Franklin Financial Corporation

QUARTERLY REPORT TO INVESTORS AS OF AND FOR THE THREE AND SIX MONTHS ENDED SEPTEMBER 30, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following narrative is Management's discussion and analysis of the foremost factors that influenced 1st Franklin Financial Corporation's and its consolidated subsidiaries' (the "Company", "our" or "we") financial condition and operating results as of and for the three and nine months ended September 30, 2024 and 2023. This discussion and analysis and the accompanying unaudited condensed consolidated financial information should be read in conjunction with the Company's audited consolidated financial statements and related notes included in the Company's 2023 Annual Report. Results achieved in any interim period are not necessarily indicative of the results to be expected for any other interim or full year period.

Forward-Looking Statements:

Certain information in this discussion and other statements contained in this Quarterly Report are forward-looking statements within the meaning of the federal securities laws. Forward-looking statements are all statements other than those of historical fact. The Company's actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained herein, which involve known and unknown risks and uncertainties. Possible factors that could cause actual future results to differ from expectations include, but are not limited to, adverse general economic conditions, including changes in employment rates or in the interest rate environment, unexpected reductions in the size or collectability of our loan portfolio, unexpected increases in our allowance for credit losses, reduced sales or increased redemptions of our securities, unavailability of borrowings under our credit facility, federal and state regulatory changes affecting consumer finance companies, unfavorable outcomes in legal proceedings and those risks and uncertainties described under "Risk Factors" in our 2023 Annual Report, as well as other factors referenced elsewhere in our filings with the Securities and Exchange Commission from time to time. The Company undertakes no obligation to update any forward-looking statements, except as required by law.

The Company:

We are engaged in the consumer finance business, primarily in making consumer installment loans to individuals. Our other lending-related activities include the purchase of sales finance contracts from various dealers and the making of first and second mortgage real estate loans on real estate. All of our loans are at fixed rates, and contain fixed terms and fixed payments. The majority of our revenues are derived from finance charges earned on loans outstanding. Additional revenues are derived from earnings on investment securities, insurance income and other miscellaneous income. The Company and its operations are guided by a strategic plan which includes planned growth through strategic geographic expansion of our branch office network. As of September 30, 2024, the Company's business was operated through 115 branch offices in Georgia, 48 in Alabama, 43 in South Carolina, 40 in Mississippi, 39 in Tennessee, 37 in Louisiana, 23 in Texas, 16 in Kentucky, and 7 in Virginia.

In connection with our business, we also offer optional single premium credit insurance products to our customers when making a loan. Such products may include credit life insurance, credit accident and health insurance, credit involuntary unemployment insurance and/or credit property insurance. Customers may request credit life insurance coverage to help assure any outstanding loan balance is repaid if the customer dies before the loan is repaid or they may request accident and health insurance coverage to help continue loan payments if the customer becomes sick or disabled for an extended period of time. In certain states where offered, customers may choose involuntary unemployment insurance for payment protection in the form of loan payment assistance due to an unexpected job loss. Customers may also choose property insurance coverage to protect the value of loan collateral against damage, theft or destruction. We write these various insurance products as an agent for a non-affiliated insurance company. Under various agreements, our wholly-owned insurance subsidiaries, Frandisco Life Insurance Company and Frandisco Property and Casualty Insurance Company, reinsure the insurance coverage on our customers written by this non-affiliated insurance company.

Financial Condition:

The Company's total assets increased $25.3 million (2%) to $1,265.6 million at September 30, 2024 compared to $1,240.3 million at December 31, 2023. Increases in cash and cash equivalents, investment securities, fixed assets, and loan acquisitions in process were partially offset by decreases in our net loan portfolio, restricted cash, and loan purchase premium.

Cash and cash equivalents (excluding restricted cash) increased $12.2 million (54%) at September 30, 2024 while restricted cash decreased $4.7 million (39%) compared to December 31, 2023. Restricted cash consists of funds maintained in restricted accounts at the Company's insurance subsidiaries in order to comply with certain requirements imposed on insurance companies by the State of Georgia and to meet the reserve requirements of its reinsurance agreements. See Note 3, "Investment Securities" in the accompanying "Notes to Unaudited Condensed Consolidated Financial Statements" for further discussion of amounts held in trust. Restricted cash also includes escrow deposits held by the Company on behalf of certain mortgage real estate customers.

Gross loan originations increased $0.7 million for the three months ended September 30, 2024, compared to the same period last year. For the nine months ended September 30, 2024 originations increased $60.1 million compared to the same period last year. Our net loan portfolio decreased $3.2 million to $859.6 million at September 30, 2024 compared to $862.8 million at December 31, 2023. Included in our net loan portfolio is our allowance for credit losses which reflects estimated current expected credit losses in the loan portfolio as of the date of the statement of financial position. Management increased the allowance $0.3 million to $71.7 million at September 30, 2024, compared to $71.4 million at December 31, 2023. See Note 2, “Allowance for Credit Losses,” in the accompanying “Notes to Unaudited Condensed Consolidated Financial Statements” for further discussion of the Company’s allowance for credit losses. Management believes the allowance for credit losses is adequate to cover expected losses inherent in the portfolio as of September 30, 2024; however, unexpected changes in trends or deterioration in economic conditions could result in additional changes in the allowance. Any change in our allowance for credit losses could have a material impact on our results of operations or financial condition in the future.

The Company’s investment securities portfolio increased $13.0 million compared to the prior year-end. The majority of the increase was due to an increase in fair market values. The portfolio consists primarily of invested surplus funds generated by the Company's insurance subsidiaries. Management maintains what it believes to be a conservative approach when formulating its investment strategy. The Company does not participate in hedging programs, interest rate swaps or other similar activities. This investment portfolio consists mainly of government agency bonds and various municipal bonds. Investment securities have been designated as “available-for-sale” at September 30, 2024 with any unrealized gain or loss accounted for in the equity section of the Company’s consolidated statement of financial position, net of deferred income taxes for those investments held by the insurance subsidiaries as well as the statement of comprehensive income.

Operating lease right-of-use assets increased $0.3 million (1%) in the nine months ended September 30, 2024 mainly due to an increase in the number branches in the Company's network.

Other assets increased by $7.7 million (15%) compared to the prior year-end. Increases in loan acquisitions in process of $5.3 million, prepaid IT expenses of $2.9 million, and fixed assets of $1.7 million were partially offset by a decrease in loan purchase premium of $1.7 million.

The Company's senior debt is comprised of a line of credit from a bank and the Company’s senior demand notes and commercial paper debt securities. Our subordinated debt is comprised of the variable rate subordinated debentures sold by the Company. The aggregate amount of senior and subordinated debt outstanding at September 30, 2024 was $934.1 million compared to $912.7 million at December 31, 2023, representing an increase of $21.4 million (2%). There was an increase of $42.3 million (6%) in commercial paper and $1.7 million (6%) in subordinated debentures partially offset by a decrease of $15.5 million (13%) in the outstanding balance on the bank line of credit and a decrease of $7.3 million (7%) in senior demand notes.

Operating lease liabilities increased $0.4 million (1%) and accrued expenses and other liabilities increased $1.8 million (9%) to $21.7 million at September 30, 2024 compared to $20.0 million at December 31, 2023.

Results of Operations:

During the three and nine months ended September 30, 2024, total revenues were $96.3 million and $282.9 million, respectively, compared to $89.9 million and $259.5 million during the same periods a year ago. Year-over-year growth in the Company’s gross loan portfolio resulted in higher interest and finance charge revenue. Increases in the Company's insurance premium and commission revenues of $2.9 million (20%) and $5.8 million (14%) respectively, also resulted in higher revenue for the three and nine months ended September 30, 2024. Net income was $0.1 million for the three months ended September 30, 2024, a $9.1 million decrease compared to the same period last year. The increased provision for credit losses and higher interest, personnel, and other expenses offset revenue gains for the three month period ended September 30, 2024, compared to last year. Net income of $2.2 million for the nine month period ended

September 30, 2024, represents an $1.0 million (31%) decrease compared to the same period a year ago. Higher interest and operating expenses for the nine months ended September 30, 2024 were partially offset by higher revenue and the reduced provision for credit losses.

Net Interest Income

Net interest income represents the difference between income on earning assets (loans and investments) and the cost of funds on interest bearing liabilities. Our net interest income is affected by the size and mix of our loan and investment portfolios as well as the spread between interest and finance charges earned on the respective assets and interest incurred on our debt. Net interest income increased $1.7 million (3%) and $7.9 million (4%) during the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. An increase in our average daily net loan balances of $66.0 million (7%) during the nine months just ended compared to the same period a year ago was offset by increased borrowing costs.

Average daily borrowings increased $58.7 million (7%) during the nine months ended September 30, 2024 compared the same period last year. The Company's average borrowing rates were 5.79% and 4.75% during the nine month period ended September 30, 2024, and 2023, respectively. Interest expense increased $1.9 million (16%) and $9.6 million (31%) during the three and nine months just ended, respectively, compared to the same periods a year ago due to the higher average daily borrowings and higher cost of funds.

Management projects that, based on historical results and current estimates, average net receivables will grow during the remainder of 2024, and net interest income is expected to increase accordingly. However, a decrease in net receivables or an increase in interest rates on outstanding borrowings could negatively impact our net interest income.

Insurance Revenue

Insurance revenues were $2.9 million (20%) and $5.8 million (14%) higher during the three and nine months ended September 30, 2024, respectively, compared to the same periods a year ago. Insurance claims and expenses increased $0.5 million (13%) for the three month period just ended and there was a decrease of $0.1 million (1%) during the nine month period just ended, as compared to the same periods a year ago.

