Quarterly Report

For the quarter ended June 30, 2024

BNCCORP, INC.

(OTCQX: BNCC)

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BNCCORP, INC.
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Financial Statements

BNCCORP, INC. AND SUBSIDIARIES

Consolidated Balance Sheets
(In thousands, except share data)

	June 30, 2024	December 31, 2023
ASSETS	(unaudited)	
Cash and cash equivalents	$ 56,104	$ 102,454
Debt securities available for sale	135,082	159,772
Federal Reserve Bank and Federal Home Loan Bank stock	2,387	2,372
Loans held for investment	687,009	668,808
Allowance for credit losses	(9,448)	(9,284)
Net loans held for investment	677,561	659,524
Premises and equipment, net	11,102	10,955
Operating lease right of use asset	771	938
Accrued interest receivable	4,299	4,206
Other	28,513	27,984
Total assets	$ 915,819	$ 968,205
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES:		
Deposits:		
Non-interest-bearing	$ 171,112	$ 184,442
Interest-bearing –		
Savings, interest checking and money market	546,080	582,855
Time deposits	75,173	69,906
Total deposits	792,365	837,203
Guaranteed preferred beneficial interest in Company's subordinated debentures	15,464	15,464
Accrued interest payable	1,095	937
Accrued expenses	2,856	4,105
Operating lease liabilities	870	1,048
Other	854	1,030
Total liabilities	813,504	859,787
STOCKHOLDERS' EQUITY:		
Common stock, $.01 par value – Authorized 11,300,000 shares; 3,521,710 and 3,569,210 shares issued and outstanding	35	36
Capital surplus – common stock	26,841	26,572
Retained earnings	88,643	93,186
Treasury stock (146,943 and 99,443 shares, respectively)	(2,687)	(1,528)
Accumulated other comprehensive loss	(10,517)	(9,848)
Total stockholders' equity	102,315	108,418
Total liabilities and stockholders' equity	$ 915,819	$ 968,205

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Income
(In thousands, except per share data, unaudited)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	**2023**	**2024**	**2023**
INTEREST INCOME:				
Interest and fees on loans	$ 9,409	$ 8,942	$ 18,624	$ 17,101
Interest and dividends on investments				
Taxable	1,804	1,719	4,233	3,511
Tax-exempt	-	-	-	19
Dividends	38	36	71	72
Total interest income	11,251	10,697	22,928	20,703
INTEREST EXPENSE:				
Deposits	3,390	2,405	6,946	3,733
Federal Home Loan Bank advances	-	-	-	6
Subordinated debentures	264	249	526	480
Total interest expense	3,654	2,654	7,472	4,219
Net interest income	7,597	8,043	15,456	16,484
PROVISION FOR CREDIT LOSSES:	30	165	245	405
Net interest income after provision for credit losses	7,567	7,878	15,211	16,079
NON-INTEREST INCOME:				
Bank charges and service fees	774	885	1,567	1,977
Wealth management revenues	502	483	1,000	970
Mortgage banking revenues, net	-	2,292	-	4,148
Gains on sales of loans, net	3	2	3	10
Gains on sales of debt securities, net	-	-	-	12
Other	189	50	436	226
Total non-interest income	1,468	3,712	3,006	7,343
NON-INTEREST EXPENSE:				
Salaries and employee benefits	3,769	5,061	7,812	10,004
Professional services	263	1,689	518	2,586
Data processing fees	862	1,064	1,707	2,053
Marketing and promotion	194	1,360	382	2,729
Occupancy	378	482	768	994
Regulatory costs	137	94	272	200
Depreciation and amortization	273	284	539	577
Office supplies and postage	102	132	198	228
Other	626	674	1,315	1,375
Total non-interest expense	6,604	10,840	13,511	20,746
Income before income taxes	2,431	750	4,706	2,676
Income tax expense	571	176	1,106	629
NET INCOME	$ 1,860	$ 574	$ 3,600	$ 2,047
Basic earnings per common share	$ 0.53	$ 0.16	$ 1.01	$ 0.57
Diluted earnings per common share	$ 0.53	$ 0.16	$ 1.01	$ 0.57

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income (Loss)

(In thousands, unaudited)

	For the Three Months Ended June 30,				For the Six Months Ended June 30,			
	2024		**2023**		**2024**		**2023**	
NET INCOME		$ 1,860		$ 574		$ 3,600		$ 2,047
Unrealized gain (loss) on debt securities available for sale	$ 25		$ (2,060)		$ (888)		$ 455	
Reclassification adjustment for gains included in net income	-		-		-		(12)	
Other comprehensive income (loss) before tax	25		(2,060)		(888)		443	
Income tax (expense) benefit related to items of other comprehensive income (loss)	(6)		507		219		(109)	
Other comprehensive income (loss)	$ 19	19	$ (1,553)	(1,553)	$ (669)	(669)	$ 334	334
TOTAL COMPREHENSIVE INCOME (LOSS)		$ 1,879		$ (979)		$ 2,931		$ 2,381

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity
For the Six Months Ended June 30,
(In thousands, except share data, unaudited)

	Common Stock		Capital Surplus Common	Retained	Treasury	Accumulated Other Comprehensive	
	Shares	Amount	Stock	Earnings	Stock	Income (Loss)	Total
BALANCE, December 31, 2022	3,559,334	$ 36	$ 26,399	$ 87,575	$ (1,622)	$ (12,042)	$ 100,346
Cumulative effect adjustment for adoption of ASU 2016-13, Measurement of Credit Losses on Financial Instruments	-	-	-	(94)	-	-	(94)
Net income	-	-	-	2,047	-	-	2,047
Other comprehensive income	-	-	-	-	-	334	334
Impact of share-based compensation	2,000	-	235	-	(42)	-	193
BALANCE, June 30, 2023	3,561,334	$ 36	$ 26,634	$ 89,528	$ (1,664)	$ (11,708)	$ 102,826
BALANCE, December 31, 2023	3,569,210	$ 36	$ 26,572	$ 93,186	$ (1,528)	$ (9,848)	$ 108,418
Net income	-	-	-	3,600	-	-	3,600
Other comprehensive loss	-	-	-	-	-	(669)	(669)
Impact of share-based compensation	2,500	-	269	-	4	-	273
Common stock repurchased	(50,000)	(1)	-	-	(1,163)	-	(1,164)
Dividends declared on common stock ($2.25)	-	-	-	(8,143)	-	-	(8,143)
BALANCE, June 30, 2024	3,521,710	$ 35	$ 26,841	$ 88,643	$ (2,687)	$ (10,517)	$ 102,315

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows
For the Six Months Ended June 30,
(In thousands, unaudited)

	2024	2023
OPERATING ACTIVITIES:		
Net income	$ 3,600	$ 2,047
Adjustments to reconcile net income to net cash provided by operating activities -		
Provision for credit losses	245	405
Depreciation	539	577
Amortization of right of use asset	167	397
Net amortization of premiums on debt securities and subordinated debentures	722	860
Share-based compensation	273	193
Change in accrued interest receivable and other assets, net	(404)	70
Loss on sale of bank premises and equipment	-	142
Net realized gain on sales of debt securities	-	(12)
Increase in deferred taxes	-	(31)
Change in other liabilities, net	(1,445)	(998)
Originations of loans held for sale, mortgage banking	-	(395,048)
Proceeds from sales of loans held for sale, mortgage banking	-	366,046
Fair value adjustment for loans held for sale, mortgage banking	-	(497)
Fair value adjustment on mortgage banking derivatives	-	(462)
Gains on sales of loans, net	(3)	(10)
Net cash provided by (used in) provided by operating activities	3,694	(26,321)
INVESTING ACTIVITIES:		
Purchases of debt securities	-	(9,555)
Proceed from sales of debt securities	-	9,483
Proceeds from maturities of debt securities	23,079	8,797
Purchases of Federal Reserve and Federal Home Loan Bank Stock	(15)	(1,640)
Sales of Federal Reserve and Federal Home Loan Bank Stock	-	1,765
Net increase in loans held for investment	(18,279)	(24,569)
Proceeds from sales of premises and equipment	-	60
Purchases of premises and equipment	(685)	(261)
Net cash provided by (used in) investing activities	4,100	(15,920)

See accompanying notes to consolidated financial statements.

BNCCORP, INC. AND SUBSIDIARIES
Consolidated Statements of Cash Flows, continued
For the Six Months Ended June 30,
(In thousands, unaudited)

	2024	2023
FINANCING ACTIVITIES:		
Net decrease in deposits	$ (44,838)	$ (15,087)
Repayments of Federal Home Loan Bank advances	-	(41,000)
Proceeds from Federal Home Loan Bank advances	-	41,000
Dividends paid on common stock	(8,143)	-
Common stock repurchase	(1,163)	-
Net cash used in financing activities	(54,144)	(15,087)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(46,350)	(57,328)
CASH AND CASH EQUIVALENTS, beginning of period	102,454	73,968
CASH AND CASH EQUIVALENTS, end of period	$ 56,104	$ 16,640
SUPPLEMENTAL CASH FLOW INFORMATION:		
Interest paid	$ 7,313	$ 4,080
Income taxes paid	$ 1,723	$ 1,147
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Additions to repossessed assets in the settlement of loans	$ 51	$ 47
Right of use assets obtained in exchange for lease obligations	$ -	$ 100

See accompanying notes to consolidated financial statements.

NOTE 1 – Organization of Operations, BNCCORP, INC.

BNCCORP, INC. ("BNCCORP") is a registered bank holding company incorporated under the laws of Delaware. It is the parent company of BNC National Bank (the "Bank"). BNC National Bank operates community banking and wealth management businesses through 11 locations in North Dakota and Arizona.

NOTE 2 – Basis of Presentation and Accounting Policies

The accounting and reporting policies of BNCCORP and its subsidiaries (collectively, the "Company") conform to accounting principles generally accepted in the United States of America and general practices within the financial services industry. The consolidated financial statements included herein are for BNCCORP and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

The accompanying unaudited interim consolidated financial statements have been prepared under the presumption that users of the interim consolidated financial information have either read or have access to the audited consolidated financial statements of BNCCORP, INC. and subsidiaries for the year ended December 31, 2023. Accordingly, footnote disclosures which would substantially duplicate the disclosures contained in the December 31, 2023 audited consolidated financial statements have been omitted from these interim consolidated financial statements. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2023, and the notes thereto.

The accompanying interim consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles (GAAP) in the United States of America for interim financial information. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of income and expenses during the reporting period. These estimates are based on information available to management at the time the estimates are made.

The unaudited consolidated financial statements as of June 30, 2024, include, in the opinion of management, all adjustments, consisting primarily of normal recurring adjustments, necessary for a fair presentation of the financial results for the respective interim periods and are not necessarily indicative of results of operations to be expected for the entire fiscal year.

RECENTLY ISSUED OR ADOPTED ACCOUNTING PRONOUNCEMENTS & INTERPRETATIONS

ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments*, replaces the current incurred loss methodology for recognizing credit losses with a current expected credit loss model, which requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This amended guidance broadens the information that an entity must consider in developing its expected credit loss estimates. Additionally, this update amends the accounting for credit losses for available-for-sale debt securities and purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. This update requires enhanced disclosures to help investors and other financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of a company's loan portfolio. This update is effective for fiscal years beginning after December 15, 2022.

The Company adopted the standard on January 1, 2023, and applied the standard as a cumulative effect adjustment to retained earnings. At adoption, the Company recorded a $125 thousand increase to the allowance for credit losses, which was comprised of a $64 thousand decrease in the allowance for loan losses and a $189 thousand increase to the allowance for unfunded commitments. The after-tax impact resulted in a $94 thousand decrease to retained earnings. The tax effect resulted in an increase to deferred tax assets.

ASU No. 2022-02, *Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*, eliminates the accounting guidance for TDRs by creditors in ASC 310-40, *Receivables – Troubled Debt Restructurings by Creditors*, in its entirety and requires entities to evaluate all receivable modifications under ASC 310-20-35-9 through 35-11 to determine whether a modification made to a borrower results in a new loan or a continuation of the existing loan. For entities that have already adopted ASU 2016-13, the amendments in ASU 2022-02 are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. For entities that have not yet adopted ASU 2016-13, the amendments in ASU 2022-02 are effective upon adoption of ASU 2016-13. The Company adopted the standard on January 1, 2023 and the adoption did not have a material impact on the Company's consolidated financials.

NOTE 3 – Debt Securities Available for Sale

Debt securities have been classified in the consolidated balance sheets according to management's intent. The Company had no securities designated as trading or held-to-maturity in its portfolio at June 30, 2024, or December 31, 2023. The carrying amount of available-for-sale debt securities and their estimated fair values were as follows (in thousands):

	As of June 30, 2024			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. treasury securities	$ 10,916	$ -	$ (1,009)	$ 9,907
U.S. government sponsored entity mortgage-backed securities issued by FNMA/FHLMC	20,011	-	(3,414)	16,597
U.S. government agency small business administration pools guaranteed by SBA	10,659	-	(622)	10,037
Collateralized mortgage obligations guaranteed by GNMA	7,179	-	(312)	6,867
Collateralized mortgage obligations issued by FNMA/FHLMC	51,732	-	(5,477)	46,255
Commercial mortgage-backed securities issued by FHLMC	16,814	-	(1,367)	15,447
Other commercial mortgage-backed securities	25,144	-	(2,059)	23,085
State and municipal bonds	8,056	-	(1,169)	6,887
	$ 150,511	$ -	$ (15,429)	$ 135,082

	As of December 31, 2023			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. treasury securities	$ 25,872	$ -	$ (992)	$ 24,880
U.S. government sponsored entity mortgage-backed securities issued by FNMA/FHLMC	21,282	-	(3,187)	18,095
U.S. government agency small business administration pools guaranteed by SBA	12,020	-	(755)	11,265
Collateralized mortgage obligations guaranteed by GNMA	8,051	-	(287)	7,764
Collateralized mortgage obligations issued by FNMA/FHLMC	55,750	-	(4,860)	50,890
Commercial mortgage-backed securities issued by FHLMC	16,927	-	(1,213)	15,714
Other commercial mortgage-backed securities	26,349	-	(2,136)	24,213
State and municipal bonds	8,062	-	(1,111)	6,951
	$ 174,313	$ -	$ (14,541)	$ 159,772

The amortized cost and estimated fair market value of available-for-sale debt securities classified according to their contractual maturities at June 30, 2024, were as follows (in thousands):

	Amortized Cost	Estimated Fair Value
Due in one year or less	$ -	$ -
Due after one year through five years	29,064	26,971
Due after five years through 10 years	18,852	17,222
Due after 10 years	102,595	90,889
Total	$ 150,511	$ 135,082

The table above is not intended to reflect actual maturities, cash flows, or interest rate risk. Actual maturities may differ from the contractual maturities shown above as a result of prepayments.

