expenses is primarily attributable to a lower provision for real estate owned during the nine months ended March 31, 2013 of $3 thousand compared with $337 thousand of provision during the nine months ended March 31, 2012 and to some extent a decrease in real estate owned related expenses. The decrease in these expenses is a reflection of a decrease in the average balance of real estate owned for the nine months ended March 31, 2013 to $903 thousand as compared with the average balance for the same period in 2012 of $1.9 million. Additionally, we have seen some slight and continued improvement in residential real estate home values since the period ended in 2012. We also experienced decreases in data processing and professional and supervisory fees for the nine months ended March 31, 2013 from the same period in 2012. These decreases in expenses more than offset the increase of $346 thousand in salaries and employee benefits to $2.5 million for the nine months ended March 31, 2013 from $2.1 million for the same period in 2012. The increase in salary and employee benefits is primarily related to our equity incentive plans that were not in place during the nine months ended March 31, 2012. Total expense related to our equity incentive programs and ESOP for the nine months ended March 31, 2013 and 2012 was $369 thousand and $169 thousand, respectively.

Income Tax Expense. Income tax expense for the nine months ended March 31, 2013 was $1.9 million compared with $1.8 million for the nine months ended March 31, 2012. Our effective income tax rate decreased slightly to 38.80% for the nine months ended March 31, 2013 from 39.25% for the nine months ended March 31, 2012.

Liquidity and Capital Resources

Our primary sources of funds are deposits and the proceeds from principal and interest payments on loans and investment securities. 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. We generally manage the pricing of our deposits to be competitive within our market and to increase core deposit relationships.

Liquidity management is both a daily and long-term responsibility of management. We adjust our investments in liquid assets based upon management s assessment of (i) expected loan demand, (ii) expected deposit flows, (iii) yields available on interest-earning deposits and investment securities, and (iv) the objectives of our asset/liability management program. Excess liquid assets are invested generally in interest-earning overnight deposits, federal funds sold, and short and intermediate-term U.S. Government sponsored agencies and mortgage-backed securities of short duration. If we require funds beyond our ability to generate them internally, we have credit available under a loan agreement with the Federal Home Loan Bank of Atlanta in the amount of 11% assets (as of March 31, 2013), or approximately $41.1 million.

Common Stock Dividend Policy. The Company s Board of Directors declared $0.10 per share cash dividends on its common stock on January 27, 2013. Dividends were paid to stockholders of record as of February 7, 2013. Total dividends

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paid for the three months ended March 31, 2012 were $626 thousand. Total dividends paid during the nine months ended March 31, 2013 were $1.8 million. In addition, subsequent to March 31, 2013, the Board of Directors declared a quarterly cash dividend of $0.10 per share, payable to shareholders of record on May 9, 2013 and payable on or about May 23, 2013.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Disclosures of quantitative and qualitative market risk are not required by smaller reporting companies, such as the Company.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was performed under the supervision and with the participation of the Company s management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of March 31, 2013. Based on that evaluation, the Company s management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company s disclosure controls and procedures were effective.

During the quarter ended March 31, 2013, there have been no changes in the Company s internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities and Exchange Act of 1934, as amended) that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II

ITEM 1. LEGAL PROCEEDINGS

There are various claims and lawsuits in which the Company is periodically involved incidental to the Company s business. In the opinion of management, no material loss is expected from any of such pending claims or lawsuits.

ITEM 1A. RISK FACTORS

Disclosures of risk factors are not required by smaller reporting companies, such as the Company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(a) None.

(b) Not applicable

(c) ***Issuer repurchases.*** The following table sets forth information in connection with repurchases of the Company s common stock for the period January 1, 2013 through March 31, 2013. On February 28, 2013, the Board of Directors authorized the repurchase of 175,000 shares of the Company s common stock. The repurchase authorization had no expiration date. In connection with this repurchase authorization, the Board of Directors terminated a previous authorization to purchase up to $1.0 million of shares of the Company s common stock, pursuant to which the Company had repurchased 64,350 shares of its common stock. On March 15, 2013, the Board of Directors authorized the repurchase of up to 175,000 shares of the Company s common stock. The repurchase authorization has no expiration date. In connection with this repurchase authorization, the Board of Directors terminated the February 28, 2013 authorization, pursuant to which the Company had purchased a total of 175,000 shares of its common stock.

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	Total Number of Shares Purchased		Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plan		Approximate Maximum Dollar Value or Number of SharesThat May Yet be Purchased Under Publicly Announced Plan
January 1 January 31, 2013		$			$	230,000(3)
February 1 February 28, 2013	14,350		15.54	14,350(1)		175,000(3)
March 1 March 31, 2013	175,000		15.54	175,000(2)		175,000(3)
Total	189,350	$	15.54	189,350		

(1) All 14,350 shares were purchased pursuant to a publicly announced repurchase program that was approved by the Board of Directors on December 20, 2012 and terminated on February 28, 2013.

(2) All 175,000 shares were purchased pursuant to a publicly announced repurchase program that was approved by the Board of Directors on February 28, 2013 and terminated on March 15, 2013.

(3) Represents the maximum dollar amount of shares available for repurchase under the December 20, 2012 plan at January 31, 2013; and the number of shares available for repurchase under the February 28, 2013 plan at February 28, 2013; and the maximum number of shares available for repurchase under the March 15, 2013 plan at March 31, 2013.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

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

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SIGNATURES

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

	Oconee Federal Financial Corp.
	Date: May 15, 2013
	/s/ T. Rhett Evatt
	T. Rhett Evatt
	President and Chief Executive Officer
	/s/ Curtis. T. Evatt
	Curtis T. Evatt
	Executive Vice President and Chief Financial Officer

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INDEX TO EXHIBITS

Exhibit number	Description
31.1	Certification of T. Rhett Evatt, President and Chief Executive Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
31.2	Certification of Curtis T. Evatt, Executive Vice President and Chief Financial Officer, Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
32.1	Certification of T. Rhett Evatt, President and Chief Executive Officer, and Curtis T. Evatt, Executive Vice President and Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	The following materials from the Company s Quarterly Report on Form 10Q for the quarter ended March 31, 2013, formatted in XBRL (Extensible Business Reporting Language):

(i) Consolidated Balance Sheets

(ii) Consolidated Statements of Income and Other Comprehensive Income

(iii) Consolidated Statements of Changes in Shareholders Equity

(iv) Consolidated Statements of Changes in Cash Flows, and

(v) Notes to The Consolidated Financial Statements (*)

(*) Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.