Other Revenue

Other revenue decreased $0.1 million (3%) for the three months ended September 30, 2024, compared to the same period last year. For the nine months ended September 30, 2024, other revenue increased $0.2 million (4%) compared to the same period a year ago. The increase for the nine months ended September 30, 2024 is mainly due to higher sales of auto club memberships offered to loan customers.

Provision for Credit Losses

The Company's provision for credit losses is a charge against earnings to maintain the allowance for credit losses at a level that Management estimates is adequate to cover expected losses as of the date of the statement of financial position. See Note 2. "Allowance for Credit Losses," in the accompanying "Notes to Consolidated Financial Statements" for further discussion of the Company's provision for credit losses.

The provision for credit losses increased $5.6 million (38%) for the three months ended September 30, 2024, compared to the same period last year. For the nine months ended September 30, 2024 the provision for credit losses decreased $1.0 million (2%) compared to the same period last year. Net charge-offs decreased $0.6 million (2.8%) and decreased $5.6 million (8%) to $19.5 million and $60.9 million during the three and nine months ended September 30, 2024, respectively, compared to the same periods last year.

The allowance for credit losses increased by $0.3 million to $71.7 million as of September 30, 2024, compared to $71.4 million at December 31, 2023.

Determining a proper allowance for credit losses is a critical accounting estimate which involves Management's judgment with respect to certain relevant factors, such as historical and expected loss trends, unemployment rates in various locales, delinquency levels, bankruptcy trends and overall general and industry specific economic conditions.

During the nine months ended September 30, 2024, the Company engaged a major rating service provider to assist with estimating the instances of loss ("Probability of Default" or "PD") and the average severity of losses ("Loss Given Default" or "LGD") using the characteristics of our loan portfolio, along with incorporating a reasonable and supportable forecast which is utilized to support the adjustments to historical loss experience of loans with similar credit risk. Key segmentation in the technique is origination vintage, remaining contractual term, risk score and state of origination. The technique produces a variety of alternative economic scenarios. We consider how macroeconomic and/or other factors might impact expected credit losses over the remaining maturity of the portfolio and determine which scenario(s) and specific scenario weights are applied within the estimation. The allowance for credit losses recorded in the balance sheet reflects Management's best estimate of expected credit losses. For further information regarding the technique, refer to the Critical Accounting Policies section below. In addition, please see Note 2, "Loans" in the accompanying "Notes to Unaudited Condensed Consolidated Financial Statements" for further discussion of estimated credit losses. Management may determine it is appropriate to increase or decrease the allowance for expected credit losses in future period, or actual losses in any period, either of which events could have a material impact on our results of operations in the future.

Other Operating Expenses

Other operating expenses increased $7.4 million (15%) and increased $15.2 million (10%) during the three and nine months ended September 30, 2024, respectively, compared to the same periods a year ago. Other operating expenses encompass personnel expense, occupancy expense and miscellaneous other expenses.

Personnel expense increased $3.4 million (12%) and increased $7.8 million (9%) during the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. An increase in the number of employees, medical claims, and inflation-based salary adjustments for certain team members were the primary reasons for the increase.

Occupancy expenses increased $0.8 million (17%) and increased $1.9 million (13%) during the three and nine months ended September 30, 2024, respectively, compared to the same periods a year ago. Increases in monthly rent expenses, depreciation expenses, and new branch openings attributed to the increase in occupancy expenses.

Other expenses increased $3.2 million (21%) and increased $5.5 million (11%) during the three and nine months ended September 30, 2024, respectively, compared to the same periods in 2023. Higher amortization of loan premiums, consultant fees, and training expenses were the primary factors driving the increase in miscellaneous other operating expenses during the three and nine months ended September 30, 2024 as compared to the same periods in 2023.

Income Taxes

The Company has elected to be, and is, treated as an S corporation for income tax reporting purposes. Taxable income or loss of an S corporation is passed through to, and included in, the individual tax returns of the shareholders of the Company, rather than being taxed at the corporate level. Notwithstanding this election, however, income taxes continue to be reported for, and paid by, the Company's insurance subsidiaries as they are not allowed to be treated as S corporations, and for the Company's state taxes in Louisiana, which does not recognize S corporation status. Deferred income tax assets and liabilities are recognized and provisions for current and deferred income taxes continue to be recorded by the Company's subsidiaries. The Company uses the liability method of accounting for deferred income taxes and provides deferred income taxes for all significant income tax temporary differences.

Effective income tax rate was 94% and 66% during the three and nine months ended September 30, 2024, respectively, compared to 13% and 52% during the same periods ended September 30, 2023. The effective income tax rate differs from the statutory rate due to changes in the proportion of income earned by the Company's insurance subsidiaries.

Quantitative and Qualitative Disclosures About Market Risk:

Volatility in market interest rates can impact the Company's investment portfolio and the interest rates paid on its bank borrowings and debt securities. Changes in interest rates have more impact on the income earned on investments and the Company's borrowing costs than on interest income earned on loans, as Management does not normally change the rates charged on loans originated solely as a result of changes in the interest rate environment. These exposures are monitored and managed by the Company as an integral part of its overall cash management program. It is Management's goal to minimize any adverse effect that movements in interest rates may have on the financial condition and operations of the Company. Please refer to the market risk analysis discussion in our 2023 Annual Report as, for a more detailed analysis of our market risk exposure. There have been no material changes to our market risk during the three and nine months ended September 30, 2024.

Liquidity and Capital Resources:

Liquidity is the ability of the Company to meet its ongoing financial obligations, either through the collection of receivables or by generating additional funds through liability management. The Company's liquidity is therefore dependent on the collection of its receivables, the sale of debt securities and the continued availability of funds under the Company's revolving credit agreement.

We continue to monitor and review current economic conditions and the related potential implications on us, including with respect to, among other things, changes in credit losses, liquidity, compliance with our debt covenants, and relationships with our customers.

As of September 30, 2024 and December 31, 2023, the Company had $35.0 million and $22.8 million, respectively, invested in cash and short-term investments readily convertible into cash with original maturities of three months or less. The Company uses cash reserves to fund its operations, including providing funds for any increase in redemptions of debt securities by investors which may occur.

The Company's investment securities can be converted into cash, if necessary. Georgia state insurance regulations limit the use an insurance company can make of its assets. Ordinary dividend payments to the Company by its wholly owned life insurance subsidiary are subject to annual limitations and are restricted to the lesser of 10% of policyholder's statutory surplus or the net statutory gain from operations before recognizing realized investment gains of the individual insurance subsidiary during the prior year. Dividend payments to a parent company by its wholly-owned property and casualty subsidiary are subject to annual limitations and are restricted to the lessor of 10% of policyholders' surplus or the net statutory income before recognizing realized investment gains of the individual insurance subsidiary during the prior two years. Any dividends above these state limitations are termed "extraordinary dividends" and must be approved in advance by the Georgia Insurance Commissioner. The maximum aggregate amount of dividends these subsidiaries could have paid to the Company during 2023, without prior approval of the Georgia Insurance Commissioner, was approximately $40.8 million.

At December 31, 2023, Frandisco Property and Casualty Insurance Company and Frandisco Life Insurance Company had a statutory surplus of $129.9 million and $111.0 million, respectively. The maximum aggregate amount of dividends these subsidiaries can pay to the Company during 2024, without prior approval of the Georgia Insurance Commissioner, was $49.7 million. On November 28, 2023, Management submitted a request for approval of two separate transactions involving dividends and/or lines of credit with maximum amounts of $90.0 million from Frandisco Life Insurance Company and $105.0 million from Frandisco Property and Casualty Insurance Company. The Commissioner of the Insurance Department did not deny such requests within the 30 days allotted by law, thereby granting approval for transactions on or before December 31, 2024. Effective February 1, 2024, Frandisco Life Insurance Company and Frandisco Property and Casualty Insurance Company amended previous unsecured revolving lines of credit available to the Company by extending the term to December 31, 2027. At September 30, 2024, an advance of $30.0 million and accrued interest of $3.6 million on this advance was outstanding on the Parent's credit line with Frandisco Property and Casualty Insurance Company.

Most of the Company's loan portfolio is financed through sales of its various debt securities, which, because of certain redemption features contained therein, have shorter average maturities than the loan portfolio as a whole. The difference in maturities may adversely affect liquidity if the Company is not able to continue to sell debt securities at interest rates and on terms that are responsive to the demands of the marketplace or maintain sufficient borrowing availability under our credit facility.

The Company's continued liquidity is therefore also dependent on the collection of its receivables and the sale of debt securities that meet the investment requirements of the public. In addition to its receivables and securities sales, the Company has an external source of funds available under a revolving credit facility with Wells Fargo Bank, N.A. This credit agreement (as amended from time to time, the "credit agreement") provides for borrowings or re-borrowings of up to $230.0 million or 70% of the Company's net finance receivables (as defined in the credit agreement), whichever is less, subject to certain limitations, and all borrowings are secured by the finance receivables of the Company. At September 30, 2024 and December 31, 2023, $106.6 million and $122.1 million, respectively, were outstanding under the credit line. The credit agreement has a commitment termination date of February 28, 2025. Management believes the current credit facility, when considered with funds expected to be available from operations, should provide sufficient liquidity for the Company.