The following table shows the Company's debt securities fair value and gross unrealized losses; aggregated by debt security category and length of time that individual debt securities have been in a continuous unrealized loss position (dollars are in thousands):

	June 30, 2024								
	Less Than 12 Months			12 Months or More			Total		
Description of Securities	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss
U.S. treasury securities	-	$ -	$ -	3	$ 9,907	$ (1,009)	3	$ 9,907	$ (1,009)
U.S. government sponsored entity mortgage-backed securities issued by FNMA/FHLMC	-	-	-	8	16,597	(3,414)	8	16,597	(3,414)
U.S. government agency small business administration pools guaranteed by SBA	-	-	-	4	10,037	(622)	4	10,037	(622)
Collateralized mortgage obligations guaranteed by GNMA	-	-	-	8	6,867	(312)	8	6,867	(312)
Collateralized mortgage obligations issued by FNMA/ FHLMC	-	-	-	19	46,254	(5,477)	19	46,254	(5,477)
Commercial mortgage-backed securities issued by FHLMC	-	-	-	3	15,447	(1,367)	3	15,447	(1,367)
Other commercial mortgage-backed securities	-	-	-	11	23,086	(2,059)	11	23,086	(2,059)
State and municipal bonds	-	-	-	2	6,887	(1,169)	2	6,887	(1,169)
Total temporarily impaired securities	-	$ -	$ -	58	$ 135,082	$ (15,429)	58	$ 135,082	$ (15,429)

	December 31, 2023								
	Less Than 12 Months			12 Months or More			Total		
Description of Securities	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss	#	Fair Value	Unrealized Loss
U.S. treasury securities	1	$ 9,963	$ (6)	4	$ 14,917	$ (986)	5	$ 24,880	$ (992)
U.S. government sponsored entity mortgage-backed securities issued by FNMA/FHLMC	-	-	-	8	18,095	(3,187)	8	18,095	(3,187)
U.S. government agency small business administration pools guaranteed by SBA	-	-	-	4	11,265	(755)	4	11,265	(755)
Collateralized mortgage obligations guaranteed by GNMA	-	-	-	8	7,764	(287)	8	7,764	(287)
Collateralized mortgage obligations issued by FNMA/FHLMC	1	175	(2)	18	50,715	(4,858)	19	50,890	(4,860)
Commercial mortgage-backed securities issued by FHLMC	-	-	-	3	15,714	(1,213)	3	15,714	(1,213)
Other commercial mortgage-backed securities	-	-	-	11	24,213	(2,136)	11	24,213	(2,136)
State and municipal bonds	-	-	-	2	6,951	(1,111)	2	6,951	(1,111)
Total temporarily impaired securities	2	$ 10,138	$ (8)	58	$ 149,634	$ (14,533)	60	$ 159,772	$ (14,541)

The Financial Accounting Standards Board's (FASB) accounting standard updated No. 2016-13, *Measurement of Credit Losses on Financial Instruments*, requires an evaluation of debt securities available for sale to determine if a credit loss exists.

The Company's evaluation first assesses whether it intends to sell, or it is more likely than not that it will be required to sell the security before recovery of its amortized cost basis. If either criteria is met, the security's amortized cost basis is written down to fair value through income. For AFS debt securities that do not meet the aforementioned criteria, the Company evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the security are compared to the amortized cost basis of the security. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded for the credit loss, limited by the amount that the fair value is less than the amortized cost basis. Changes in the allowance for credit losses are recorded as a provision for (or reversal of) credit losses and can change over time.

The Company does not believe that the debt securities available for sale that were in an unrealized loss position as of June 30, 2024 and December 31, 2023 represent a credit loss impairment. For both periods presented, the gross unrealized loss positions were primarily related to mortgage-backed securities issued by U.S. government agencies or U.S. government-sponsored enterprises. These securities carry the explicit and/or implicit guarantee of the U.S. government and have a history of zero credit loss. Total gross unrealized losses were attributable to changes in interest rates, relative to when the investment securities were purchased, and not due to the credit quality of the debt securities. The Company does not intend to sell the debt securities that were in an unrealized loss position and it is unlikely that the Company will be required to sell the debt securities before recovery of their amortized cost basis, which may be at maturity.

NOTE 4 – Loans

The composition of loans is as follows (in thousands):

	June 30, 2024	December 31, 2023
Commercial and industrial	$ 223,985	$ 216,055
Commercial real estate	250,784	245,939
SBA	75,030	63,836
Consumer	116,933	111,872
Land and land development	10,689	8,416
Construction	8,474	21,648
Gross loans held for investment	685,895	667,766
Unearned income and net unamortized deferred fees and costs	1,114	1,042
Loans, net of unearned income and unamortized fees and costs	687,009	668,808
Allowance for credit losses	(9,448)	(9,284)
Net loans held for investment	$ 677,561	$ 659,524

NOTE 5 – Allowance for Credit Losses

ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments*, requires the Company to estimate the credit losses expected over the life of the loan. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the estimated collectability of the loan portfolio.

The Company's methodology for estimating the allowance for credit losses is applied consistently to the loan portfolio. The following identifies the methodology by which the Company estimates the allowance for credit losses:

Collective Pools. The Company makes a significant number of loans that, due to their underlying similar characteristics, are assessed for loss as "collective" pools. The Bank segments the pools by type of loan and using historical loss and peer group loss information estimates an expected credit loss for each individual loan or lease within the pool. Historical loss rates are derived by tracking the historical net charge-offs. The historical loss rates for each type of loan are then averaged to calculate an overall loss rate, which is applied to the current loan balance. Loans of this nature are generally internally designated as a "pass" rated credit.

Collective Risk Grade. The Company has loans where the risk grade classification deteriorates below an internally assigned grade of "pass". In these cases, the Company generally experiences higher historical loss rates and expects the credit losses on the contractual balance to increase. Loans in this category are pooled by risk grade and historic loss rates are applied to the contractual balances of each individual loan or lease.

Individual Reserves. The Company estimates reserves for individually evaluated loans through a loan-by-loan analysis of problem loans that considers expected future cash flows, the value of collateral and other factors that may impact the borrower's ability to make payments when due. Included in this group are loans in nonaccrual status or modified loans.

Qualitative / Forecast Reserve. The Company also considers qualitative adjustments to the quantitative baseline. Utilizing a framework based on the Interagency Policy Statement on Allowance for Credit Losses, the Company considers prevailing and anticipated economic trends, such as current and forecasted economic conditions, economic trends, an assessment of credit risk inherent in the loan portfolio, and delinquency trends. The Company also considers information to the extent the Company expects current conditions and reasonable and supportable forecasts to differ from the conditions that existed for the period over which historical information was evaluated. The Company's forecast period is generally 1 to 2 years.

The following table presents transactions in the allowance for credit losses by portfolio segment (in thousands):

	Three Months Ended June 30, 2024						
	Commercial and Industrial	Commercial Real Estate	SBA	Consumer	Land and Land Development	Construction	Total
Balance, beginning of period	$ 3,416	$ 3,376	$ 1,137	$ 1,163	$ 209	$ 162	$ 9,463
Provision (credit)	(90)	1	83	92	11	(62)	35
Loans charged off	-	-	-	(74)	-	-	(74)
Loan recoveries	-	-	-	24	-	-	24
Balance, end of period	$ 3,326	$ 3,377	$ 1,220	$ 1,205	$ 220	$ 100	$ 9,448

Three Months Ended June 30, 2023	Commercial and Industrial	Commercial Real Estate	SBA	Consumer	Land and Land Development	Construction	Total
Balance, beginning of period	$ 2,958	$ 3,544	$ 963	$ 975	$ 129	$ 367	$ 8,936
Provision (credit)	335	(268)	(20)	49	(3)	69	162
Loans charged off	(29)	-	(51)	(28)	-	-	(108)
Loan recoveries	-	-	-	10	-	-	10
Balance, end of period	$ 3,264	$ 3,276	$ 892	$ 1,006	$ 126	$ 436	$ 9,000

The Company recorded a $30 thousand provision for credit losses in the second quarter of 2024. A provision of $35 thousand was recorded as an allowance for loan losses and $5 thousand was recorded as a reduction in the allowance for unfunded commitments. This compares to a $165 thousand provision for credit losses in the second quarter of 2023. A provision of $162 thousand was recorded as an allowance for loan losses and $3 thousand was recorded as an allowance for unfunded commitments.

At June 30, 2024, the Company maintained an allowance for unfunded commitments of $155 thousand. At December 31, 2023, the Company maintained an allowance for unfunded commitments of $175 thousand. The allowance for unfunded commitments are included as part of the Other Liabilities line on the Company's Consolidated Balance Sheets.

Six Months Ended June 30, 2024	Commercial and Industrial	Commercial Real Estate	SBA	Consumer	Land and Land Development	Construction	Total
Balance, beginning of period	$ 3,378	$ 3,368	$ 1,014	$ 1,092	$ 169	$ 263	$ 9,284
Provision (credit)	(52)	9	206	214	51	(163)	265
Loans charged off	-	-	-	(129)	-	-	(129)
Loan recoveries	-	-	-	28	-	-	28
Balance, end of period	$ 3,326	$ 3,377	$ 1,220	$ 1,205	$ 220	$ 100	$ 9,448

Six Months Ended June 30, 2023	Commercial and Industrial	Commercial Real Estate	SBA	Consumer	Land and Land Development	Construction	Total
Balance, beginning of period	$ 2,519	$ 3,621	$ 1,396	$ 982	$ 87	$ 226	$ 8,831
Cumulative effect-CECL adoption	511	(300)	(467)	(13)	66	139	(64)
Provision (credit)	306	(45)	14	63	(27)	71	382
Loans charged off	(72)	-	(51)	(42)	-	-	(165)
Loan recoveries	-	-	-	16	-	-	16
Balance, end of period	$ 3,264	$ 3,276	$ 892	$ 1,006	$ 126	$ 436	$ 9,000

The Company recorded a $245 thousand provision for credit losses in the six months ended June 30, 2024. A provision of $265 thousand was recorded as an allowance for loan losses and $20 thousand was recorded as a reduction in the allowance for unfunded commitments. This compares to a $405 thousand provision for credit losses in the six months of 2023. A provision of $382 thousand was recorded as an allowance for loan losses and $23 thousand was recorded as an allowance for unfunded commitments.

Credit Quality Indicators
The Company maintains an internal risk rating process in order to increase the precision and effectiveness of credit risk management. Loans are assigned one of the following four internally assigned grades: pass, watch list, substandard, and doubtful. The following are the definitions of the Company's credit quality indicators:

Pass. Loans designated as pass are not adversely rated, are contractually current as to principal and interest, and are otherwise in compliance with the contractual terms of the loan or lease agreement. Management believes that there is a low likelihood of loss related to those loans and leases that are considered Pass.

Watch list. Loans designated as watch list are loans that possess some credit deficiency that deserves close attention due to emerging problems. Such loans pose unwarranted financial risk that, if left uncorrected, may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date.

Substandard. Loans graded as substandard or doubtful are considered "Classified" loans for regulatory purposes. Loans classified as substandard are loans that are generally inadequately protected by the current net worth and paying capacity of the obligor, or by the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the loan. Substandard loans are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans classified as doubtful have the weaknesses of those classified as substandard, with additional characteristics that make collection in full on the basis of currently existing facts, conditions and values questionable, and there is a higher probability of loss.