Available but unborrowed amounts under the credit agreement are subject to a periodic unused line fee of 0.50%. The interest rate under the credit agreement is equivalent to the greater of (a) 0.75% per annum plus the Applicable Margin or (b) the one month secured overnight financing rate (the “SOFR Rate”) plus the term SOFR adjustment (the "Adjusted Term SOFR Rate") plus the Applicable Margin. The Adjusted Term SOFR Rate is adjusted on the first day of each calendar month based upon the SOFR Rate as of the last day of the preceding calendar month. The Applicable Margin is 2.75%. The interest rate on the credit agreement at September 30, 2024 and December 31, 2023 was 8.05% and 8.19%, respectively.

The credit agreement requires the Company to comply with certain covenants customary for financing transactions of this nature, including, among others, maintaining a minimum interest coverage ratio, a minimum loss reserve ratio, a minimum ratio of earnings to interest, taxes and depreciation and amortization to interest expense, a minimum asset quality ratio, a minimum consolidated tangible net worth ratio, and a maximum debt to tangible net worth ratio, each as defined in the credit agreement. The Company must also comply with certain restrictions on its activities consistent with credit facilities of this type, including limitations on: (a) restricted payments; (b) additional debt obligations (other than specified debt obligations); (c) investments (other than specified investments); (d) mergers, acquisitions, or a liquidation or winding up; (e) modifying its organizational documents or changing lines of business; (f) modifying certain contracts; (g) certain affiliate transactions; (h) sale-leaseback, synthetic lease, or similar transactions; (i) guaranteeing additional indebtedness (other than specified indebtedness); (j) capital expenditures; or (k) speculative transactions. The credit agreement also restricts the Company or any of its subsidiaries from creating or allowing certain liens on their assets, entering into agreements that restrict their ability to grant liens (other than specified agreements), or creating or allowing restrictions on any of their ability to make dividends, distributions, inter-company loans or guaranties, or other inter-company payments, or inter-company asset transfers.

Any increase in the Company's allowance for credit losses would not directly affect the Company's liquidity, as any adjustment to the allowance has no impact on cash; however, an increase in the actual loss rate may have a material adverse effect on the Company's liquidity. The inability to collect loans could materially impact the Company's liquidity in the future.

The Company anticipates that its cash and cash equivalents, cash flows from operations, available lines of credit, and borrowings from time to time under the credit agreement will be sufficient to fund its liquidity needs for the next 12 months and thereafter for the foreseeable future.

Critical Accounting Policies:

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States and conform to general practices within the financial services industry. The Company’s critical accounting and reporting policies include the allowance for credit losses, revenue recognition and insurance claims reserves.

Allowance for Credit Losses

Provisions for credit losses are charged to operations in amounts sufficient to maintain the allowance for credit losses at a level considered adequate to cover expected credit losses in our loan portfolio. The allowance for credit losses is established based on the determination of the amount of expected losses inherent in the loan portfolio as of the reporting date.

The Company uses a PD / LGD technique to estimate the allowance for credit losses, in which the estimated loss is equal to the product of PD and LGD. Historical net finance receivables are tracked over the term of the loan pools to identify the instances of loss (PDs) and the average severity of losses (LGDs). We engaged a major rating service provider to assist with incorporating a reasonable and supportable forecast which is utilized to support the adjustments to historical loss experience of loans with similar credit risk. Key segmentation in the technique is origination vintage, remaining contractual term, risk score and state of origination. The technique produces a variety of alternative economic scenarios. We consider how macroeconomic or other factors might impact expected credit losses over the remaining maturity of the portfolio and determine which scenario(s) and specific scenario weights to be applied within the estimation. The allowance for credit losses recorded in the balance sheet reflects our best estimate of expected credit losses.

Revenue Recognition

Accounting principles generally accepted in the United States require that an interest yield method be used to calculate the income recognized on accounts which have precomputed charges. An interest yield method is used by the Company on each individual account with precomputed charges to calculate income for those active accounts; however, state regulations often allow interest refunds to be made according to the Rule of 78’s method for payoffs and renewals. Since the majority of the Company's accounts with precomputed charges are paid off or renewed prior to maturity, the result is that most of those accounts effectively yield on a Rule of 78's basis.

Precomputed finance charges are included in the gross amount of certain direct cash loans and sales finance contracts. These precomputed charges are deferred and recognized as income on an accrual basis using the effective interest method. Some other cash loans and real estate loans, which do not have precomputed charges, have income recognized on a simple interest accrual basis. Income is not accrued on any loan that is more than 60 days past due.

Loan fees and origination costs are deferred and recognized as adjustments to the loan yield over the contractual life of the related loan.

The property and casualty credit insurance policies written by the Company, as agent for a non-affiliated insurance company, are reinsured by the Company’s property and casualty insurance subsidiary. The premiums on these policies are deferred and earned over the period of insurance coverage using the pro-rata method or the effective yield method, depending on whether the amount of insurance coverage generally remains level or declines.

The credit life and accident and health insurance policies written by the Company, as agent for a non-affiliated insurance company, are reinsured by the Company’s life insurance subsidiary. The premiums are deferred and earned using the pro-rata method for level-term life insurance policies and the effective yield method for decreasing-term life policies. Premiums on accident and health insurance policies are earned based on an average of the pro-rata method and the effective yield method.

Insurance Claims Reserves

Included in unearned insurance premiums and commissions on the Unaudited Condensed Consolidated Statements of Financial Position are reserves for incurred but unpaid credit insurance claims for policies written by the Company, as agent for a non-affiliated insurance underwriter, and reinsured by the Company’s wholly-owned insurance subsidiaries. These reserves are established based on generally accepted actuarial methods. In the event that the Company’s actual reported losses for any given period are materially in excess of the previously estimated amounts, such losses could have a material adverse effect on the Company’s results of operations.

Different assumptions in the application of any of these policies could result in material changes in the Company’s consolidated financial position or consolidated results of operations.

Recent Accounting Pronouncements:

See Note 1, "Basis of Presentation - Recent Accounting Pronouncements," in the accompanying "Notes to Consolidated Financial Statements" for a discussion of new accounting standards and the expected impact of accounting standards recently issued but not yet required to be adopted. For pronouncements already adopted, any material impacts on the Company’s condensed consolidated financial statements are discussed in the applicable section(s) of this Management’s Discussion and Analysis of Financial Condition and Results of Operations, and the accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

1st FRANKLIN FINANCIAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited)

	September 30, 2024	December 31, 2023
ASSETS		
CASH AND CASH EQUIVALENTS	$ 34,989,890	$ 22,775,852
RESTRICTED CASH	7,346,090	12,059,022
LOANS:		
Direct Cash Loans	998,959,664	972,567,737
Real Estate Loans	25,175,917	29,812,798
Sales Finance Contracts	163,413,482	175,548,110
	1,187,549,063	1,177,928,645
Less: Unearned Finance Charges	182,848,009	174,043,203
Unearned Insurance Premiums and Commissions	73,368,795	69,748,304
Allowance for Credit Losses	71,735,755	71,361,745
Net Loans	859,596,504	862,775,393
INVESTMENT SECURITIES:		
Available-for-Sale, at fair value	263,071,104	250,085,804
OTHER ASSETS:		
Operating Lease Right-of-Use Assets	42,193,983	41,938,371
Other Assets	58,397,080	50,662,318
	100,591,063	92,600,689
TOTAL ASSETS	$ 1,265,594,651	$ 1,240,296,760
LIABILITIES AND STOCKHOLDERS' EQUITY		
SENIOR DEBT	$ 903,804,437	$ 884,191,786
SUBORDINATED DEBT	30,253,653	28,533,940
OPERATING LEASE LIABILITIES	43,472,572	43,034,942
ACCRUED EXPENSES AND OTHER LIABILITIES	21,749,014	19,952,978
Total Liabilities	999,279,676	975,713,646
STOCKHOLDERS' EQUITY:		
Preferred Stock: $100 par value, 6,000 shares authorized; 0 shares outstanding	—	—
Common Stock		
Voting Shares; $100 par value; 2,000 shares authorized; 1,700 shares outstanding	170,000	170,000
Non-Voting Shares; no par value; 198,000 shares authorized; 168,300 shares outstanding	—	—
Accumulated Other Comprehensive Loss	(19,397,139)	(18,955,725)
Retained Earnings	285,542,114	283,368,839
Total Stockholders' Equity	266,314,975	264,583,114
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,265,594,651	$ 1,240,296,760

See Notes to Unaudited Condensed Consolidated Financial Statements

1st FRANKLIN FINANCIAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
INTEREST INCOME	$ 77,021,585	$ 73,421,166	$ 229,452,851	$ 212,045,097
INTEREST EXPENSE	13,600,021	11,708,246	39,978,456	30,424,167
NET INTEREST INCOME	63,421,564	61,712,920	189,474,395	181,620,930
Provision for Credit Losses	20,466,944	14,827,391	61,258,554	62,236,416
NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES	42,954,620	46,885,529	128,215,841	119,384,514
INSURANCE INCOME				
Premiums and Commissions	17,299,544	14,447,793	47,604,166	41,830,689
Insurance Claims and Expenses	4,270,153	3,793,588	12,297,930	12,360,980
Total Net Insurance Income	13,029,391	10,654,205	35,306,236	29,469,709
OTHER REVENUE	1,948,710	2,002,447	5,863,914	5,641,872
OTHER OPERATING EXPENSES				
Personnel Expense	32,378,486	28,968,385	92,344,052	84,546,352
Occupancy Expense	5,586,914	4,776,283	16,582,452	14,727,662
Other	18,468,783	15,252,548	54,134,282	48,624,026
Total	56,434,183	48,997,216	163,060,786	147,898,040
INCOME BEFORE INCOME TAXES	1,498,538	10,544,965	6,325,205	6,598,055
Provision for Income Taxes	1,410,844	1,346,979	4,151,930	3,440,894
NET INCOME	$ 87,694	$ 9,197,986	$ 2,173,275	$ 3,157,161
BASIC AND DILUTED EARNINGS PER SHARE				
170,000 Shares Outstanding for All Periods (1,700 voting, 168,300 non-voting)	$ 0.52	$ 54.11	$ 12.78	$ 18.57

See Notes to Unaudited Condensed Consolidated Financial Statements

1st FRANKLIN FINANCIAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net Income	$ 87,694	$ 9,197,986	$ 2,173,275	$ 3,157,161
Other Comprehensive Income / (Loss):				
Net changes related to available-for-sale securities				
Unrealized gain / (losses)	8,987,286	(21,458,438)	(338,701)	(18,582,360)
Income tax (expense) benefit	(1,873,826)	4,503,368	105,464	3,904,323
Net unrealized income / (losses)	7,113,460	(16,955,070)	(233,237)	(14,678,037)
Less reclassification of gain to net income	67,471	80,690	208,177	178,805
Total Other Comprehensive Income / (Loss)	7,045,989	(17,035,760)	(441,414)	(14,856,842)
Total Comprehensive Income / (Loss)	$ 7,133,683	$ (7,837,774)	$ 1,731,861	$ (11,699,681)

See Notes to Unaudited Condensed Consolidated Financial Statements

1ST FRANKLIN FINANCIAL CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 2,173,275	$ 3,157,161
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for credit losses	61,258,554	62,236,416
Depreciation and amortization	5,829,678	3,382,908
Deferred tax benefit	392,146	264,643
Net gains due to called redemptions of marketable securities and amortization on securities	(535,868)	(477,461)
Increase in other assets	(7,219,452)	(9,642,768)
Increase in other liabilities	1,446,036	(12,360,694)
Net Cash Provided	63,344,369	46,560,205
CASH FLOWS FROM INVESTING ACTIVITIES:		
Loans originated or purchased	(432,062,052)	(474,518,236)
Loan payments	373,982,386	370,261,142
Purchases of securities, available-for-sale	(16,892,183)	(30,333,953)
Redemptions of securities, available-for-sale	3,885,000	15,605,000
Capital Expenditures	(6,078,314)	(3,308,006)
Proceeds from Sale of Fixed Assets	8,831	—
Net Cash Used	(77,156,332)	(122,294,053)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net decrease in senior demand notes	(7,299,901)	(15,705,428)
Advances on credit line	128,945,041	181,343,719
Payments on credit line	(144,395,041)	(139,574,719)
Commercial paper issued	91,085,834	93,516,075
Commercial paper redeemed	(48,742,577)	(71,258,922)
Subordinated debt securities issued	6,777,791	5,036,497
Subordinated debt securities redeemed	(5,058,078)	(5,877,172)
Dividends / distributions	—	(2,685,090)
Net Cash Provided	21,313,069	44,794,960
NET INCREASE/(DECREASE) IN CASH, CASH EQUIVALENTS AND RESTRICTED CASH	7,501,106	(30,938,888)
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, beginning	34,834,874	65,434,228
CASH, CASH EQUIVALENTS AND RESTRICTED CASH, ending	$ 42,335,980	$ 34,495,340
Cash paid during the year for -		
Interest Paid	$ 39,895,827	$ 29,514,305
Income Taxes Paid	3,795,200	3,124,842
Non-cash transactions for -		
ROU assets and associated liabilities	6,921,857	8,406,887

See Notes to Unaudited Condensed Consolidated Financial Statements

-NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS-

Note 1 – Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of 1st Franklin Financial Corporation and subsidiaries (the "Company") should be read in conjunction with the audited consolidated financial statements of the Company and notes thereto as of December 31, 2023 and for the year then ended included in the Company's 2023 Annual Report filed with the Securities and Exchange Commission. Inter-company accounts and transactions have been eliminated from the condensed consolidated financial statements.

In the opinion of Management of the Company, the accompanying unaudited condensed consolidated financial statements contain all normal recurring adjustments necessary to present fairly the Company's consolidated financial position as of September 30, 2024 and December 31, 2023, its consolidated results of operations and comprehensive income for the three and nine months ended September 30, 2024 and 2023 and its consolidated cash flows for the nine months ended September 30, 2024 and 2023. While certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("GAAP") have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, the Company believes that the disclosures herein are adequate to make the information presented not misleading.

The Company's financial condition and results of operations as of and for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full fiscal year or any other future period. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at and as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates.

The computation of earnings per share is self-evident from the accompanying Condensed Consolidated Statements of Income and Retained Earnings (Unaudited). The Company has no dilutive securities outstanding.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported in the condensed consolidated statements of cash flows:

	September 30, 2024	December 31, 2023
Cash and Cash Equivalents	$ 34,989,890	$ 22,775,852
Restricted Cash	7,346,090	12,059,022
Total Cash, Cash Equivalents and Restricted Cash	$ 42,335,980	$ 34,834,874

The Company categorizes its primary sources of revenue into three categories: (1) interest related revenue, (2) insurance related revenue and (3) other revenue from contracts with customers.

- Interest related revenues are specifically excluded from the scope of ASC Topic 606, Revenue from Contracts with Customers, and accounted for under ASC Topic 310, "Receivables".
- Insurance related revenues are subject to industry-specific guidance within the scope of ASC Topic 944, "Financial Services – Insurance".
- Other revenues primarily relate to commissions earned by the Company on sales of auto club memberships. Auto club commissions are revenue from contracts with customers and are accounted for in accordance with the guidance set forth in ASC Topic 606.

During the three months ended September 30, 2024, and 2023, the Company recognized interest related revenue of $77.0 million and $73.4 million, respectively, insurance related revenue of $17.3 million and $14.4 million, respectively, and other revenue from contracts with customers of $1.9 million and $2.0 million, respectively. During the nine months ended September 30, 2024, and 2023, the Company recognized interest related revenue of $229.5 million and $212.0 million, respectively, insurance related revenue of $47.6 million and $41.8 million, and other revenues of $5.9 million and $5.6 million, respectively.

Recent Accounting Pronouncements:

In November 2023, the Financial Accounting Standards Board "FASB" issued ASU 2023-07, improving the disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. These enhanced disclosures require reporting of incremental segment information on an annual and interim basis for all public entities, including public entities with only one reportable segment, to enable investors to develop more decision-useful financial analyses. The amendments in this update are effective for annual periods beginning after December 15, 2023 and interim periods within annual periods beginning after December 15, 2024, and early adoption is permitted. The segment reporting guidance should be applied retrospectively to all prior periods presented in the financial statements, and upon transition, the expense categories and amounts disclosed in the prior periods should be based on the significant segment expense categories identified and disclosed in the period of adoption. The Company is currently evaluating the potential impact of this update on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, enhancing the transparency and decision usefulness of income tax disclosures. The amendment, among other things, improves transparency of income tax disclosures by requiring more consistent categories and greater disaggregation of information in rate reconciliations, and disaggregation of income taxes paid by jurisdiction. The amendments in this update are effective for annual periods beginning after December 15, 2024, and early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. The income tax guidance should be applied on a prospective basis, however, retrospective application is permitted. The Company is currently evaluating the potential impact of this update on its consolidated financial statements.

Note 2 – Loans

The Company’s consumer loans are made to individuals, who may be new customers, existing customers (loan renewals), former customers or customers converting from a sales contract, in relatively small amounts for relatively short period of time. First and second mortgage loans on real estate are made in larger amounts and for longer periods of time. The Company also purchases sales finance contracts from various dealers. All loans and sales contracts are held for investment.

Cash, unearned finance charges, origination fees, discounts, premiums, deferred fees, and, in the instance of a loan renewal, the net payoff of the of the renewed loan are included in the loan origination amount. The cash component of the loan origination is included in the Statement of Cash Flows in the Cash Flows from Investing Activities as Loans Originated or Purchased.

Loan Renewals

Loan renewals are accounted for in accordance with the applicable guidance in *ASC Topic 310-20 Nonrefundable Fees and Other Costs*. Loan renewals are a product the Company offers to existing customers that allows them to borrow additional funds from the Company. In evaluating a loan for renewal, in addition to our standard underwriting requirements, we may take into consideration the customer’s prior payment performance with us, which we believe to be an indicator of the customer’s future credit performance. If the terms of the new loan resulting from a loan renewal are at least as favorable to us as the terms for comparable loans to other customers with similar collection risks who are not renewing a loan, the renewal is accounted for as a new loan. The criteria is met if the new loan's effective yield is at least equal to the effective yield for such comparable loans and the modification of the original loan is more than minor. A modification of a loan is more than minor if the present value of the cash flows under the terms of the renewal is at least 10 percent different from the present value of the remaining cash flows under the terms of the original loan. Accordingly, when a renewal is generated, the original loan(s) are extinguished along with the associated unearned finance charges and a new loan is originated. Substantially all renewals include a non-cash component that represents the exchange of the original principal balance for the new principal balance and a cash component for the net proceeds distributed to the customer for the additional amount borrowed. The cash component is presented as outflows from investing activities and the non-cash component is presented as a non-cash investing activity.

Cash, unearned finance charges, origination fees, discounts, premiums, deferred fees, and, in the instance of a loan renewal, the net payoff of the of the renewed loan are included in the loan origination amount. The cash component of the loan origination is included in the Statement of Cash Flows in the Cash Flows from Investing Activities as Loans Originated or Purchased.