The following presents by credit quality indicator, loan class, and year of origination, the amortized cost basis of the Company's loans (in thousands):

	Term Loans by Origination Year							
June 30, 2024	**2024**	**2023**	**2022**	**2021**	**2020**	**Prior**	**Revolving Loans**	**Total**
Commercial and industrial								
Pass	$ 23,929	$ 25,218	$ 69,342	$ 23,247	$ 18,054	$ 32,720	$ 26,327	$ 218,837
Watch List	-	-	-	1,148	19	564	700	2,431
Substandard	-	-	-	161	85	1,697	-	1,943
Doubtful	-	-	573	56	-	145	-	774
Total commercial and industrial	$ 23,929	$ 25,218	$ 69,915	$ 24,612	$ 18,158	$ 35,126	$ 27,027	$ 223,985
Commercial and industrial loans:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Commercial Real Estate								
Pass	$ 2,345	$ 31,293	$ 46,555	$ 36,249	$ 17,939	$ 97,004	$ 10,516	$ 241,901
Watch List	-	-	7,024	1,859	-	-	-	8,883
Substandard	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-
Total commercial real estate	$ 2,345	$ 31,293	$ 53,579	$ 38,108	$ 17,939	$ 97,004	$ 10,516	$ 250,784
Commercial real estate:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Small Business Administration								
Pass	$ 13,082	$ 10,314	$ 20,059	$ 8,836	$ 1,757	$ 18,459	$ 603	$ 73,110
Watch List	-	-	183	-	189	86	-	458
Substandard	-	-	520	-	-	181	-	701
Doubtful	85	-	-	34	-	642	-	761
Total small business administration	$ 13,167	$ 10,314	$ 20,762	$ 8,870	$ 1,946	$ 19,368	$ 603	$ 75,030
Small business administration loans:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Consumer								
Pass	$ 14,361	$ 27,414	$ 29,232	$ 11,847	$ 8,284	$ 8,318	$ 16,278	$ 115,734
Watch List	-	-	-	-	-	-	-	-
Substandard	185	894	39	46	11	24	-	1,199
Doubtful	-	-	-	-	-	-	-	-
Total consumer	$ 14,546	$ 28,308	$ 29,271	$ 11,893	$ 8,295	$ 8,342	$ 16,278	$ 116,933
Consumer loans:								
Current period gross write-offs:	$ 7	$ 18	$ 47	$ 17	$ 12	$ 28	$ -	$ 129
Land and Land Development								
Pass	$ 485	$ 2,458	$ 1,222	$ 1,528	$ 270	$ 202	$ 4,524	$ 10,689
Watch List	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-
Total land and land development	$ 485	$ 2,458	$ 1,222	$ 1,528	$ 270	$ 202	$ 4,524	$ 10,689
Land and land development loans:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Construction								
Pass	$ -	$ 2,092	$ -	$ -	$ -	$ -	$ 6,382	$ 8,474
Watch List	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-
Total Construction	$ -	$ 2,092	$ -	$ -	$ -	$ -	$ 6,382	$ 8,474
Construction loans:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total gross loans	$ 54,472	$ 99,683	$ 174,749	$ 85,011	$ 46,608	$ 160,042	$ 65,330	$ 685,895
Total gross write-offs:	$ 7	$ 18	$ 47	$ 17	$ 12	$ 28	$ -	$ 129

	Term Loans by Origination Year							
December 31, 2023	**2023**	**2022**	**2021**	**2020**	**2019**	**Prior**	**Revolving Loans**	**Total**
Commercial and industrial								
Pass	$ 29,495	$ 70,079	$ 26,465	$ 19,142	$ 7,516	$ 26,733	$ 32,913	$ 212,343
Watch List	-	13	-	26	-	-	-	39
Substandard	27	36	57	120	959	1,768	-	2,967
Doubtful	-	573	-	-	133	-	-	706
Total commercial and industrial	$ 29,522	$ 70,701	$ 26,522	$ 19,288	$ 8,608	$ 28,501	$ 32,913	$ 216,055
Commercial and industrial loans:								
Current period gross write-offs:	$ 29	$ -	$ 71	$ -	$ -	$ -	$ -	$ 100
Commercial Real Estate								
Pass	$ 24,193	$ 53,823	$ 37,076	$ 18,672	$ 9,959	$ 88,948	$ 11,384	$ 244,055
Watch List	-	-	1,884	-	-	-	-	1,884
Substandard	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-
Total commercial real estate	$ 24,193	$ 53,823	$ 38,960	$ 18,672	$ 9,959	$ 88,948	$ 11,384	$ 245,939
Commercial real estate:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Small Business Administration								
Pass	$ 11,959	$ 19,165	$ 9,067	$ 1,874	$ 11,027	$ 8,034	$ 744	$ 61,870
Watch List	-	192	-	192	86	-	-	470
Substandard	-	517	-	-	-	205	-	722
Doubtful	-	-	31	-	265	478	-	774
Total small business administration	$ 11,959	$ 19,874	$ 9,098	$ 2,066	$ 11,378	$ 8,717	$ 744	$ 63,836
Small business administration loans:								
Current period gross write-offs:	$ 4	$ -	$ -	$ 51	$ -	$ -	$ -	$ 55
Consumer								
Pass	$ 31,317	$ 32,557	$ 13,181	$ 9,639	$ 3,900	$ 6,332	$ 14,855	$ 111,781
Watch List	-	-	-	-	-	-	-	-
Substandard	-	14	22	29	-	26	-	91
Doubtful	-	-	-	-	-	-	-	-
Total consumer	$ 31,317	$ 32,571	$ 13,203	$ 9,668	$ 3,900	$ 6,358	$ 14,855	$ 111,872
Consumer loans:								
Current period gross write-offs:	$ 123	$ 31	$ 21	$ 1	$ -	$ 37	$ -	$ 213
Land and Land Development								
Pass	$ 2,665	$ 1,373	$ 1,629	$ 276	$ -	$ 219	$ 2,254	$ 8,416
Watch List	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-
Total land and land development	$ 2,665	$ 1,373	$ 1,629	$ 276	$ -	$ 219	$ 2,254	$ 8,416
Land and land development loans:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Construction								
Pass	$ 2,593	$ 1,042	$ -	$ -	$ -	$ -	$ 18,013	$ 21,648
Watch List	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-
Total Construction	$ 2,593	$ 1,042	$ -	$ -	$ -	$ -	$ 18,013	$ 21,648
Construction loans:								
Current period gross write-offs:	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Total gross loans	$ 102,249	$ 179,384	$ 89,412	$ 49,970	$ 33,845	$ 132,743	$ 80,163	$ 667,766
Total gross write-offs:	$ 156	$ 31	$ 92	$ 52	$ -	$ 37	$ -	$ 368

Performing and Non-Accrual Loans

The Bank's key credit quality indicator is a loan's performance status, defined as accrual or non-accrual. Performing loans are considered to have a lower risk of loss and are on accrual status. Non-accrual loans include loans on which the accrual of interest has been discontinued. Accrual of interest is discontinued when the Bank believes that the borrower's financial condition is such that the collection of interest is doubtful. A delinquent loan is generally placed on non-accrual status when it becomes 90 days or more past due unless the loan is well secured and in the process of collection. When a loan is placed on non-accrual status, accrued but uncollected interest income applicable to the current reporting period is reversed against interest income. Accrued but uncollected interest income applicable to previous reporting periods is charged against the allowance for credit losses. No additional interest is accrued on the loan balance until the collection of both principal and interest becomes reasonably certain. Delinquent balances are determined based on the contractual terms of the loan adjusted for charge-offs and payments applied to principal.

The following table sets forth information regarding the Bank's performing and non-accrual loans (in thousands):

	June 30, 2024					
	Current	31-89 Days Past Due	90 Days or More Past Due And Accruing	Total Performing	Non-accrual	Total
Commercial and industrial:						
Business loans	$ 94,289	$ 106	$ -	$ 94,395	$ 1,182	$ 95,577
Agriculture	41,702	-	-	41,702	-	41,702
Owner-occupied commercial real estate	86,706	-	-	86,706	-	86,706
Commercial real estate	250,784	-	-	250,784	-	250,784
SBA	73,295	-	84	73,379	1,651	75,030
Consumer:						
Automobile	7,654	56	-	7,710	-	7,710
Home equity	15,137	-	-	15,137	-	15,137
1st mortgage	27,614	-	-	27,614	-	27,614
Other	66,132	202	1	66,335	137	66,472
Land and land development	10,689	-	-	10,689	-	10,689
Construction	8,474	-	-	8,474	-	8,474
Total loans held for investment	$ 682,476	$ 364	$ 85	$ 682,925	$ 2,970	$ 685,895

	December 31, 2023					
	Current	31-89 Days Past Due	90 Days or More Past Due And Accruing	Total Performing	Non-accrual	Total
Commercial and industrial:						
Business loans	$ 93,110	$ 2	$ -	$ 93,112	$ 837	$ 93,949
Agriculture	37,720	-	-	37,720	-	37,720
Owner-occupied commercial real estate	84,143	243	-	84,386	-	84,386
Commercial real estate	245,939	-	-	245,939	-	245,939
SBA	58,155	3,236	828	62,219	1,617	63,836
Consumer:						
Automobile	9,488	50	-	9,538	-	9,538
Home equity	13,405	-	-	13,405	-	13,405
1st mortgage	26,427	1,051	-	27,478	-	27,478
Other	61,157	225	4	61,386	65	61,451
Land and land development	8,416	-	-	8,416	-	8,416
Construction	21,648	-	-	21,648	-	21,648
Total loans held for investment	$ 659,608	$ 4,807	$ 832	$ 665,247	$ 2,519	$ 667,766

The following table sets forth information on non-accrual loans (in thousands):

	June 30, 2024		
	Non-accrual loans with a related ACL	Non-accrual loans without a related ACL	Total Non-Accrual Loans
Commercial and industrial: Business loans	$ 1,182	$ -	$ 1,182
SBA	1,651	-	1,651
Consumer: Other	137	-	137
Total	$ 2,970	$ -	$ 2.970

	December 31, 2023		
	Non-accrual loans with a related ACL	Non-accrual loans without a related ACL	Total Non-Accrual Loans
Commercial and industrial: Business loans	$ 837	$ -	$ 837
SBA	1,617	-	1,617
Consumer: Other	65	-	65
Total	$ 2,519	$ -	$ 2,519

The following table indicates the effect on interest income on loans if interest on non-accrual loans outstanding at period end had been recognized at original contractual rates (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Interest income that would have been recorded	$ 74	$ 41	$ 146	$ 80
Interest income recorded	-	-	-	-
Effect on interest income on loans	$ 74	$ 41	$ 146	$ 80

Loan Modifications

ASU No. 2022-02, *Financial Instruments – Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures*, requires the Company to evaluate all loan modifications under ASC 310-20-35-9 through 35-11 to determine whether a modification made to a borrower results in a new loan or a continuation of the existing loan. The Company individually evaluates all modification to loans where the borrower is experiencing financial difficulty. In cases where the modification is determined to be at least as favorable to the Company as the terms for comparable loans to other borrowers with similar risk characteristics the loan is considered a new origination. In the event the evaluation determines that the modification is not in-line with terms for comparable loans, the Company considers these loans to be a modified loan. These types of modifications generally take the form of principal forgiveness, interest rate reduction, other-than-insignificant payment delay, or a term extension.

The following presents the amortized cost of loans to borrowers experiencing financial difficulty that were modified during the period by loan segment and modification type (in thousands):

	June 30, 2024				
	Term Extension and Payment Deferment (1)	**Term Extension, Payment Modification, Interest Rate Reduction (2)**	**Term Extension, Payment Modification, Payment Deferment, and Interest Rate Reduction (3)**	**Total**	**Percentage of Total Loans**
Commercial and industrial	$ 145	$ 56	$ -	$ 201	0.1 %
SBA	1,055	-	3,947	5,002	0.7
Total	$ 1,200	$ 56	$ 3,947	$ 5,203	0.8 %

(1) Modifications extended term by seven months and deferred payments up to seven months.
(2) Modifications extended term by eighteen months, reduced payment, and reduced interest rate by 8.75%.
(3) Modifications extended terms up to sixty-eight months, reduced payment, reduced interest rates to as low as 1.00%, deferred payment for up to eleven months.

Loan modifications to borrowers experiencing financial difficulty during the first six months of 2024 did not result in principal forgiveness.

	December 31, 2023				
	Term Extension and Payment Deferment (1)	**Term Extension, Payment Modification, Interest Rate Reduction (2)**	**Payment Deferral (3)**	**Total**	**Percentage of Total Loans**
Commercial and industrial	$ 133	$ 57	$ -	$ 190	0.1 %
SBA	1,791	-	3,103	4,894	0.7
Total	$ 1,924	$ 57	$ 3,103	$ 5,084	0.8 %

(1) Modifications extended term by seven months and deferred payments up to seven months.
(2) Modifications extended term by twelve months, reduced payment, and reduced interest rate by 8.75%.
(3) Modifications deferred payment by six months.

Loan modifications to borrowers experiencing financial difficulty in 2023 did not result in principal forgiveness.

The following table sets forth information regarding the payment status of loans to borrowers experiencing financial difficulty (in thousands):

	As of June 30, 2024			
	Current	**31-89 Days Past Due**	**90 Days or More Past Due**	**Total**
Commercial and industrial	$ 56	$ -	$ 145	$ 201
SBA	3,947	-	1,055	5,002
Total	$ 4,003	$ -	$ 1,200	$ 5,203

	As of December 31, 2023			
	Current	31-89 Days Past Due	90 Days or More Past Due	Total
Commercial and industrial	$ 57	$ 133	$ -	$ 190
SBA	-	4,066	828	4,894
Total	$ 57	$ 4,199	$ 828	$ 5,084

NOTE 6 – Earnings Per Share

The following table shows the amounts used in computing per share results:

	Three Months Ended June 30, 2024	Six Months Ended June 30, 2024
Denominator for basic earnings per share*:*		
Average common shares outstanding	3,533,359	3,555,215
Dilutive effect of stock compensation	5,793	5,516
Denominator for diluted earnings per share	3,539,152	3,560,731
Numerator (in thousands):		
Net income	$ 1,860	$ 3,600
Basic earnings per common share	$ 0.53	$ 1.01
Diluted earnings per common share	$ 0.53	$ 1.01

	Three Months Ended June 30, 2023	Six Months Ended June 30, 2023
Denominator for basic earnings per share*:*		
Average common shares outstanding	3,578,029	3,576,803
Dilutive effect of stock compensation	2,244	2,281
Denominator for diluted earnings per share	3,580,273	3,579,084
Numerator (in thousands):		
Net income	$ 574	$ 2,047
Basic earnings per common share	$ 0.16	$ 0.57
Diluted earnings per common share	$ 0.16	$ 0.57

NOTE 7 – Share-Based Compensation

The Company may grant share-based compensation at prices equal to the fair value of the stock at the grant date. The Company has two share-based plans for certain key employees and directors whereby shares of common stock have been reserved for awards in the form of stock options or restricted stock awards. The plans are as follows:

	1995	2015	Total
Total Shares in Plan	250,000	50,000	300,000
Total Shares Available for Issuance	40,951	15,333	56,284

Following is a summary of restricted stock activities for the six-month periods ending June 30:

	Six Months Ended June 30, 2024		Six Months Ended June 30, 2023	
	Number Restricted Stock Shares	Weighted Average Grant Date Fair Value	Number Restricted Stock Shares	Weighted Average Grand Date Fair Value
Outstanding, beginning of period	10,250	$ 31.83	5,500	$ 39.91
Granted	-	-	-	-
Vested	(250)	34.77	(250)	34.77
Forfeited	-	-	-	-
Outstanding, end of period	10,000	31.76	5,250	40.15

The Company recognized share-based compensation expense of $24 thousand related to restricted stock for the three-month period ended June 30, 2024, and $49 thousand for the six-month period ended June 30, 2024. The Company recognized share-based compensation expense of $19 thousand related to restricted stock for the three-month period ended June 30, 2023, and $38 thousand for the six-month period ended June 30, 2023.