Reconciliation of Gross Loans Originated / Acquired to Loans Originated or Purchased in Consolidated Statements of Cash Flows (in thousands):

	Nine Months Ended September 30, 2024	2023
Loans originated or purchased:		
Originated	$ 915,660	$ 855,522
Purchased	$ 8,705	32,882
Less Non-Cash Reconciling items:		
Other Consumer renewed loans (live check and premier)	226,821	182,951
Other non-cash activity: unearned finance charges, origination fees, discounts, premiums, and deferred fees	265,482	230,935
Loans originated or purchased per Consolidated Statements of Cash Flows:	$ 432,062	$ 474,518

Description of Loans

Loans outstanding on the Consolidated Statements of Financial Position ("Financial Gross Outstanding(s)") include principal, origination fees, premiums, discounts, and in the case of interest-bearing loans, deferred fees, other fees receivable, and accrued interest receivable.

Loan performance reporting is generally based on a loan's gross outstanding balance ("Gross Outstanding(s)"), ("Gross Balance"), ("Gross Amount"), or ("Gross Loan") that includes principal plus origination fees for interest-bearing loans and the total of payments for loans with pre-computed interest.

The allowance for credit losses is based on the underlying financial instrument's amortized cost basis ("Amortized Cost Basis"), with the allowance representing the portion of Amortized Cost Basis the Company does not expect to recover due to credit losses. The following are included in the Company's Amortized Cost Basis:

- For pre-computed loans: Principal Balance, net of unearned finance charges and unearned insurance[1].
- For interest-bearing loans: Principal Balance, net of unearned insurance[1].

[1] The state of Louisiana classifies certain insurance products as non-refundable. Non-refundable products are not netted against the principal balance for calculation of the amortized cost basis.

The Company's Gross Balances (in thousands) by loan class as of September 30, 2024 and December 31, 2023:

Gross Balance (in thousands) by Origination Year as of September 30, 2024:

Loan Class	2024	2023	2022	2021	2020	Prior	Total
Direct Cash Loans: Live Check Loans	$ 105,877	$ 33,164	$ 4,635	$ 720	$ 92	$ 24	$ 144,512
Direct Cash Loans: Premier Loans	4,386	5,197	12,830	4,521	721	222	27,877
Direct Cash Loans: Other Consumer Loans	531,317	214,180	53,866	19,677	3,530	1,670	824,240
Real Estate Loans	2,249	4	1,130	9,190	3,898	8,266	24,737
Sales Finance Contracts	55,530	62,201	29,653	11,069	3,449	408	162,310
Total	$ 699,359	$ 314,746	$ 102,114	$ 45,177	$ 11,690	$ 10,590	$ 1,183,676

Gross Balance (in thousands) by Origination year as of December 31, 2023:

Loan Class	2023	2022	2021	2020	2019	Prior	Total
Direct Cash Loans: Live Check Loans	$ 136,419	$ 16,682	$ 2,661	$ 376	$ 36	$ 17	$ 156,191
Direct Cash Loans: Premier Loans	11,890	27,961	10,878	2,160	505	170	53,564
Direct Cash Loans: Other Consumer Loans	582,489	123,277	41,431	8,044	2,536	854	758,631
Real Estate Loans	2,075	1,365	10,877	4,649	4,118	6,220	29,304
Sales Finance Contracts	98,384	47,852	18,935	8,279	1,142	112	174,704
Total	$ 831,257	$ 217,137	$ 84,782	$ 23,508	$ 8,337	$ 7,373	$ 1,172,394

The Company's Gross Balance (in thousands) on non-accrual loans by loan class are as follows:

Loan Class	September 30, 2024	December 31, 2023
Direct Cash Loans: Live Check Loans	$ 8,503	$ 10,888
Direct Cash Loans: Premier Loans	1,394	2,526
Direct Cash Loans: Other Consumer Loans	37,392	33,194
Real Estate Loans	1,521	1,383
Sales Finance Contracts	6,146	6,655
Total	$ 54,956	$ 54,646

Age analysis of Gross Balance (in thousands) on past due loans, segregated by loan class:

	September 30, 2024			
Loan Class	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due Loans
Direct Cash Loans: Live Check Loans	$ 4,984	$ 2,458	$ 5,090	$ 12,532
Direct Cash Loans: Premier Loans	830	315	770	1,915
Direct Cash Loans: Other Consumer Loans	25,488	12,321	21,280	59,089
Real Estate Loans	855	365	1,320	2,540
Sales Finance Contracts	4,015	2,013	3,361	9,389
Total	$ 36,172	$ 17,472	$ 31,821	$ 85,465

	December 31, 2023			
Loan Class	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due Loans
Direct Cash Loans: Live Check Loans	$ 4,555	$ 4,228	$ 6,548	$ 15,331
Direct Cash Loans: Premier Loans	1,142	789	1,713	3,644
Direct Cash Loans: Other Consumer Loans	19,975	11,240	24,433	55,648
Real Estate Loans	776	334	1,403	2,513
Sales Finance Contracts	4,228	2,226	4,142	10,596
Total	$ 30,676	$ 18,817	$ 38,239	$ 87,732

While aging analysis is the primary credit quality indicator, we also consider loans in non-accrual status, loan restructures where the borrower is experiencing financial difficulty, the ratio of bankrupt accounts to the total Gross Outstanding, and economic factors in evaluating whether any qualitative adjustments were necessary to the allowance for credit losses.

The ratio of bankrupt accounts to the Gross Balance was 1.48% at September 30, 2024, compared to 1.43% at December 31, 2023.

The following table presents the gross balance (in thousands) in each segment in the portfolio as of September 30, 2024 based on year of origination:

Payment Performance by Origination Year (in thousands)

	2024(1)	2023	2022	2021	2020	Prior	Total Gross Balance Balance
Direct Cash Loans: Live Check Loans							
Performing	$ 100,952	$ 30,067	$ 4,250	$ 632	$ 84	$ 24	$ 136,009
Nonperforming	4,925	3,097	385	88	8	—	8,503
	$ 105,877	$ 33,164	$ 4,635	$ 720	$ 92	$ 24	$ 144,512
Direct Cash Loans: Premier Loans							
Performing	$ 4,321	$ 5,013	$ 12,025	$ 4,233	$ 678	$ 213	$ 26,483
Nonperforming	65	184	805	288	43	9	1,394
	$ 4,386	$ 5,197	$ 12,830	$ 4,521	$ 721	$ 222	$ 27,877
Direct Cash Loans: Other Consumer Loans							
Performing	$ 516,727	$ 198,536	$ 49,265	$ 17,586	$ 3,222	$ 1,512	$ 786,848
Nonperforming	14,590	15,644	4,601	2,091	308	158	37,392
	$ 531,317	$ 214,180	$ 53,866	$ 19,677	$ 3,530	$ 1,670	$ 824,240
Real Estate Loans:							
Performing	$ 2,249	$ 4	$ 1,066	$ 8,459	$ 3,592	$ 7,846	$ 23,216
Nonperforming	—	—	64	731	306	420	1,521
	$ 2,249	$ 4	$ 1,130	$ 9,190	$ 3,898	$ 8,266	$ 24,737
Sales Finance Contracts:							
Performing	$ 54,724	$ 59,636	$ 28,047	$ 10,293	$ 3,116	$ 348	$ 156,164
Nonperforming	806	2,565	1,606	776	333	60	6,146
	$ 55,530	$ 62,201	$ 29,653	$ 11,069	$ 3,449	$ 408	$ 162,310

(1) Includes loans originated during the nine months ended September 30, 2024.

Modifications to Borrowers Experiencing Financial Difficulty

The Company allows refinancing of delinquent loans on a case-by-case basis for those who satisfy certain eligibility requirements. The eligible customers can include those experiencing temporary hardships, lawsuits, or customers who have declared bankruptcy. In most cases, the loans that are eligible for restructuring are between 90 and 180 days past due. We do not allow the amount of the new loan to exceed the original amount of the existing loan and we believe that refinancing the delinquent loans for certain customers provides the Company with an opportunity to increase its average loans outstanding and its interest, fees, and other income without experiencing a significant increase in loan losses. These refinancings also provide a resolution to temporary financial setbacks for these borrowers and sustain their credit rating.

Legal fees and other direct costs incurred by the Company during a restructuring are expensed when incurred. The effective interest rate for restructured loans is based on the original contractual rate, not the rate specified in the restructuring agreement. The modified loans are adjusted to be recorded at the value of expected cash flows to be received in the future. Modifications that lower the principal balance experience a direct charge-off for the difference of the original and modified principal amount. Substantially all of the restructurings relate to fee and interest rate concessions. The Company only lowers the principal balance in the event of a court order.

The information relating to modifications made to borrowers experiencing financial difficulty (in thousands, except for %) for the period indicated are as follows:

Three Months Ended September 30, 2024										
Loan Class	Interest Rate Reduction		Term Extension		Principal Forgiveness		Combination - Term Extension and Principal Forgiveness		Combination - Term Extension and Interest Rate Reduction	
Direct Cash Loans: Live Check Loans	$ 1,106	3.1 %	$ 354	1.0 %	$ 451	1.2 %	$ 531	1.5 %	$ 392	1.1 %
Direct Cash Loans: Premier Loans	143	2.1 %	161	2.3 %	70	1.0 %	364	5.2 %	188	2.7 %
Direct Cash Loans: Other Consumer Loans	4,545	2.2 %	5,064	2.5 %	2,774	1.3 %	8,906	4.3 %	5,623	2.7 %
Real Estate Loans	—	— %	—	— %	4	0.1 %	—	— %	—	— %
Sales Finance Contracts	209	0.5 %	200	0.5 %	564	1.4 %	1,620	4.0 %	172	0.4 %
Total	$ 6,003	2.0 %	$ 5,779	2.0 %	$ 3,863	1.3 %	$ 11,421	3.9 %	$ 6,375	2.2 %

Three Months Ended September 30, 2023										
Loan Class	Interest Rate Reduction		Term Extension		Principal Forgiveness		Combination - Term Extension and Principal Forgiveness		Combination - Term Extension and Interest Rate Reduction	
Direct Cash Loans: Live Check Loans	$ 1,225	3.1 %	$ 503	1.3 %	$ 627	1.6 %	$ 677	1.7 %	$ 352	0.9 %
Direct Cash Loans: Premier Loans	268	1.6 %	375	2.3 %	176	1.1 %	533	3.3 %	309	1.9 %
Direct Cash Loans: Other Consumer Loans	3,245	1.8 %	3,969	2.2 %	2,225	1.2 %	7,651	4.3 %	4,721	2.6 %
Real Estate Loans	119	1.6 %	—	— %	—	— %	—	— %	—	— %
Sales Finance Contracts	207	0.5 %	298	0.7 %	459	1.1 %	1,614	3.8 %	192	0.5 %
Total	$ 5,064	1.8 %	$ 5,145	1.8 %	$ 3,487	1.2 %	$ 10,475	3.7 %	$ 5,574	2.0 %

Nine Months Ended September 30, 2024										
Loan Class	Interest Rate Reduction		Term Extension		Principal Forgiveness		Combination - Term Extension and Principal Forgiveness		Combination - Term Extension and Interest Rate Reduction	
Direct Cash Loans: Live Check Loans	$ 3,749	3.5 %	$ 1,298	1.2 %	$ 1,665	1.5 %	$ 1,541	1.4 %	$ 1,118	1.0 %
Direct Cash Loans: Premier Loans	445	2.1 %	613	2.9 %	318	1.5 %	791	3.8 %	575	2.7 %
Direct Cash Loans: Other Consumer Loans	12,390	2.0 %	13,380	2.2 %	8,038	1.3 %	23,390	3.8 %	14,645	2.4 %
Real Estate Loans	104	0.6 %	27	0.2 %	4	— %	—	— %	9	0.1 %
Sales Finance Contracts	666	0.5 %	699	0.6 %	1,399	1.1 %	4,472	3.7 %	423	0.3 %
Total	$ 17,354	2.0 %	$ 16,017	1.8 %	$ 11,424	1.3 %	$ 30,194	3.4 %	$ 16,770	1.9 %

Loan Class	Nine Months Ended September 30, 2023									
	Interest Rate Reduction		Term Extension		Principal Forgiveness		Combination - Term Extension and Principal Forgiveness		Combination - Term Extension and Interest Rate Reduction	
Direct Cash Loans: Live Check Loans	$ 3,749	3.1 %	$ 1,622	1.4 %	$ 1,895	1.6 %	$ 2,106	1.8 %	$ 876	0.7 %
Direct Cash Loans: Premier Loans	1,011	2.1 %	1,190	2.4 %	613	1.3 %	1,456	3.0 %	1,008	2.1 %
Direct Cash Loans: Other Consumer Loans	8,939	1.7 %	10,353	1.9 %	7,156	1.3 %	21,657	4.0 %	12,908	2.4 %
Real Estate Loans	282	1.3 %	5	— %	25	0.1 %	—	— %	17	0.1 %
Sales Finance Contracts	480	0.4 %	577	0.4 %	1,372	1.1 %	4,677	3.6 %	475	0.4 %
Total	$ 14,461	1.7 %	$ 13,747	1.6 %	$ 11,061	1.3 %	$ 29,896	3.5 %	$ 15,284	1.8 %

The financial effects of the modifications made to borrowers experiencing financial difficulty.

As of and for the three months ended September 30, 2024

Loan Modification	Loan Class	Financial Effect
Principal Forgiveness	Live Check Loans	Reduced the gross balance of the loans $0.5 million
	Premier Loans	Reduced the gross balance of the loans < $0.1 million
	Other Consumer Loans	Reduced the gross balance of the loans $2.8 million
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Reduced the gross balance of the loans $0.6 million
Interest Rate Reduction	Live Check Loans	Reduced the weighted-average contractual interest rate from 27.5% to 16.5%
	Premier Loans	Reduced the weighted-average contractual interest rate from 20.4% to 15.5%
	Other Consumer Loans	Reduced the weighted-average contractual interest rate from 28.9% to 18.8%
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Reduced the weighted-average contractual interest rate from 22.5% to 14.9%
Term Extension	Live Check Loans	Added a weighted average 10 months to the term
	Premier Loans	Added a weighted average 20 months to the term
	Other Consumer Loans	Added a weighted average 16 months to the term
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Added a weighted average 19 months to the term

As of and for the three months ended September 30, 2023

Loan Modification	Loan Class	Financial Effect
Principal Forgiveness	Live Check Loans	Reduced the gross balance of the loans $0.6 million
	Premier Loans	Reduced the gross balance of the loans $0.2 million
	Other Consumer Loans	Reduced the gross balance of the loans $2.2 million
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Reduced the gross balance of the loans $0.5 million
Interest Rate Reduction	Live Check Loans	Reduced the weighted-average contractual interest rate from 27.1% to 16.8%
	Premier Loans	Reduced the weighted-average contractual interest rate from 20.6% to 16.0%
	Other Consumer Loans	Reduced the weighted-average contractual interest rate from 29.1% to 18.8%
	Real Estate Loans	Reduced the weighted-average contractual interest rate from 18.2% to 6.0%
	Sales Finance Contracts	Reduced the weighted-average contractual interest rate from 21.3% to 13.3%
Term Extension	Live Check Loans	Added a weighted average 12 months to the term
	Premier Loans	Added a weighted average 26 months to the term
	Other Consumer Loans	Added a weighted average 16 months to the term
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Added a weighted average 28 months to the term

As of and for the nine months ended September 30, 2024

Loan Modification	Loan Class	Financial Effect
Principal Forgiveness	Live Check Loans	Reduced the gross balance of the loans $1.7 million
	Premier Loans	Reduced the gross balance of the loans $0.3 million
	Other Consumer Loans	Reduced the gross balance of the loans $8.0 million
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Reduced the gross balance of the loans $1.4 million
Interest Rate Reduction	Live Check Loans	Reduced the weighted-average contractual interest rate from 27.6% to 16.4%
	Premier Loans	Reduced the weighted-average contractual interest rate from 20.2% to 15.3%
	Other Consumer Loans	Reduced the weighted-average contractual interest rate from 29.0% to 18.8%
	Real Estate Loans	Reduced the weighted-average contractual interest rate from 19.3% to 8.5%
	Sales Finance Contracts	Reduced the weighted-average contractual interest rate from 22.6% to 15.1%
Term Extension	Live Check Loans	Added a weighted average 12 months to the term
	Premier Loans	Added a weighted average 21 months to the term
	Other Consumer Loans	Added a weighted average 16 months to the term
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Added a weighted average 19 months to the term

As of and for the nine months ended September 30, 2023

Loan Modification	Loan Class	Financial Effect
Principal Forgiveness	Live Check Loans	Reduced the gross balance of the loans $1.9 million
	Premier Loans	Reduced the gross balance of the loans $0.6 million
	Other Consumer Loans	Reduced the gross balance of the loans $7.2 million
	Real Estate Loans	No Financial Effect
	Sales Finance Contracts	Reduced the gross balance of the loans $1.4 million
Interest Rate Reduction	Live Check Loans	Reduced the weighted-average contractual interest rate from 26.9% to 17.0%
	Premier Loans	Reduced the weighted-average contractual interest rate from 20.3% to 15.4%
	Other Consumer Loans	Reduced the weighted-average contractual interest rate from 29.1% to 19.2%
	Real Estate Loans	Reduced the weighted-average contractual interest rate from 18.4% to 6.6%
	Sales Finance Contracts	Reduced the weighted-average contractual interest rate from 21.7% to 14.8%
Term Extension	Live Check Loans	Added a weighted average 13 months to the term
	Premier Loans	Added a weighted average 22 months to the term
	Other Consumer Loans	Added a weighted average 16 months to the term
	Real Estate Loans	Added a weighted average 43 months to the term
	Sales Finance Contracts	Added a weighted average 17 months to the term

The aging for loans that were modified for borrowers experiencing financial difficulty in the past 12 months (in thousands):

	September 30, 2024			
Loan Class	Current	30 - 89 Past Due	90+ Past Due	Total
Direct Cash Loans: Live Check Loans	$ 12,127	$ 472	$ 423	$ 13,022
Direct Cash Loans: Premier Loans	4,734	357	158	5,249
Direct Cash Loans: Other Consumer Loans	72,747	6,709	2,976	82,432
Real Estate Loans	262	29	24	315
Sales Finance Contracts	9,262	734	373	10,369
Total	$ 99,132	$ 8,301	$ 3,954	$ 111,387

	September 30, 2023			
Loan Class	Current	30 - 89 Past Due	90+ Past Due	Total
Direct Cash Loans: Live Check Loans	$ 12,070	$ 1,153	$ 1,752	$ 14,975
Direct Cash Loans: Premier Loans	6,876	855	911	8,642
Direct Cash Loans: Other Consumer Loans	78,198	10,007	11,283	99,488
Real Estate Loans	219	38	293	550
Sales Finance Contracts	9,524	1,276	1,442	12,242
Total	$ 106,887	$ 13,329	$ 15,681	$ 135,897