At June 30, 2024, the Company had $115 thousand of unamortized restricted stock compensation expense. The cost of a restricted stock grant is recognized over the vesting period, which is generally three to four years.

NOTE 8 – Revenue from Contracts with Customers

The following table disaggregates non-interest income subject to ASC 606 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Service charges on deposits	$ 151	$ 160	$ 298	$ 326
Bankcard fees	285	298	552	578
Bank charges and service fees not within scope of ASC 606	338	427	717	1,073
Total bank charges and service fees	774	885	1,567	1,977
Wealth management revenue	502	483	1,000	970
Total wealth management revenues	502	483	1,000	970
Other	12	9	24	20
Other not within the scope of ASC 606 (a)	177	41	412	206
Total other	189	50	436	226
Other non-interest income not within the scope of ASC 606 (a)	3	2,294	3	4,170
Total non-interest income	$ 1,468	$ 3,712	$ 3,006	$ 7,343

(a) This revenue is not within the scope of ASC 606, and includes fees related to mortgage banking operations, gains on sale of loans, revenue from investments in SBIC, and various other transactions.

The Company had no material contract assets or remaining performance obligations as of June 30, 2024. Total receivables from revenue recognized under the scope of ASC 606 were $505 thousand as of June 30, 2024, and $492 thousand as of December 31, 2023. These receivables are included as part of the Other assets line on the Company’s Consolidated Balance Sheets.

NOTE 9 – Fair Value Measurements

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

> Level 1: Valuation is based upon quoted prices for identical instruments traded in active markets that the Company has the ability to access.
>
> Level 2: Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-based valuation techniques for which significant assumptions are observable in the market.
>
> Level 3: Valuation is generated from model-based techniques that use significant assumptions not observable in the market and are used only to the extent that observable inputs are not available. These unobservable assumptions reflect the Company's own estimates of assumptions that market participants would use in pricing the asset or liability.

For the periods presented, Treasury Securities were considered to be Level 1 while all other assets and liabilities valued at fair value were considered to be Level 2. There were no transfers into or out of the respective levels during the periods presented.

The following tables summarize the financial assets and liabilities of the Company for which fair values are determined on a recurring basis (in thousands):

	Carrying Value at June 30, 2024				Six Months Ended June 30, 2024
	Total	**Level 1**	**Level 2**	**Level 3**	**Total Gains/(Losses)**
ASSETS					
Debt securities available for sale	$ 135,082	$ 9,907	$ 125,175	$ -	$ -
Total assets at fair value	$ 135,082	$ 9,907	$ 125,175	$ -	$ -

	Carrying Value at December 31, 2023				Twelve Months Ended December 31, 2023
	Total	**Level 1**	**Level 2**	**Level 3**	**Total Gains/(Losses)**
ASSETS					
Debt securities available for sale	$ 159,772	$ 24,880	$ 134,892	$ -	$ 12
Loans held for sale	-	-	-	-	(52)
Commitments to originate mortgage loans	-	-	-	-	57
Commitments to sell mortgage loans	-	-	-	-	(434)
Mortgage banking short positions	-	-	-	-	(32)
Total assets at fair value	$ 159,772	$ 24,880	$ 134,892	$ -	$ (449)

During 2023, the Company sold short positions in mortgage-backed securities to hedge interest-rate risk on the loans committed for mandatory delivery. The commitments to originate and sell mortgage banking loans and the short positions are derivatives and are recorded at fair value.

NOTE 10 – Fair Value of Financial Instruments

The estimated fair values of the Company's financial instruments are as follows (in thousands):

	Level in Fair Value Measurement Hierarchy	June 30, 2024		December 31, 2023	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets:					
Cash and cash equivalents	Level 1	$ 56,104	$ 56,104	$ 102,454	$ 102,454
Federal Reserve Bank and Federal Home Loan Bank stock	Level 2	2,387	2,387	2,372	2,372
Gross loans held for investment	Level 2	685,895	666,259	667,766	654,919
Accrued interest receivable	Level 2	4,299	4,299	4,206	4,206
		$ 748,685	$ 729,049	$ 776,798	$ 763,951
Liabilities and Stockholders' Equity:					
Deposits, noninterest-bearing	Level 2	$ 171,112	$ 171,112	$ 184,442	$ 184,442
Deposits, interest-bearing	Level 2	621,253	620,250	652,761	651,581
Accrued interest payable	Level 2	1,095	1,095	937	937
Guaranteed preferred beneficial interests in Company's subordinated debentures	Level 2	15,464	11,850	15,464	12,678
		$ 808,924	$ 804,307	$ 853,604	$ 849,638
Financial instruments with off-balance-sheet risk:					
Commitments to extend credit	Level 2	$ -	$ 184	$ -	$ 224
Standby and commercial letters of credit	Level 2	$ -	$ 29	$ -	$ 30

NOTE 11 – Federal Home Loan Bank Advances

As of June 30, 2024, the Bank had no Federal Home Loan Bank (FHLB) advances outstanding. At June 30, 2024, the Bank had loans with unamortized principal balances of approximately $192.1 million pledged as collateral to the FHLB.

As of December 31, 2023, the Bank had no FHLB advances outstanding. At December 31, 2023, the Bank had loans with unamortized principal balances of approximately $190.4 million pledged as collateral to the FHLB.

As of June 30, 2024, the Bank has the ability to draw advances up to approximately $118.9 million based upon the aggregate collateral that is currently pledged, subject to additional FHLB stock purchase requirements.

NOTE 12 – Other Borrowings

The following table presents selected information regarding other borrowings (in thousands):

June 30, 2024

Unsecured Borrowing Lines:		Line	Outstanding	Available
BNC National Bank lines (1)		$ 34,500	$ -	$ 34,500

Secured Borrowing Lines:	Collateral Pledged	Line	Outstanding	Available
BNC National Bank line	$ 3,407	$ 1,533	$ -	$ 1,533
BNCCORP line	109,630	10,000	-	10,000
Total	$ 113,037	$ 11,533	$ -	$ 11,533

(1) The unsecured BNC National Bank Lines consists of three separate lines with three institutions in individual amounts of $12.5 million, $12 million, and $10 million.

At June 30, 2024, the pledged collateral for the secured BNC National Bank line was comprised of commercial real estate loans and the pledged collateral for the secured BNCCORP line is the common stock of BNC National Bank.

December 31, 2023

Unsecured Borrowing Lines:		Line	Outstanding	Available
BNC National Bank lines (1)		$ 34,500	$ -	$ 34,500

Secured Borrowing Lines:	Collateral Pledged	Line	Outstanding	Available
BNC National Bank line	$ 3,249	$ 1,509	$ -	$ 1,509
BNCCORP line	106,014	10,000	-	10,000
Total	$ 109,263	$ 11,509	$ -	$ 11,509

(1) The unsecured BNC National Bank Lines consists of three separate lines with three institutions in individual amounts of $12.5 million, $12 million, and $10 million.

At December 31, 2023, the pledged collateral for the secured BNC National Bank line was comprised of commercial real estate loans and the pledged collateral for the secured BNCCORP line is the common stock of BNC National Bank

NOTE 13 – Guaranteed Preferred Beneficial Interests in Company's Subordinated Debentures

In July 2007, BNCCORP issued $15.5 million of floating rate subordinated debentures. During the third quarter of 2023 the index rate and spread converted from three-month LIBOR plus 1.40% to three-month SOFR plus 1.66%. The interest rate at June 30, 2024, and December 31, 2023, was 6.96% and 7.06%, respectively. The subordinated debentures mature on October 1, 2037. The subordinated debentures may be redeemed at par and the corresponding debentures may be prepaid at the option of BNCCORP, subject to approval by the Federal Reserve Board.

NOTE 14 – Stockholders' Equity

Regulatory restrictions exist regarding the ability of the Bank to transfer funds to BNCCORP in the form of cash dividends. Approval of the Office of the Comptroller of the Currency (OCC), the Bank's principal regulator, is required for BNC National Bank to pay dividends to BNCCORP in excess of the Bank's net profits from the current year plus retained net profits for the preceding two years.

BNCCORP is required to consult with the Federal Reserve Board prior to declaring a cash dividend to stockholders. On February 2, 2024, BNCCORP's Board of Directors declared a $2.25 per share special cash dividend that was paid on March 25, 2024.

In December 2020, the Board of Directors approved a share repurchase program authorizing the Company to repurchase up to 175,000 of BNCCORP, INC. outstanding common stock. During the first quarter of 2024, the Company repurchased 50,000 shares of common stock for a total cost of $1,162,500, or $23.25 per share, excluding the cost of commissions, transaction charges and taxes. No other shares repurchases of common stock were made by the Company during 2024. As of June 30, 2024, 125,000 shares remained under the Board of Directors' current authorized share repurchase program. Share repurchases can be made through open market purchases, unsolicited and solicited privately negotiated transactions, or in accordance with terms of Rule 10b-18 promulgated under the Securities Exchange Act of 1934. The Company will not repurchase shares from directors or officers of the Company under the authorization. The Company will contemplate share repurchases subject to market conditions and other factors, including legal and regulatory restrictions and required approvals.

NOTE 15 – Regulatory Capital and Current Operating Environment

BNCCORP and BNC National Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet capital requirements mandated by regulators can trigger certain mandatory and discretionary actions by regulators. Such actions, if undertaken, could have a direct material adverse effect on the Company's financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, BNCCORP and BNC National Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Regulators may also impose capital requirements that are specific to individual institutions. The requirements are generally above the statutory ratios.

At June 30, 2024, the Company's capital ratios exceeded all regulatory capital thresholds and maintained sufficient capital conservation buffers to avoid limitations on certain types of capital distributions.

At June 30, 2024, and December 31, 2023, the regulatory capital amounts and ratios were as follows (dollars in thousands):

	Actual		For Capital Adequacy Purposes		To be Well Capitalized		Amount in Excess of Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
June 30, 2024								
Total Risk-Based Capital:								
Consolidated	$ 137,605	16.87 %	$ 65,262	≥8.00 %	$ N/A	N/A %	$ N/A	N/A %
BNC National Bank	129,046	15.84	65,170	≥8.00	81,462	10.00	47,584	5.84
Tier 1 Risk-Based Capital:								
Consolidated	128,156	15.71	48,947	≥6.00	N/A	N/A	N/A	N/A
BNC National Bank	119,598	14.68	48,877	≥6.00	65,170	8.00	54,428	6.68
Common Equity Tier 1 Risk-Based Capital:								
Consolidated	112,692	13.81	36,710	≥4.50	N/A	N/A	N/A	N/A
BNC National Bank	119,598	14.68	36,658	≥4.50	52,950	6.50	66,648	8.18
Tier 1 Leverage Capital:								
Consolidated	128,156	14.30	35,854	≥4.00	N/A	N/A	N/A	N/A
BNC National Bank	119,598	13.36	35,797	≥4.00	44,746	5.00	74,852	8.36
Tangible Common Equity (to total assets): (a)								
Consolidated	102,231	11.16	N/A	N/A	N/A	N/A	N/A	N/A
BNC National Bank	109,546	11.98	N/A	N/A	N/A	N/A	N/A	N/A
December 31, 2023								
Total Risk-Based Capital:								
Consolidated	$ 142,868	17.64%	$ 64,806	≥8.00%	$ N/A	N/A%	$ N/A	N/A%
BNC National Bank	124,592	15.40	64,726	≥8.00	80,908	10.00	43,684	5.40
Tier 1 Risk-Based Capital:								
Consolidated	133,584	16.49	48,605	≥6.00	N/A	N/A	N/A	N/A
BNC National Bank	115,308	14.25	48,545	≥6.00	64,726	8.00	50,582	6.25
Common Equity Tier 1 Risk-Based Capital:								
Consolidated	118,120	14.58	36,453	≥4.50	N/A	N/A	N/A	N/A
BNC National Bank	115,308	14.25	36,409	≥4.50	52,590	6.50	62,718	7.75
Tier 1 Leverage Capital:								
Consolidated	133,584	14.52	36,813	≥4.00	N/A	N/A	N/A	N/A
BNC National Bank	115,308	12.54	36,778	≥4.00	45,973	5.00	69,335	7.54
Tangible Common Equity (to total assets): (a)								
Consolidated	108,329	11.19	N/A	N/A	N/A	N/A	N/A	N/A
BNC National Bank	105,926	10.96	N/A	N/A	N/A	N/A	N/A	N/A

(a) Tangible common equity ratio is calculated by dividing common equity, less intangible assets, by total period end assets.

The most recent notifications from the OCC categorized the Bank as "well capitalized" under the regulatory framework for prompt corrective action. Management believes the Bank remains well capitalized through the date for which subsequent events have been evaluated.

NOTE 16 – Segment Reporting

The Company determines reportable segments based on the way that management organizes the segments within the Company for making operating decisions, allocating resources, and assessing performance. The Company has determined that it has three reportable segments: Community Banking, Mortgage Banking and Holding Company.

Community Banking
The Community Banking segment serves the needs of businesses and consumers through 11 locations in North Dakota and Arizona. Within this segment, the following products and services are provided: business and personal loans, commercial real estate loans, SBA loans, business and personal checking, savings products, and cash management, as well as trust and wealth management services and retirement plan administration. These products and services are supported through web and mobile based applications. Revenues for community banking consist primarily of interest earned on loans and debt securities, bankcard fees, loan fees, services charges on deposits and fees for wealth management services.