Loans modified for borrowers experiencing financial difficulty during the prior 12 months that subsequently charged off (in thousands):

	Three Months Ended September 30, 2024				
Loan Class	Interest Rate Reduction	Term Extension	Principal Forgiveness	Combination - Term Extension and Principal Forgiveness	Combination - Term Extension and Interest Rate Reduction
Direct Cash Loans: Live Check Loans	$ 584	$ 106	$ 298	$ 129	$ 109
Direct Cash Loans: Premier Loans	35	38	22	42	42
Direct Cash Loans: Other Consumer Loans	1,405	532	1,098	1,193	960
Real Estate Loans	—	—	—	—	—
Sales Finance Contracts	108	54	99	285	42
Total	$ 2,132	$ 730	$ 1,517	$ 1,649	$ 1,153

	Three Months Ended September 30, 2023				
Loan Class	Interest Rate Reduction	Term Extension	Principal Forgiveness	Combination - Term Extension and Principal Forgiveness	Combination - Term Extension and Interest Rate Reduction
Direct Cash Loans: Live Check Loans	$ 908	$ 142	$ 408	$ 166	$ 101
Direct Cash Loans: Premier Loans	125	100	85	96	99
Direct Cash Loans: Other Consumer Loans	1,554	832	909	1,244	852
Real Estate Loans	—	—	—	—	—
Sales Finance Contracts	73	101	159	330	20
Total	$ 2,660	$ 1,175	$ 1,561	$ 1,836	$ 1,072

	Nine Months Ended September 30, 2024				
Loan Class	Interest Rate Reduction	Term Extension	Principal Forgiveness	Combination- Term Extension and Principal Forgiveness	Combination - Term Extension and Interest Rate Reduction
Direct Cash Loans: Live Check Loans	$ 2,448	$ 223	$ 617	$ 244	$ 252
Direct Cash Loans: Premier Loans	239	63	55	101	140
Direct Cash Loans: Other Consumer Loans	4,996	1,155	2,202	2,388	2,014
Real Estate Loans	—	—	—	—	—
Sales Finance Contracts	341	87	190	493	109
Total	$ 8,025	$ 1,528	$ 3,064	$ 3,227	$ 2,515

	Nine Months Ended September 30, 2023				
Loan Class	Interest Rate Reduction	Term Extension	Principal Forgiveness	Combination - Term Extension and Principal Forgiveness	Combination - Term Extension and Interest Rate Reduction
Direct Cash Loans: Live Check Loans	$ 2,326	$ 221	$ 697	$ 221	$ 226
Direct Cash Loans: Premier Loans	366	148	242	144	183
Direct Cash Loans: Other Consumer Loans	4,002	1,143	1,877	2,047	1,630
Real Estate Loans	—	—	5	—	—
Sales Finance Contracts	153	160	234	523	49
Total	$ 6,847	$ 1,672	$ 3,055	$ 2,935	$ 2,088

Allowance for Credit Losses:

The Company uses a Probability of Default ("PD") / Loss Given Default ("LGD") technique to estimate the allowance for credit losses, in which the estimated loss is equal to the product of PD and LGD. We utilized this same technique for the current reporting period. We engaged a major rating service provider to assist with estimating the instances of loss (PDs) and the average severity of losses (LGDs) using the characteristics of our loan portfolio, along with incorporating a reasonable and supportable forecast which is utilized to support the adjustments to historical loss experience of loans with similar credit risk. Key segmentation in the technique is origination vintage, remaining contractual term, risk score and state of origination. The technique produces a variety of alternative economic scenarios. We consider how macroeconomic and/or other factors might impact expected credit losses over the remaining maturity of the portfolio and determine which scenario(s) and specific scenario weights are applied within the estimation. The allowance for credit losses recorded in the balance sheet reflects Management's best estimate of expected credit losses. There was not a material impact on the Company's expected credit losses as a result of the change. The output of both models was within the range of acceptable values.

The Company classifies delinquent accounts at the end of each month according to the Company's graded delinquency rules which includes the number of installments past due at that time, based on the then-existing terms of the contract. Accounts are classified in delinquency categories of 30-59 days past due, 60-89 days past due, or 90 or more days past due based on the Company's graded delinquency policy. When a loan meets the Company's charge-off policy, the loan is charged off, unless Management directs that it be retained as an active loan. In making this charge-off evaluation, Management considers factors such as pending insurance, bankruptcy status and other indicators of collectability. The amount charged off is the unpaid balance less the unearned finance charges and the unearned insurance premiums, if applicable.

Management ceases accruing finance charges on loans that meet the Company's non-accrual policy based on grade delinquency rules, generally when two payments remain unpaid on precomputed loans or when the interest paid-to-date on an interest-bearing loan is 60 days or more past due. Finance charges are then only recognized to the extent there is a loan payment received or when the account qualifies for return to accrual status. Accounts qualify for return to accrual status when the graded delinquency on a precomputed loan is less than two payments and when the interest paid-to-date on an interest-bearing loan is less than 60 days past due. There were no loans that met the non-accrual policy still accruing interest at September 30, 2024 or December 31, 2023.

The allowance for credit losses increased by $0.3 million to $71.7 million as of September 30, 2024, compared to $71.4 million at December 31, 2023.

Management believes that the allowance for credit losses, as calculated in accordance with the Company's current expected credit loss ("CECL") methodology, is appropriate to cover expected credit losses on loans at September 30, 2024 and December 31, 2023; however, because the allowance for credit losses is based on estimates, there can be no assurance that the ultimate charge-off amount will match such estimates. Management may determine it is appropriate to increase or decrease the allowance for expected credit losses in future periods, or actual losses in any period, either of which events could have a material impact on our results of operations in the future.

Gross charge offs (in thousands) by origination year are as follows:

	Three Months Ended September 30, 2024						
	2024	2023	2022	2021	2020	Prior	Total
Direct Cash Loans: Live Check Loans	$ 2,543	$ 3,352	$ 479	$ 85	$ 18	$ 14	6,491
Direct Cash Loans: Premier Loans	26	108	404	208	43	12	801
Direct Cash Loans: Other Consumer Loans	3,812	10,103	2,500	1,067	161	142	17,785
Real Estate Loans	—	—	—	—	—	1	1
Sales Finance Contracts	227	1,097	778	423	140	23	2,688
Total	$ 6,608	$ 14,660	$ 4,161	$ 1,783	$ 362	$ 192	$ 27,766

	Three Months Ended September 30, 2023						
	2023	2022	2021	2020	2019	Prior	Total
Direct Cash Loans: Live Check Loans	$ 3,432	$ 3,666	$ 333	$ 25	$ 7	$ 16	$ 7,479
Direct Cash Loans: Premier Loans	81	1,084	426	126	41	9	1,766
Direct Cash Loans: Other Consumer Loans	2,607	9,292	2,700	360	205	166	15,330
Real Estate Loans	—	—	—	5	—	2	8
Sales Finance Contracts	176	1,040	542	315	91	20	2,184
Total	$ 6,297	$ 15,082	$ 4,001	$ 831	$ 344	$ 213	$ 26,768

	Nine Months Ended September 30, 2024						
	2024	2023	2022	2021	2020	Prior	Total
Direct Cash Loans: Live Check Loans	$ 2,498	$ 14,845	$ 2,619	$ 341	$ 58	$ 47	20,408
Direct Cash Loans: Premier Loans	26	378	1,799	776	135	43	3,157
Direct Cash Loans: Other Consumer Loans	3,964	31,558	11,166	3,603	718	628	51,637
Real Estate Loans	—	—	—	—	3	1	4
Sales Finance Contracts	238	3,186	2,833	1,397	654	114	8,422
Total	$ 6,726	$ 49,967	$ 18,417	$ 6,117	$ 1,568	$ 833	$ 83,628

	Nine Months Ended September 30, 2023						
	2023	2022	2021	2020	2019	Prior	Total
Direct Cash Loans: Live Check Loans	$ 3,586	$ 17,899	$ 1,957	$ 151	$ 36	$ 46	23,675
Direct Cash Loans: Premier Loans	81	3,336	1,851	394	168	41	5,871
Direct Cash Loans: Other Consumer Loans	2,713	31,080	12,401	1,787	749	524	49,254
Real Estate Loans	—	—	1	12	1	11	25
Sales Finance Contracts	190	3,269	2,043	1,259	239	59	7,059
Total	$ 6,570	$ 55,584	$ 18,253	$ 3,603	$ 1,193	$ 681	$ 85,884

Segmentation of the portfolio began with the adoption of ASC Topic 326 on January 1, 2020. The following table provides additional information on our allowance for credit losses (in thousands) based on a collective evaluation.