Mortgage Banking
The Mortgage Banking segment originated residential mortgage loans for the primary purpose of sale on the secondary market. The segment consisted of both a consumer direct channel located in Kansas utilizing internet leads and a call center to originate residential mortgage loans throughout the United States complemented by a relationship based retail channels. Revenues for mortgage banking consisted primarily of interest earned on mortgage loans held for sale, gains on sales of loans, unrealized gains or losses on mortgage financial instruments, and loan origination fees. On June 16, 2023, the Company sold certain operating assets and assigned certain liabilities related to the Company's mortgage segment to First Federal Bank as the Company exited the mortgage banking segment.

Holding Company
The Holding Company segment represents BNCCORP, the parent company of BNC National Bank. Revenue for the Holding Company segment primarily consists of interest earned on cash and cash equivalents and management fees charged to the Community Banking and Mortgage Banking segments for management services. Interest expense for the Holding Company segment consists of interest expense on the Company's subordinated debentures. Non-interest expense for the segment includes parent company costs for certain centralized functions such as corporate administration, accounting, audit, consulting, and governance.

The Company's operating segments are presented based on its management structure and management accounting practices. The structure and practices are specific to the Company and therefore, the financial results of the Company's business segments are not necessarily comparable with similar information for other financial institutions.

	Three Months Ended June 30, 2024				
	Community Banking	Mortgage Banking	Holding Company	Intercompany Eliminations (1)	BNCCORP Consolidated
Interest income	$ 11,250	$ -	$ 19	$ (18)	$ 11,251
Interest expense	3,408	-	264	(18)	3,654
Net interest income (expense)	7,842	-	(245)	-	7,597
Provision for credit losses	30	-	-	-	30
Net interest income after provision for credit losses	7,812	-	(245)	-	7,567
Non-interest Income	1,549	-	596	(677)	1,468
Non-interest Expense	6,497	-	784	(677)	6,604
Income (loss) before income taxes	2,864	-	(433)	-	2,431
Income tax expense (benefit)	673	-	(102)	-	571
Net income (loss)	$ 2,191	$ -	$ (331)	$ -	$ 1,860
Total Assets at June 30, 2024	$ 914,257	$ -	$ 9,299	$ (7,737)	$ 915,819

	Three Months Ended June 30, 2023				
	Community Banking	Mortgage Banking	Holding Company	Intercompany Eliminations (1)	BNCCORP Consolidated
Interest income	$ 10,549	$ 732	$ 31	$ (615)	$ 10,697
Interest expense	2,435	585	249	(615)	2,654
Net interest income (expense)	8,114	147	(218)	-	8,043
Provision for credit losses	165	-	-	-	165
Net interest income after provision for credit losses	7,949	147	(218)	-	7,878
Non-interest Income	1,950	2,172	521	(931)	3,712
Non-interest Expense	6,178	4,845	748	(931)	10,840
Income (loss) before income taxes	3,721	(2,526)	(445)	-	750
Income tax expense (benefit)	907	(626)	(105)	-	176
Net income (loss)	$ 2,814	$ (1,900)	$ (340)	$ -	$ 574
Total Assets at June 30, 2023	$ 860,209	$ 68,521	$ 18,928	$ (17,885)	$ 929,773

(1) Intercompany eliminations remove internal shared service costs for intercompany use of funds to originate mortgage loans held for sale and costs related to internal services rendered to segments by centralized function of the Company such as administration, audit, accounting, compliance, governance, consulting and technology expense.

	Six Months Ended June 30, 2024				
	Community Banking	Mortgage Banking	Holding Company	Intercompany Eliminations (1)	BNCCORP Consolidated
Interest income	$ 22,927	$ -	$ 59	$ (58)	$ 22,928
Interest expense	7,004	-	526	(58)	7,472
Net interest income (expense)	15,923	-	(467)	-	15,456
Provision for credit losses	245	-	-	-	245
Net interest income after provision for credit losses	15,678	-	(467)	-	15,211
Non-interest Income	3,167	-	1,137	(1,298)	3,006
Non-interest Expense	13,242	-	1,567	(1,298)	13,511
Income (loss) before income taxes	5,603	-	(897)	-	4,706
Income tax expense (benefit)	1,317	-	(211)	-	1,106
Net income (loss)	$ 4,286	$ -	$ (686)	$ -	$ 3,600
Total Assets at June 30, 2024	$ 914,257	$ -	$ 9,299	$ (7,737)	$ 915,819

	Six Months Ended June 30, 2023				
	Community Banking	Mortgage Banking	Holding Company	Intercompany Eliminations (1)	BNCCORP Consolidated
Interest income	$ 20,400	$ 1,130	$ 51	$ (878)	$ 20,703
Interest expense	3,789	828	480	(878)	4,219
Net interest income (expense)	16,611	302	(429)	-	16,484
Provision for credit losses	405	-	-	-	405
Net interest income after provision for credit losses	16,206	302	(429)	-	16,079
Non-interest Income	4,177	4,019	1,071	(1,924)	7,343
Non-interest Expense	12,689	8,459	1,522	(1,924)	20,746
Income (loss) before income taxes	7,694	(4,138)	(880)	-	2,676
Income tax expense (benefit)	1,862	(1,026)	(207)	-	629
Net income (loss)	$ 5,832	$ (3,112)	$ (673)	$ -	$ 2,047
Total Assets at June 30, 2023	$ 860,209	$ 68,521	$ 18,928	$ (17,885)	$ 929,773

(1) Intercompany eliminations remove internal shared service costs for intercompany use of funds to originate mortgage loans held for sale and costs related to internal services rendered to segments by centralized function of the Company such as administration, audit, accounting, compliance, governance, consulting and technology expense.

Management's Discussion and Analysis of Financial Condition and Results of Operations

References to "BNCCORP" or "the Company" refer to BNCCORP, INC. and its consolidated subsidiaries, collectively; references to "the Bank" only refer to BNC National Bank. Where not otherwise indicated below, financial condition and results of operations discussed are of BNCCORP, INC.

Comparison of Results for the Three Months Ended June 30, 2024, and 2023

The Community Banking Segment reported net income of $2.2 million, or $0.62 per diluted share, for the quarter ended June 30, 2024 compared to $2.8 million, or $0.79 per diluted share, in the second quarter of 2023. Interest expense increased by $973 thousand when compared to the 2023 period because of rate increases made by the Federal Reserve, an impact partially offset by a $7.0 million decrease in average interest bearing deposits compared to the prior year period. The increase in interest expense was also offset by $701 thousand higher interest income from loan growth and increased yields on earning assets. The Community Banking Segment reported $401 thousand in lower non-interest income primarily due to a $74 thousand decrease in off balance sheet deposit income and $319 thousand less in management fee income from the Mortgage Segment. Non-interest expense was slightly higher in the 2024 period due to normal inflationary pressures on salaries and benefits, data processing fees, regulatory costs, and other expense, an increase that was partially offset by lower cost for professional services, marketing, occupancy, and office supplies and postage compared to the same period in 2023. Additional savings have been realized as the Company lowered the number of its full-time equivalent employees by 3.5% since December 31, 2023.

Consolidated net interest income for the second quarter of 2024 was $7.6 million, a decrease of $446 thousand, or 5.5%, from $8.0 million in the second quarter of 2023. Net interest margin was 3.58% in the second quarter of 2024 compared to 3.68% reported in the prior year period. The increase in interest bearing cash and loans held for investment at higher yields was more than offset by a lower volume of loans held for sale and a significant increase in the cost of deposits.

On a consolidated basis, second-quarter interest income increased $554 thousand, or 5.2%, from $10.7 million to $11.3 million. The 5.30% average yield on interest-earning assets in the quarter improved from the 4.90% average yield in the second quarter of 2023 because of higher yields on interest-earning assets, a $47.7 million year-over-year increase in the average balance of loans held for investment and higher yields and balances of cash and cash equivalents. Those increases were offset by lower debt securities and loans held for sale. It is noteworthy that the Company's variable rate assets have continued to re-price upward to coincide with the rising interest rate environment. The weighted average interest rate on loans held for investment originated in the second quarter of 2024 was 7.93%, compared to 6.27% during the second quarter 2023.

Consolidated interest expense in the second quarter of 2024 was $3.7 million, an increase of $1.0 million from the 2023 period. As a result, the cost of core deposits in the second quarter of 2024 rose to 1.74% versus 1.20% in the second quarter of 2023.

The consolidated average balance of deposits decreased by $19.7 million compared to the second quarter of 2023. The cost of interest-bearing liabilities was 2.34% during the second quarter of 2024, compared to 1.68% in the same period of 2023. The Company has managed its overall cost of deposits at levels well below the prevailing brokered deposit rates offered by national brokerage firms even while staying focused on maintaining strong liquidity levels.

As of June 30, 2024, nonperforming assets were $3.1 million, representing a ratio of nonperforming assets to total assets of 0.33%. These results are a reduction from the $3.4 million in nonperforming assets, a 0.35% ratio of nonperforming assets to total assets, held on December 31, 2023. At June 30, 2024, $1.7 million of the nonperforming loans were SBA loans supported by material government guarantees. The Company recorded a $30 thousand provision for credit losses in the second quarter of 2024 compared to a $165 thousand provision in the second quarter of 2023. The allowance for credit losses decreased slightly to 1.38% of loans held for investment as of June 30, 2024 compared to 1.39% on December 31, 2023.

Non-interest income for the Community Banking Segment during the second quarter of 2024 was $1.5 million, compared to $2.0 million in the 2023 second quarter. Bank charges and service fees were $111 thousand lower quarter-over-quarter primarily due to lower deposits held in one-way sell positions. Using an associated banking network, the Company is able to generate fee income on deposits not otherwise deployed by placing those deposits with other financial institutions to meet their liquidity needs. The deposits can be reclaimed for future liquidity use by the Company at any time. Fees derived from the movement of deposits off the balance sheet began late in the first quarter of 2022 and can fluctuate significantly based on our customers' excess funding needs. As of June 30, 2024, off-balance sheet deposits amounted to $16.8 million compared to $34.8 million as of December 31, 2023. Consolidated other income in the second quarter of 2024 increased by $139 thousand compared to previous year period as the Company realized lower losses on the sale of fixed assets of $116 thousand compared to the 2023 period as well as higher SBIC and BOLI revenue year-over-year.

Non-interest expense for the Community Banking Segment during the second quarter of 2024 increased just $319 thousand, or 5.2%, year-over-year. The increase is primarily due to higher salaries and benefits, data processing fees, regulatory costs, and other expense which were partially offset by lower costs for professional services, marketing, occupancy, office supplies and postage versus the same period of 2023.

In the second quarter of 2024, consolidated income tax expense was $571 thousand, compared to $176 thousand in the second quarter of 2023. Despite this increase, the Company's effective tax rate remained unchanged at 23.5% for both periods.

Tangible book value per common share on June 30, 2024, was $29.05, compared to $30.38 at December 31, 2023. The decrease in tangible book value per common share was driven by the $2.25 dividend declared on February 2, 2024 and an increase in accumulated other comprehensive loss. This was offset by earnings during the period and capital management activities. During the first quarter of 2024, the Company repurchased 50,000 shares of the Company's common stock at a total cost of $1,162,500, or $23.25 per share, excluding the cost of commissions, transaction charges, and taxes. The Company's tangible common equity capital ratio was 11.16% on June 30, 2024, compared to 11.19% on December 31, 2023.

Comparison of Results for the Six Months Ended June 30, 2024, and 2023

The Community Banking Segment reported net income of $4.3 million, or $1.20 per diluted share, in the first six months of 2024 compared to $5.8 million in the same period of 2023. Interest expense increased by $3.2 million when compared to the 2023 period because of rate changes made by the Federal Reserve in addition to the $20.5 million increase in average interest bearing deposits when compared to the prior year period. The increase in interest expense was partially offset by $2.5 million higher interest income from loan growth and increased yields on earning assets. For the first six months of 2024, the Community Banking Segment reported $1.0 million lower non-interest income over the same period of 2023 primarily due to a $373 thousand decrease in off balance sheet deposit income and $664 thousand less in management fee income from the Mortgage Segment that was partially offset by higher SBIC revenues when compared to 2023. Non-interest expense was higher in the 2024 period due to normal inflationary pressures on salaries and benefits, increased data processing fees, regulatory and other expense that was partially offset by lower professional services, marketing, and depreciation compared to the same period in 2023. As noted above, the Company has lowered the number of its full-time equivalent employees by 3.5% since December, 31, 2023.

Consolidated net interest income in the first half of 2024 was $15.5 million, a decrease of $1.0 million, or 6.2%, from $16.5 million in the first half of 2023. Net interest margin was 3.55% in the 2024 six-month period compared to 3.83% reported in the prior year period. The increase in interest bearing cash and loans held for investment at higher yields was more than offset by a lower volume of loans held for sale and a significant increase in the cost of deposits.

On a consolidated basis, the six-month period interest income increased $2.2 million, or 10.7%, from $20.7 million to $22.9 million. The 5.26% average yield on interest-earning assets in the first half of 2024 was higher than the 4.81% average yield in the first half of 2023 because of higher yields on interest-earning assets, a $48.2 million year-over-year increase in the average balance of loans held for investment and higher yields and balances of cash and cash equivalents. Those increases were offset by lower average balances of debt securities and loans held for sale. It is noteworthy that the Company's variable rate assets have continued to re-price upward to coincide with the rising interest rate environment.

Consolidated interest expense in the first half of 2024 was $7.5 million, an increase of $3.3 million from the 2023 period. As a result, the cost of core deposits in the first six months of 2024 rose to 1.74% versus 0.94% in the first six months of 2023.

The average balance of deposits increased by $5.1 million compared to the first half of 2023. The cost of interest-bearing liabilities was 2.34% during the first six months of 2024, compared to 1.37% in the same period of 2023. The Company has managed its overall cost of deposits at levels well below the prevailing brokered deposit rates offered by national brokerage firms even while staying focused on maintaining strong liquidity levels.

Non-interest income for the Community Banking Segment in the first six months of 2024 was $3.2 million, compared to $4.2 million in the first six months of 2023. Bank charges and service fees were $410 thousand lower period-over-period primarily due to lower deposits held in one-way sell positions. Fees derived from the movement of deposits off the balance sheet began late in the first quarter of 2022 and can fluctuate significantly based on our customers' excess funding needs. As of June 30, 2024, off-balance sheet deposits amounted to $16.8 million compared to $34.8 million as of December 31, 2023. Consolidated other income in the first six months of 2024 increased by $210 thousand compared to the first six months of 2023 because of a reduction of $127 thousand on losses on sale of fixed assets when compared to the 2023 period along with higher SBIC and BOLI revenue recorded in 2024.

Non-interest expense for the Community Banking Segment in the first six months of 2024 increased $553 thousand, or 4.4%, year-over-year. The increase is primarily due to higher salaries, data processing fees, regulatory costs, and other expenses being partially offset by lower professional service, marketing, and depreciation expense.

During the six-month period ended June 30, 2024, consolidated income tax expense was $1.1 million, compared to $629 thousand in the first half of 2023. Even so, the Company's effective tax rate was 23.5% in the first half of 2024, unchanged from the same period of 2023.

Net Interest Income

The following table presents average balance sheet information, yields on interest-earning assets and costs on interest-bearing liabilities (dollars are in thousands):

	Three Months Ended June 30,								
	2024			2023			Change		
	Average Balance	Interest Earned or Owed	Average Yield or Cost	Average Balance	Interest Earned or Owed	Average Yield or Cost	Average Balance	Interest Earned or Owed	Average Yield or Cost
Interest-earning assets									
Cash and cash equivalents	$ 46,258	$ 631	5.48%	$ 27,829	$ 358	5.15%	$ 18,429	$ 273	0.33% (a)
FHLB Stock	580	11	7.57%	1,131	8	3.01%	(551)	3	4.56%
Federal Reserve Stock	1,807	27	6.05%	1,807	28	6.10%	-	(1)	-0.05%
Debt securities – taxable	136,806	1,173	3.45%	170,176	1,361	3.21%	(33,370)	(188)	0.24% (b)
Loans held for sale – mortgage banking	-	-	0.00%	53,857	732	5.45%	(53,857)	(732)	-5.45% (c)
Loans held for investment	677,454	9,409	5.59%	629,712	8,210	5.23%	47,742	1,199	0.36% (d)
Allowance for loan losses	(9,431)	-	0.00%	(8,922)	-	0.00%	(509)	-	0.00%
Total interest-earning assets	$ 853,474	$ 11,251	5.30%	$ 875,590	$ 10,697	4.90%	$ (22,116)	$ 554	0.40%
Interest-bearing liabilities									
Interest checking and money market	$ 497,882	$ 2,803	2.26%	$ 516,489	$ 2,238	1.74%	$ (18,607)	$ 565	0.52% (e)
Savings	43,278	12	0.11%	48,099	13	0.11%	(4,821)	(1)	0.00% (e)
Certificates of deposit	70,535	575	3.28%	54,150	154	1.14%	16,385	421	2.14% (e)
Total interest-bearing deposits	611,695	3,390	2.23%	618,738	2,405	1.56%	(7,043)	985	0.67%
Short-term borrowings	-	-	0.00%	211	-	5.64%	(211)	-	-5.64%
Federal Home Loan Bank advances	-	-	0.00%	1	-	5.32%	(1)	-	-5.32%
Subordinated debentures	15,464	264	6.86%	15,000	249	6.67%	464	15	0.19%
Total borrowings	15,464	264	6.86%	15,212	249	6.57%	252	15	0.29%
Total interest-bearing liabilities	$ 627,159	3,654	2.34%	$ 633,950	2,654	1.68%	$ (6,791)	1,000	0.66%
Net interest income/spread		$ 7,597	2.96%		$ 8,043	3.22%		$ (446)	-0.26%
Net interest margin			3.58%			3.68%			-0.10% (f)
Notation:									
Non-interest-bearing deposits	$ 173,286	-	0.00%	$ 185,973	-	0.00%	$ (12,687)	-	0.00% (e)
Total deposits	$ 784,981	$ 3,390	1.74%	$ 804,711	$ 2,405	1.20%	$ (19,730)	$ 985	0.54%
Taxable equivalents:									
Total interest-earning assets	$ 853,474	$ 11,285	5.32%	$ 875,588	$ 10,732	4.92%	$ (22,114)	$ 553	0.40%
Net interest income/spread	-	$ 7,632	2.98%	-	$ 8,078	3.24%	-	$ (446)	-0.26%
Net interest margin	-	-	3.60%	-	-	3.70%	-	-	-0.10%

(a) Balances increased as the cash provided by amortization of the debt securities portfolio and the decrease in mortgage loans held for sale more than offset the decrease in the Company's deposit balances. Yields on cash have increased due to rate increases by the Federal Reserve.
(b) The average balance of debt securities decreased as the Company is utilizing the cash flow from the portfolio to provide liquidity for loan growth.
(c) Loans held for sale decreased as the Company divested of its mortgage segment in 2023.
(d) The increase in average loans held for investment is due to the significant loan growth produced by the Company during 2023 that has continued through the first half of 2024.
(e) Overall, average deposit balances decreased as customers utilize their cash for business investments and also seek higher yields on their deposits.
(f) Cost of liabilities has increased due to interest rate increases by the Federal Reserve during 2023. These increased costs have been materially offset by higher yields from loan growth and increased yield on interest earning assets.

	Six Months Ended June 30,								
	2024			2023			Change		
	Average Balance	Interest Earned or Owed	Average Yield or Cost	Average Balance	Interest Earned or Owed	Average Yield or Cost	Average Balance	Interest Earned or Owed	Average Yield or Cost
Interest-earning assets									
Cash and cash equivalents	$ 65,896	$ 1,796	5.48%	$ 33,998	$ 793	4.70%	$ 31,898	$ 1,003	0.78% (a)
FHLB Stock	573	17	5.89%	1,201	18	3.04%	(628)	(1)	2.85%
Federal Reserve Stock	1,807	54	6.03%	1,807	54	6.05%	-	-	-0.02%
Debt securities – taxable	142,325	2,437	3.44%	171,303	2,718	3.20%	(28,978)	(281)	0.24% (b)
Debt securities – tax exempt	-	-	0.00%	1,568	19	3.71%	(1,568)	(19)	-3.71% (b)
Loans held for sale – mortgage banking	-	-	0.00%	41,492	1,130	5.49%	(41,492)	(1,130)	-5.49% (c)
Loans held for investment	674,745	18,624	5.55%	626,507	15,971	5.14%	48,238	2,653	0.41% (d)
Allowance for loan losses	(9,357)	-	0.00%	(8,844)	-	0.00%	(513)	-	0.00%
Total interest-earning assets	$ 875,989	$ 22,928	5.26%	$ 869,032	$ 20,703	4.81%	$ 6,957	$ 2,225	0.45%
Interest-bearing liabilities									
Interest checking and money market	$ 514,559	$ 5,838	2.28%	$ 502,764	$ 3,478	1.40%	$ 11,795	$ 2,360	0.88% (e)
Savings	43,174	23	0.11%	50,517	24	0.09%	(7,343)	(1)	0.02% (e)
Certificates of deposit	70,025	1,085	3.12%	53,933	231	0.86%	16,092	854	2.26% (e)
Total interest-bearing deposits	627,758	6,946	2.23%	607,214	3,733	1.24%	20,544	3,213	0.99%
Short-term borrowings	-	-	0.00%	274	-	3.74%	(274)	-	-3.74%
Federal Home Loan Bank advances	-	-	0.00%	227	6	4.87%	(227)	(6)	-4.87%
Subordinated debentures	15,464	526	6.84%	15,000	480	6.45%	464	46	0.39%
Total borrowings	15,464	526	6.84%	15,501	486	6.32%	(37)	40	0.52%
Total interest-bearing liabilities	$ 643,222	7,472	2.34%	$ 622,715	4,219	1.37%	$ 20,507	3,253	0.97%
Net interest income/spread		$ 15,456	2.93%		$ 16,484	3.44%		$ (1,028)	-0.51%
Net interest margin			3.55%			3.83%			-0.28% (f)
Notation:									
Non-interest-bearing deposits	$ 175,565	-	0.00%	$ 190,994	-	0.00%	$ (15,429)	-	0.00% (e)
Total deposits	$ 803,323	$ 6,946	1.74%	$ 798,208	$ 3,733	0.94%	$ 5,115	$ 3,213	0.80%
Taxable equivalents:									
Total interest-earning assets	$ 875,989	$ 22,997	5.28%	$ 868,502	$ 20,782	4.83%	$ 7,487	$ 2,215	0.45%
Net interest income/spread	-	$ 15,524	2.94%	-	$ 16,563	3.46%	-	$ (1,039)	-0.52%
Net interest margin	-	-	3.57%	-	-	3.85%	-	-	-0.28%

(a) Balances increased as the cash provided by amortization of the debt securities portfolio, the decrease in mortgage loans held for sale, and higher deposit balances are being retained for future loan growth. Yields on cash have increased due to rate increases by the Federal Reserve.
(b) The average balance of debt securities decreased as the Company is utilizing the cash flow from the portfolio to provide liquidity for loan growth.
(c) Loans held for sale decreased as the Company divested of its mortgage segment in 2023.
(d) The increase in average loans held for investment is due to the significant loan growth produced by the Company during 2023 that continued through the half quarter of 2024.
(e) Overall, average deposit balances increased slightly as the Company experienced an elevated level of deposits during the first quarter of 2024, which have subsequently left the Company.
(f) Cost of liabilities has increased due to interest rate increases by the Federal Reserve during 2023. These increased costs have been materially offset by higher yields from loan growth and increased yield on interest earning assets.

Non-interest Income

The following table presents the major categories of the Company's non-interest income (dollars are in thousands):

	Three Months Ended June 30,		Increase (Decrease)		Six Months Ended June 30,		Increase (Decrease)		
	2024	2023	$	%	2024	2023	$	%	
Bank charges and service fees	$ 774	$ 885	$ (111)	(13) %	$ 1,567	$ 1,977	$ (410)	(21) %	(a)
Wealth management revenues	502	483	19	4	1,000	970	30	3	
Mortgage banking revenues	-	2,292	(2,292)	(100)	-	4,148	(4,148)	(100)	(b)
Gains on sales of loans, net	3	2	1	50	3	10	(7)	(70)	(c)
Gains on sales of debt securities, net	-	-	-	-	-	12	(12)	100	(d)
Other	189	50	139	278	436	226	210	93	(e)
Total non-interest income	$ 1,468	$ 3,712	$ (2,244)	(60) %	$ 3,006	$ 7,343	$ (4,337)	(59) %	

(a) Bank charges and services fees decreased year-over-year due to lower fees earned from the movement of deposits to a one-way sell position.
(b) Mortgage banking revenues decreased as the Company divested its mortgage business by selling certain assets to and assumption of certain operating liabilities by another financial institution during 2023.
(c) Gains on sales of loans decreased in the first six months of 2024 as the Company has elected to hold the guaranteed portion of SBA loans as premiums available have become less attractive in recent periods.
(d) Gains on sales of debt securities may vary significantly from period to period as the Company manages its risk and return profile through changing economic conditions.
(e) The increase in other income is primarily due to recording a loss on sale of fixed asset related to the mortgage divestiture along with higher increased SBIC and BOLI revenue in the 2024 period.

Non-interest Expense

The following table presents the major categories of the Company's non-interest expense (dollars are in thousands):

	Three Months Ended June 30,		Increase (Decrease)		Six Months Ended June 30,		Increase (Decrease)		
	2024	2023	$	%	2024	2023	$	%	
Salaries and employee benefits	$ 3,769	$ 5,061	$ (1,292)	(26) %	$ 7,812	$ 10,004	$ (2,192)	(22) %	(a)
Professional services	263	1,689	(1,426)	(84)	518	2,586	(2,068)	(80)	(b)
Data processing fees	862	1,064	(202)	(19)	1,707	2,053	(346)	(17)	(c)
Marketing and promotion	194	1,360	(1,166)	(86)	382	2,729	(2,347)	(86)	(d)
Occupancy	378	482	(104)	(22)	768	994	(226)	(23)	(e)
Regulatory costs	137	94	43	46	272	200	72	36	(f)
Depreciation and amortization	273	284	(11)	(4)	539	577	(38)	(7)	(g)
Office supplies and postage	102	132	(30)	(23)	198	228	(30)	(13)	(h)
Other	626	674	(48)	(7)	1,315	1,375	(60)	(4)	
Total non-interest expense	$ 6,604	$ 10,840	$ (4,236)	(39) %	$ 13,511	$ 20,746	$ (7,235)	(35) %	
Efficiency ratio	72.9%	92.2%			73.2%	87.1%			

(a) Salaries and employee benefits decreased primarily due to lower salaries within the mortgage banking segment as a result of the mortgage business divestiture.
(b) Professional services expense decreased due to lower mortgage operating costs in addition to lower legal and consulting expenses.
(c) Data processing fees decreased due to lower software and licensing fees associated with the mortgage banking segment being partially offset by increased core processor fees and card processing charges in the community banking segment.
(d) Marketing and promotion expense decreased primarily due to lower marketing costs within the mortgage segment.
(e) Occupancy expense decreased due to fewer locations within the mortgage banking segment.
(f) Regulatory costs increased primarily due to increased FDIC assessments.
(g) Depreciation and amortization expense decreased as groups of depreciable assets completed their estimated useful life.
(h) Postage expense decreased primarily due to the mortgage divestiture in 2023.

Income Taxes

In the second quarter of 2024, income tax expense on a consolidated basis was $571 thousand, compared to $176 thousand in the second quarter of 2023. The effective tax rate was 23.5% in the second quarter of 2024, unchanged from the same period of 2023.

During the six-month period ended June 30, 2024, income tax expense on a consolidated basis was $1.1 million, compared to $629 thousand in the first half of 2023. The effective tax rate was 23.5% in the first half of 2024 unchanged from the same period of 2023.

Comparison of Financial Condition at June 30, 2024 and December 31, 2023

Assets

The following table presents the Company's assets by category (dollars are in thousands):

	June 30, 2024	December 31, 2023	Increase (Decrease) $	Increase (Decrease) %	
Cash and cash equivalents	$ 56,104	$ 102,454	$ (46,350)	(45) %	(a)
Debt securities available for sale	135,082	159,772	(24,690)	(15)	(b)
Federal Reserve Bank and Federal Home Loan Bank stock	2,387	2,372	15	1	
Loans held for investment, net	687,009	668,808	18,201	3	(c)
Allowance for credit losses	(9,448)	(9,284)	(164)	2	
Premises and equipment, net	11,102	10,955	147	1	
Operating lease right of use asset	771	938	(167)	(18)	(d)
Accrued interest receivable	4,299	4,206	93	2	
Other assets	28,513	27,984	529	2	
Total assets	$ 915,819	$ 968,205	$ (52,386)	(5) %	

(a) Cash balances decreased from an elevated cash position at year-end 2023 as a result of an increase in deposits that came in late in 2023 and moved out during the first quarter of 2024.
(b) Debt securities available for sale decreased as the Company is utilizing the cash flow from the portfolio to provide liquidity for loan growth.
(c) The Company continues to focus on organic loan growth in the core markets we serve and has been successful during the first half of 2024.
(d) Decrease is a result of normal amortization of operating leases.

Loan Participations

Pursuant to the Company's lending policy, loans may not exceed 85 percent of the Bank's legal lending limit (except to the extent collateralized by U.S. Treasury securities or Bank deposits) unless the Bank's Chief Credit Officer or the Executive Credit Committee grant prior approval. To accommodate creditworthy customers whose financing needs exceed lending limits and internal restrictions, the Bank sells loan participations to outside participants without recourse. Loan participations sold on a nonrecourse basis to outside financial institutions were $116.5 million as of June 30, 2024, and $130.6 million as of December 31, 2023. The sales of participations are accounted for pursuant to FASB ASC 860, *Transfers and Servicing*.

Concentrations of Credit

The following table summarizes the locations and balances of the Company's borrowers (dollars are in thousands):

	June 30, 2024		December 31, 2023	
North Dakota	$ 421,493	61 %	$ 411,971	62 %
Arizona	133,130	19	117,607	18
Minnesota	38,733	6	38,509	5
Other	92,539	14	99,679	15
Total gross loans held for investment	$ 685,895	100 %	$ 667,766	100 %

The Company’s borrowers use loan proceeds for projects in various geographic areas. The following table summarizes the locations and balances where borrowers are using loan proceeds (dollars are in thousands):

	June 30, 2024		December 31, 2023	
North Dakota	$ 394,061	57 %	$ 387,708	58 %
Arizona	159,202	23	151,401	23
Minnesota	29,844	4	28,918	4
California	24,803	4	24,212	4
South Dakota	23,034	3	24,332	4
Montana	12,293	2	10,435	1
Colorado	10,299	2	10,447	1
Other	32,359	5	30,313	5
Total gross loans held for investment	$ 685,895	100 %	$ 667,766	100 %

BNC’s loans held for investment are concentrated geographically in North Dakota and Arizona which comprise 57% and 23% of the Company’s total loan portfolio, respectively. The North Dakota economy is influenced by the energy and agriculture industries. Changes in energy supply and demand have recently caused an increase in oil prices to the benefit of the oil industry and ancillary services. Potential risks to North Dakota’s energy industry include the possibility of adverse legislation and changes in economic conditions that reduce energy demand. Depending on the severity of their impact, these factors could present potential challenges to credit quality in North Dakota. The Arizona economy continues to diversify, but continues to be influenced by the leisure and travel industries. Positive trends in both industries have been noted, but an extended slowdown in these industries may negatively impact credit quality in Arizona. While the Company’s portfolio includes various sized loans spread over a large number of industry sectors, it has meaningful concentrations of loans to the hospitality and commercial real estate industries.

The following table approximately describes the Company’s concentrations by industry as of June 30, 2024 and December 31, 2023, respectively (dollars are in thousands):

	June 30, 2024		December 31, 2023	
Non-owner occupied commercial real estate – not otherwise categorized	$ 193,127	28 %	$ 198,428	30 %
Consumer, not otherwise categorized	103,451	15	99,702	15
Hotels	82,704	12	83,985	13
Healthcare and social assistance	39,798	6	32,011	5
Agriculture, forestry, fishing and hunting	36,622	5	33,503	5
Retail trade	36,171	5	35,827	5
Transportation and warehousing	29,694	4	27,905	4
Art, entertainment and recreation	28,122	4	27,507	4
Non-hotel accommodation and food service	25,515	4	24,637	4
Mining, oil and gas extraction	21,483	3	22,149	3
Other service	13,775	2	11,940	2
Construction contractors	12,073	2	16,082	2
Professional, scientific, and technical services	11,585	2	9,570	1
Real estate and rental and leasing support services	9,761	2	9,804	2
Manufacturing	9,665	2	7,801	1
Finance and insurance	9,141	1	6,781	1
Public administration	7,365	1	7,837	1
Educational services	6,339	1	4,246	1
All other	9,504	1	8,051	1
Gross loans held for investment	$ 685,895	100 %	$ 667,766	100 %

The Company's loans within the hospitality industry have shown signs of improved credit quality that are reflected by improved hotel occupancy and restaurant utilization trends. Hotel operators in the Company's loan portfolio are reporting positive trends, and in some cases stronger balance sheets. Despite these positive indications, labor shortages limit the ability of the industry to fully capitalize on these trends and the potential for inflationary impacts on travel and leisure activities continue to be closely monitored.

Loan Maturities(1)

The following table sets forth the maturities of loans in each major category of the Company's portfolio as of June 30, 2024 (in thousands):

		Over 1 Year Through 5 Years		Over 5 Years		
	One Year or Less	Fixed Rate	Indexed Rate	Fixed Rate	Indexed Rate	Total Loans Held for Investment
Commercial and industrial	$ 24,228	$ 19,774	$ 8,952	$ 67,244	$ 103,787	$ 223,985
Commercial real estate	728	21,235	2,554	38,612	187,655	250,784
SBA	2,672	375	6,173	10,512	55,298	75,030
Consumer	619	4,920	7,166	83,727	20,501	116,933
Land and land development	150	4,989	955	190	4,405	10,689
Construction	1,160	266	1,595	-	5,453	8,474
Total principal amount of loans	$ 29,557	$ 51,559	$ 27,395	$ 200,285	$ 377,099	$ 685,895

(1) Maturities are based on contractual maturities. Indexed rate loans include loans that would reprice prior to maturity if base rates change.

Actual maturities may differ from the contractual maturities shown above as a result of renewals and prepayments. Loan renewals are evaluated in the same manner as new credit applications.

Allocation of the Allowance for Credit Losses

The table below presents the allocation of the allowance for credit losses among the various loan categories and sets forth the percentage of loans in each category to gross loans. The allocation of the allowance for credit losses as shown in the table should neither be interpreted as an indication of future charge-offs, nor as an indication that charge-offs in future periods will necessarily occur in these amounts or in the indicated proportions (dollars are in thousands).

	June 30, 2024		December 31, 2023	
	Allocation of Allowance	Loans as a % of Gross Loans Held for Investment	Allocation of Allowance	Loans as a % of Gross Loans Held for Investment
Commercial and industrial	$ 3,326	33 %	$ 3,378	32 %
Commercial real estate	3,377	37	3,368	37
SBA	1,220	11	1,014	10
Consumer	1,205	17	1,092	17
Land and land development	220	1	169	1
Construction	100	1	263	3
Total	$ 9,448	100 %	$ 9,284	100 %

Nonperforming Loans

The following table sets forth information concerning the Company's nonperforming loans as of the dates indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 3,433	$ 1,469	$ 3,351	$ 1,355
Additions to nonperforming	617	121	1,583	332
Charge-offs	(1)	(80)	(2)	(87)
Reclassified back to performing	(883)	-	(1,715)	(1)
Principal payment received	(97)	(45)	(130)	(119)
Transferred to repossessed assets	(14)	(31)	(32)	(46)
Balance, end of period	$ 3,055	$ 1,434	$ 3,055	$ 1,434

Nonperforming Assets

The following table sets forth information concerning the Company's nonperforming assets as of the dates indicated (dollars are in thousands):

	June 30, 2024	December 31, 2023
Nonperforming loans:		
Loans 90 days or more delinquent and still accruing interest	$ 85	$ 832
Non-accrual loans	2,970	2,519
Total nonperforming loans	$ 3,055	$ 3,351
Repossessed assets, net	11	33
Total nonperforming assets	$ 3,066	$ 3,384
Allowance for credit losses	$ 9,448	$ 9,284
Ratio of total nonperforming loans to total loans	0.44%	0.50%
Ratio of total nonperforming loans to loans held for investment	0.44%	0.50%
Ratio of total nonperforming assets to total assets	0.33%	0.35%
Ratio of nonperforming loans to total assets	0.33%	0.35%
Ratio of allowance for credit losses to nonperforming loans	309%	277%

Problem Loans

Management attempts to quantify potential problem loans with more immediate credit risk. The table below summarizes the amounts of potential problem loans (in thousands):

	Watch List	Substandard	Doubtful
June 30, 2024	$ 11,772	$ 3,843	$ 1,535
December 31, 2023	2,393	3,780	1,480

At June 30, 2024, the Bank had $5.4 million of classified loans and $3.0 million of loans on non-accrual. This compares to $5.3 million of classified loans and $2.5 million of loans on non-accrual at December 31, 2023, and $5.0 million of classified loans and $1.4 million of loans on non-accrual at June 30, 2023.

A significant portion of these potential problem loans are not in default but may have characteristics such as recent adverse operating cash flows or general risk characteristics that the loan officer feels might jeopardize the future timely collection of principal and interest payments. The ultimate resolution of these credits is subject to changes in economic conditions and other factors. These loans are closely monitored to ensure that the Company's position as creditor is protected to the fullest extent possible.

Liabilities

The following table presents the Company's liabilities (dollars are in thousands):

	June 30, 2024	December 31, 2023	Increase (Decrease) $	Increase (Decrease) %	
Deposits:					
Non-interest-bearing	$ 171,112	$ 184,442	$ (13,330)	(7) %	(a)
Interest-bearing-					
Savings, interest checking and money market	546,080	582,855	(36,775)	(6)	(a)
Time deposits	75,173	69,906	5,267	8	(a)
Guaranteed preferred beneficial interests in Company's subordinated debentures	15,464	15,464	-	-	
Accrued interest payable	1,095	937	158	17	(b)
Accrued expenses	2,856	4,105	(1,249)	(30)	(c)
Operating lease liabilities	870	1,048	(178)	(17)	(d)
Other liabilities	854	1,030	(176)	(17)	(e)
Total liabilities	$ 813,504	$ 859,787	$ (46,283)	(5) %	

(a) Deposits decreased as the Company maintained elevated levels of deposits at year-end 2023 that were deployed by customers during the first quarter of 2024. Deposit levels at June 30, 2024 are more consistent with levels experienced in the second and third quarters of 2023.
(b) Accrued interest payable increased primarily due to increased cost of deposits and subordinated debentures.
(c) Accrued expenses decreased primarily due to the payout of incentive accruals, reduction in 401k matching contributions, and a reduction of the mortgage banking obligation reserve.
(d) Decrease is due to normal amortization of operating leases.
(e) Increase primarily relates to increases in taxes payable.

Deposits

Total deposits decreased $44.8 million to $792.4 million on June 30, 2024, from $837.2 million on December 31, 2023. The Company continues to focus on new deposit relationships and is keenly focused on the importance of liquidity.

The following table provides additional detail to the Company's total deposit relationships:

	As of		
(In thousands)	June 30, 2024	December 31, 2023	June 30, 2023
Deposits:			
Non-interest-bearing	$ 171,112	$ 184,442	$ 181,508
Interest-bearing –			
Savings, interest checking and money market	546,080	582,855	563,878
Time deposits	75,173	69,906	59,111
Total on balance sheet deposits	792,365	837,203	804,497
Off-balance sheet deposits (1)	16,814	34,792	4,808
Total available deposits	$ 809,179	$ 871,995	$ 809,305

(1) The off-balance sheet deposits above do not include off-balance sheet time deposit that can be brought back on the balance sheet at various future maturity dates. As of June 30, 2024, the Company managed off-balance sheet time deposit balances of $24.5 million, compared to $18.7 million time deposit balances as of December 31, 2023 and $34.7 million as of June 30, 2023.

The Company remains highly focused on meeting the needs of its customers and ensuring deposit rates reflect changing market conditions. The Company estimates that deposit insurance and other deposit protection programs secure greater than 70% of its customer's deposit balances. This fact, combined with a strong balance sheet and relationship-focused culture has allowed the Company to maintain a significant deposit base.

Off-balance sheet accounts are primarily utilized to custody larger business customer deposits that require daily access to funds and FDIC insurance coverage. These off-balance sheet deposits were $34.8 million at year-end 2023 and decreased to $16.8 million at June 30, 2024. Off-balance sheet deposits can fluctuate greatly as customers balance utilization demands evolve. The Company earns non-interest income through the associated banking network for the utilization of these funds.

At June 30, 2024, and December 31, 2023, the Bank had $17.7 million and $20.6 million, respectively, in time deposits greater than $250 thousand.

Mortgage Banking Obligations

Included in accrued expenses is an estimate of mortgage banking reimbursement obligations. Although the Company sold its mortgage banking loans without recourse, industry standards require standard representations and warranties, which can require sellers to reimburse investors for economic losses if loans default or prepay after the sale. Repurchase risk is also evident within the mortgage banking industry as disputes arise between lenders and investors. Such requests for repurchase are commonly due to faulty representation and generally emerge at varied timeframes subsequent to the original sale of the loan. To estimate the contingent obligation, the Company tracks historical reimbursements and calculates the ratio of reimbursement to loan production volumes. Using reimbursement ratios and recent production levels, the Company estimates the future reimbursement amounts and record the estimated obligation. The following is a summary of activity related to mortgage banking obligations (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Balance, beginning of period	$ 563	$ 581	$ 644	$ 656
Provision (credit)	(45)	51	(45)	81
Write offs, net	-	(95)	(81)	(200)
Balance, end of period	$ 518	$ 537	$ 518	$ 537

Stockholders’ Equity

The Company’s stockholders’ equity decreased $6.1 million from December 31, 2023, to June 30, 2024, primarily driven by $8.1 million of common stock dividends declared on February 2, 2024 and $1.2 million of common stock repurchased during the first quarter of 2024 that was partially offset by $3.6 million of net income. As presented in Note 16 – Regulatory Capital and Current Operating Environment, the Company maintains capital in excess of regulatory requirements.

The Company routinely evaluates the sufficiency of its capital in order to ensure compliance with regulatory capital standards and to provide a source of strength for the Bank. The Company manages capital by assessing the composition of capital and the amounts available for growth, risk, or other purposes. On February 2, 2024, BNCCORP’s Board of Directors declared a $2.25 per share special cash dividend that was paid on March 25, 2024.

In December 2020, the Board of Directors approved a share repurchase program authorizing the Company to repurchase up to 175,000 of BNCCORP, INC. outstanding common stock. On March 26, 2024, the Company repurchased 50,000 shares of common stock for a total cost of $1,162,500, or $23.25 per share, excluding the cost of commissions, transaction charges and taxes. No other shares of common stock were made by the Company during 2024. As of June 30, 2024, there was 125,000 shares remaining under the Board of Directors' current authorized share repurchase program. The Company will contemplate share repurchases subject to market conditions and other factors, including legal and regulatory restrictions and required approvals.

Liquidity Risk Management

Liquidity risk is the possibility of being unable to meet present and future financial obligations in a timely manner. Liquidity risk management encompasses the Company's ability to meet all present and future financial obligations in a timely manner. The objectives of the Company's liquidity management policies are to maintain adequate liquid assets, liability diversification among instruments, maturities and customers and a presence in both the wholesale purchased funds market and the retail deposit market.

The Consolidated Statements of Cash Flows in the Consolidated Financial Statements present data on cash and cash equivalents provided by and used in operating, investing, and financing activities. In addition to liquidity from core deposit growth, together with repayments and maturities of loans and debt securities, the Company may utilize brokered deposits, sell debt securities under agreements to repurchase and borrow overnight Federal funds. The Bank is a member of the FHLB of Des Moines. Advances from the FHLB are collateralized by the Bank's mortgage loans. Funding through the issuance of subordinated notes, subordinated debentures, and long-term borrowings also has been utilized.

The Company's liquidity is defined by its ability to meet cash and collateral obligations at a reasonable cost and with a minimum loss of income. Given the uncertain nature of customers' demands, as well as the Company's desire to take advantage of earnings enhancement opportunities, the Company must have adequate sources of on- and off-balance-sheet funds that can be acquired in time of need.

The Company's liquidity position is measured on an as-needed basis, but no less frequently than monthly using each of the following items:

1. Estimated liquid assets and certain off-balance sheet considerations less estimated volatile liabilities using the aforementioned methodology ($64.6 million as of June 30, 2024);
2. Borrowing capacity from the FHLB ($118.9 million as of June 30, 2024); and
3. Capacity to issue brokered deposits with maturities of less than 12 months ($128.6 million as of June 30, 2024).

On an ongoing basis, the Company uses a variety of factors to assess the Company's liquidity position including, but not limited to, the following:

- Stability of its deposit base;
- Amount of unpledged debt securities;
- Liquidity of its loan portfolio; and
- Potential loan demand.

The Company's liquidity assessment process segregates its balance sheet into liquid assets along with certain off-balance sheet considerations and short-term liabilities assumed to be vulnerable to non-replacement over a 30-day horizon in abnormally stringent conditions. Assumptions for the vulnerable short-term liabilities are based upon historical factors. The Company has a targeted range for its liquidity position over this horizon and manage operations to achieve these targets.

The Company further projects cash flows over a 12-month horizon based on its assets and liabilities and sources and uses of funds for anticipated events.

Pursuant to the Company's contingency funding plan, it estimates cash flows over a 12-month horizon under a variety of stressed scenarios to identify potential funding needs and funding sources. The Company's contingency plan identifies actions that could be taken in response to adverse liquidity events.

The Company believes this process, combined with its policies and guidelines, should provide for adequate levels of liquidity to fund the anticipated needs of on- and off- balance sheet items.

Quantitative and Qualitative Disclosures about Market Risk

Market risk arises from changes in interest rates, exchange rates, and commodity and equity prices and represents the possibility that changes in future market rates or prices will have a negative impact on the Company's earnings or value. The Company's principal market risk is interest rate risk.

Interest rate risk arises from changes in interest rates. Interest rate risk can result from: (1) Repricing risk – timing differences in the maturity/repricing of assets, liabilities, and off-balance-sheet contracts; (2) Options risk – the effect of embedded options, such as loan prepayments, interest rate caps/floors, and deposit withdrawals; (3) Basis risk – risk resulting from unexpected changes in the spread between two or more different rates of similar maturity, and the resulting impact on the behavior of lending and funding rates; and (4) Yield curve risk – risk resulting from unexpected changes in the spread between two or more rates of different maturities from the same type of instrument. The Company has risk management policies to monitor and limit exposure to interest rate risk. The Company's asset/liability management process is utilized to manage its interest rate risk. The measurement of interest rate risk associated with financial instruments is meaningful only when all related and offsetting on- and off-balance-sheet transactions are aggregated, and the resulting net positions are identified.

The Company's interest rate risk exposure is actively managed with the objective of managing the level and potential volatility of net interest income in addition to the long-term growth of equity, bearing in mind that it will always be in the business of taking on rate risk and that rate risk immunization is not entirely possible. Also, it is recognized that as exposure to interest rate risk is reduced, so too may the overall level of net interest income and equity.

The Company's primary tool for measuring and managing interest rate risk is net interest income simulation. This exercise includes assumptions regarding the changes in interest rates and the impact on the Company's current balance sheet. Interest rate caps and floors are included to the extent that they are exercised in the 12-month simulation period. Additionally, changes in prepayment behavior of the residential mortgage, CMOs, and mortgage-backed securities portfolios in each rate environment are captured using industry estimates of prepayment speeds for various coupon segments of the portfolio. For purposes of this simulation, projected month-end balances of the various balance sheet accounts are held constant at their June 30, 2024 levels. Cash flows from a given account are reinvested back into the same account so as to keep the month end balance constant at its June 30, 2024, level. The static balance sheet assumption is made so as to project the interest rate risk to net interest income embedded in the existing balance sheet. With knowledge of the balance sheet's existing net interest income profile, more informed strategies and tactics may be developed as it relates to the structure/mix of growth.

The Company monitors the results of net interest income simulation on a regular basis. Net interest income is generally simulated for the upcoming 12-month horizon in seven interest rate scenarios. The scenarios generally modeled are parallel interest rate ramps of +/- 100bp, 200bp, and 300bp along with a rates unchanged scenario. Given the current level of interest rates as of June 30, 2024, the downward scenarios for interest rate movements is limited to -200bp. The parallel movement of interest rates means all projected market interest rates move up or down by the same amount. A ramp in interest rates means that the projected change in market interest rates occurs over the 12-month horizon on a pro-rata basis. For example, in the +100bp scenario, the projected Prime rate is projected to increase from 8.50% to 9.50% 12 months later. The Prime rate in this example will increase 1/12th of the overall increase of 100 basis points each month.

The net interest income simulation results for the 12-month horizon are shown below (dollars are in thousands):

Net Interest Income Simulation

Movement in interest rates	-200bp	-100bp	Unchanged	+100bp	+200bp	+300bp
Projected 12-month net interest income	$ 33,941	$ 33,619	$ 33,013	$ 32,128	$ 31,287	$ 30,440
Dollar change from unchanged scenario	$ 928	$ 606	$ -	$ (885)	$ (1,726)	$ (2,573)
Percentage change from unchanged scenario	2.81%	1.84%	-	(2.68)%	(5.23)%	(7.79)%

Since there are limitations inherent in any methodology used to estimate the exposure to changes in market interest rates, these analyses are not intended to be a forecast of the actual effect of changes in market interest rates, such as those indicated above on the Company. Further, these analyses are based on assets and liabilities as of June 30, 2024 (without forward adjustments for planned growth and anticipated business activities) and do not reflect any actions the Company might undertake in response to changes in market interest rates.

Static gap analysis is another tool that may be used for interest rate risk measurement. The net differences between the amount of assets, liabilities, equity and off-balance-sheet instruments repricing within a cumulative calendar period is typically referred to as the "rate sensitivity position" or "gap position." The following table sets forth the Company's rate sensitivity position as of June 30, 2024. Assets and liabilities are classified by the earliest possible repricing date or maturity, whichever occurs first.

Interest Sensitivity Gap Analysis

	Estimated Maturity or Repricing at June 30, 2024				
	0–3 Months	4–12 Months	1–5 Years	Over 5 Years	Total
	(dollars are in thousands)				
Interest-earning assets:					
Interest-bearing deposits with banks	$ 46,810	$ -	$ -	$ -	$ 46,810
Debt securities (a)	12,455	10,845	70,543	48,724	142,567
FRB and FHLB stock	2,387	-	-	-	2,387
Loans held for investment, fixed rate	26,315	64,075	141,158	31,033	262,581
Loans held for investment, indexed rate	102,605	76,605	232,551	11,553	423,314
Total interest-earning assets	$ 190,572	$ 151,525	$ 444,252	$ 91,310	$ 877,659
Interest-bearing liabilities:					
Interest checking and money market accounts	$ 502,479	$ -	$ -	$ -	$ 502,479
Savings	43,601	-	-	-	43,601
Time deposits	21,835	45,940	7,363	35	75,173
Subordinated debentures	-	15,464	-	-	15,464
Total interest-bearing liabilities	$ 567,915	$ 61,404	$ 7,363	$ 35	$ 636,717
Interest rate gap	$ (377,343)	$ 90,121	$ 436,889	$ 91,275	$ 240,942
Cumulative interest rate gap at June 30, 2024	$ (377,343)	$ (287,222)	$ 149,667	$ 240,942	
Cumulative interest rate gap to total assets	(41.20%)	(31.36%)	16.34%	26.31%	

(a) Values for debt securities reflect the timing of the estimated principal cash flows from the securities based on par values, which vary from the amortized cost and fair value of the debt securities.

The table assumes that all savings and interest-bearing demand deposits reprice in the earliest period presented, however, management believes that a significant portion of these accounts are generally not rate sensitive. Management's view is supported by historical non-maturity deposit studies, which indicate that the Company's deposit rates have largely lagged broader market rate changes and the fact that changes in interest rates paid on these deposits historically have not caused notable reductions in balances or net interest income because the repricing of certain assets and liabilities is discretionary and is subject to competitive and other pressures. As a result, assets and liabilities indicated as repricing within the same period may in fact reprice at different times and at different rate levels.

Static gap analysis does not fully capture the impact of embedded options, lagged interest rate changes, administered interest rate products, or certain off-balance-sheet sensitivities to interest rate movements. Therefore, this tool generally cannot be used in isolation to determine the level of interest rate risk exposure in banking institutions.

Since there are limitations inherent in any methodology used to estimate the exposure to changes in market interest rates, these analyses are not intended to be a forecast of the actual effect of changes in market interest rates such as those indicated above on the Company. Further, these analyses are based on the Company's assets and liabilities as of June 30, 2024, and do not contemplate any actions the Company might undertake in response to changes in market interest rates.

Legal Proceedings

From time to time in the ordinary course of business, the Company and its subsidiaries may be a party to legal proceedings arising out of the Company's lending, deposit operations, or other activities. The Company engages in foreclosure proceedings and other collection actions as part of its loan collection activities. From time to time, borrowers may also bring actions against the Company, in some cases claiming damages.

Management is not aware of any material pending or threatening litigation as of June 30, 2024.

Submission of Matters to a Vote of Stockholders

The Annual Meeting of Stockholders (the "Annual Meeting") of the Company was held on June 20, 2024. Proxies for matters to be voted on at the Annual Meeting were solicited by the Board of Directors of the Company. Two proposals were voted upon at the Annual Meeting. The proposals were described in detail in the Company's Proxy Statement. Of the 3,511,475 shares of common stock outstanding on the record date of April 22, 2024, 2,557,451 shares were voted at the Annual Meeting. The final results for the votes regarding each proposal are set forth below.

1. The following nominees were elected as member of the Board of Directors of the Company for a three-year term ending in 2027:

Name	For	Withheld	Broker Non-Votes
Gaylen Ghylin	1,604,332	627,717	325,402
John W. Palmer	1,840,013	392,036	325,402

   The Board of Directors of the Company now consists of Michael M. Vekich, Nathan P. Brenna, Gaylen Ghylin, John W. Palmer, and Tom Redmann.

2. The selection of CliftonLarsonAllen LLP as the Company's independent registered public accounting firm for fiscal 2024 was ratified:

For	Against	Abstain
2,547,304	3,867	6,280

Signatures

This report is submitted on behalf of the Company by the duly authorized undersigned.

BNCCORP, INC.

Date:	August 13, 2024	By:	/s/ Daniel J. Collins
			Daniel J. Collins
			President and Chief Executive Officer
		By:	/s/ Justin C. Currie
			Justin C. Currie
			Chief Financial Officer