	Three Months Ended September 30, 2024					
	Live Check Loans	Premier Loans	Other Consumer Loans	Real Estate Loans	Sales Finance Contracts	Total
Allowance for Credit Losses:						
Ending Balance 6/30/2024	$ 9,162	$ 1,476	$ 49,133	$ 1,921	$ 9,110	$ 70,802
Provision for Credit Losses	5,320	56	13,341	(87)	1,837	$ 20,467
Charge-offs	(6,491)	(801)	(17,785)	(1)	(2,688)	$ (27,766)
Recoveries	1,570	437	5,636	1	589	$ 8,233
Ending Balance 9/30/2024	$ 9,561	$ 1,168	$ 50,325	$ 1,834	$ 8,848	$ 71,736

	Three Months Ended September 30, 2023					
	Live Check Loans	Premier Loans	Other Consumer Loans	Real Estate Loans	Sales Finance Contracts	Total
Allowance for Credit Losses:						
Ending Balance 6/30/2023	$ 15,289	$ 3,860	$ 47,665	$ 142	$ 9,293	$ 76,249
Provision for Credit Losses	1,667	1,956	6,502	2,109	2,593	14,827
Charge-offs	(7,479)	(1,766)	(15,328)	(9)	(2,184)	(26,766)
Recoveries	1,431	380	4,355	2	502	6,670
Ending Balance 9/30/2023	$ 10,908	$ 4,430	$ 43,194	$ 2,244	$ 10,204	$ 70,980

	Nine Months Ended September 30, 2024					
	Live Checks	Premier Loans	Other Consumer Loans	Real Estate Loans	Sales Finance Contracts	Total
Allowance for Credit Losses:						
Balance as of 12/31/2023	$ 9,832	$ 2,510	$ 47,282	$ 2,488	$ 9,250	$ 71,362
Provision for Credit Losses	15,268	563	39,874	(655)	6,209	$ 61,259
Charge-offs	(20,408)	(3,157)	(51,637)	(4)	(8,422)	$ (83,628)
Recoveries	4,869	1,252	14,806	5	1,811	$ 22,743
Ending Balance 9/30/2024	$ 9,561	$ 1,168	$ 50,325	$ 1,834	$ 8,848	$ 71,736

	Nine Months Ended September 30, 2023					
	Live Checks	Premier Loans	Other Consumer Loans	Real Estate Loans	Sales Finance Contracts	Total
Allowance for Credit Losses:						
Balance as of 12/31/2022	$ 14,896	$ 6,108	$ 46,412	$ 143	$ 7,651	$ 75,210
Provision for Credit Losses	15,649	3,145	33,213	2,122	8,107	62,236
Charge-offs	(23,675)	(5,871)	(49,254)	(25)	(7,059)	(85,884)
Recoveries	4,038	1,048	12,823	4	1,505	19,418
Ending Balance 9/30/2023	$ 10,908	$ 4,430	$ 43,194	$ 2,244	$ 10,204	$ 70,980

Note 3 – Investment Securities

Investment Securities available for sale are carried at estimated fair market value. The amortized cost and estimated fair values of these investment securities are as follows (in thousands):

	As of September 30, 2024		As of December 31, 2023	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Available-for-Sale				
Obligations of states and political subdivisions	$ 286,976	$ 262,422	$ 273,595	$ 249,601
Corporate securities	$ 649	$ 649	$ 485	$ 485
Total	$ 287,625	$ 263,071	$ 274,080	$ 250,086

Gross unrealized losses on investment securities totaled $26.9 million and $26.4 million at September 30, 2024 and December 31, 2023, respectively. The following table provides an analysis of investment securities in an unrealized loss position (in thousands) for which an allowance for credit losses is unnecessary as of September 30, 2024 and December 31, 2023:

	Less than 12 Months		12 Months or Longer		Total	
September 30, 2024	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-Sale:						
Obligations of states and political subdivisions	$ 23,665	$ (209)	$ 127,610	$ (26,650)	$ 151,275	$ (26,859)

	Less than 12 Months		12 Months or Longer		Total	
December 31, 2023	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available-for-Sale:						
Obligations of states and political subdivisions	$ 33,724	$ (421)	$ 112,931	$ (26,017)	$ 146,655	$ (26,438)

The previous two tables represent 163 and 158 investments held by the Company at September 30, 2024 and December 31, 2023, respectively, the majority of which are rated “A” or higher by Moody’s and/or Standard & Poor’s. The unrealized losses on the Company’s investments listed in the above table were primarily the result of interest rate and market fluctuations. Based on the credit ratings of these investments, along with the consideration of whether the Company has the intent to sell or will be more likely than not required to sell the applicable investment before recovery of amortized cost basis, no other than temporary impairment was determined to be necessary as of September 30, 2024 and December 31, 2023.

No investment securities were sold during the nine-month period ended September 30, 2024. Additionally, the Company sold no securities during the year ended December 31, 2023. Proceeds from redemption of investments due the exercise of call provisions by the issuers thereof and regularly scheduled maturities totaled $3.9 million with a net gain of $0.1 million and $18.0 million with a net gain of $0.2 million as of September 30, 2024 and December 31, 2023, respectively.

The Company’s insurance subsidiaries internally designate certain investments as restricted to cover their policy reserves and loss reserves. Funds are held in separate trusts for the benefit of each insurance subsidiary at U.S. Bank National Association ("US Bank"). US Bank serves as trustee under trust agreements with the Company's property and casualty insurance company subsidiary (“Frandisco P&C”). These trusts held $49.8 million and $51.8 million in available-for-sale investment securities at market value at September 30, 2024 and December 31, 2023, respectively. US Bank also serves as trustee under trust agreements with the Company's life insurance company subsidiary ("Frandisco Life"). At September 30, 2024, these trusts held $33.6 million in available-for-sale investment securities at market value compared to $32.3 million at December 31, 2023. The amounts required to be held in each trust change as required reserves change. All earnings on assets in the trusts are remitted to the Company's insurance subsidiaries.

Note 4 – Fair Value

Under ASC Topic 820, fair value is the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following fair value hierarchy is used in selecting inputs used to determine the fair value of an asset or liability, with the highest priority given to Level 1, as these are the most transparent or reliable. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurements.

Level 1 - Quoted prices for identical instruments in active markets.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets.

Level 3 - Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

The following methods and assumptions are used by the Company in estimating fair values of its financial instruments:

Cash and Cash Equivalents: Cash includes cash on hand and with banks. Cash equivalents are short-term highly liquid investments with original maturities of three months or less. The carrying value of cash and cash equivalents approximates fair value due to the relatively short period of time between the origination of the instruments and their expected realization. Cash and cash equivalents are classified as a Level 1 financial asset.

Loans. The fair value of the Company's direct cash loans and sales finance contracts approximate the carrying value since the estimated life, assuming prepayments, is short-term in nature. The fair value of the Company's real estate loans approximate the carrying value as the interest rate charged by the Company is at statutory maximums, which approximates market rates as there have been no material changes to statutory maximums since origination. Loans are classified as a Level 3 financial asset.

Obligations of State and Political Subdivisions: Management has designated the Company's investment securities held in the Company's investment portfolio at September 30, 2024 and December 31, 2023 as being available-for-sale. The investment portfolio is reported at fair value with unrealized gains and losses excluded from earnings and reported in other comprehensive income (loss) included in the consolidated statements of comprehensive income (loss). Gains and losses on sales of securities designated as available-for-sale are determined based on the specific identification method; therefore, Marketable Debt Securities are classified as a Level 2 financial asset.

Corporate Securities: The Company estimates the fair value of corporate securities with readily determinable fair values based on quoted prices observed in active markets; therefore, these investments are classified as a Level 1 financial asset.

Senior Debt Securities: The $903.8 million carrying value of the Company's senior debt securities approximates fair value due to the relatively short period of time between the origination of the instruments and their expected payment. Senior debt securities are classified as a Level 2 financial liability.

Subordinated Debt Securities: The $30.3 million carrying value of the Company's subordinated debt securities approximates fair value due to the re-pricing frequency of the securities. Subordinated debt securities are classified as a Level 2 financial liability.

The Company is responsible for the valuation process and as part of this process may use data from outside sources in establishing fair value. The Company performs due diligence to understand the inputs and how the data was calculated or derived. The Company employs a market approach in the valuation of its obligations of states, political subdivisions and municipal revenue bonds that are available-for-sale. These investments are valued on the basis of current market quotations provided by independent pricing services selected by Management based on the advice of an investment manager. To determine the value of a particular investment, these independent pricing services may use certain information with respect to market transactions in such investment or comparable investments, various relationships observed in the market between investments, quotations from dealers, and pricing metrics and calculated yield measures based on valuation methodologies commonly employed in the market for such investments. Quoted prices are subject to our internal price verification procedures. We validate prices received using a variety of methods including, but not limited, to comparison to other pricing services or corroboration of pricing by reference to independent market data such as a secondary broker. There was no change in this methodology during any period reported.

Assets measured at fair value (in thousands) as of September 30, 2024 and December 31, 2023 were available-for-sale investment securities which are summarized below:

		Fair Value Measurements at Reporting Date Using		
Description	September 30, 2024	Quoted Prices In Active Markets for Identical Assets (Level1)	Significant Other Observable Inputs (Level2)	Significant Unobservable Inputs (Level3)
Corporate securities	$ 649	$ 649	$ —	$ —
Obligations of states and political subdivisions	262,422	—	262,422	—
Total	$ 263,071	$ 649	$ 262,422	$ —

		Fair Value Measurements at Reporting Date Using		
Description	December 31, 2023	Quoted Prices In Active Markets for Identical Assets (Level1)	Significant Other Observable Inputs (Level2)	Significant Unobservable Inputs (Level3)
Corporate securities	$ 485	$ 485	$ —	$ —
Obligations of states and political subdivisions	249,601	—	249,601	—
Total	$ 250,086	$ 485	$ 249,601	$ —

Note 5 – Leases

The Company's operations are carried on in locations which are occupied under operating lease agreements. These lease agreements are recorded as operating lease right-of-use ("ROU") assets and operating lease liabilities. Lease payments during the three and nine months ended September 30, 2024 were $2.3 million and $6.8 million, respectively, compared to $2.2 million and $6.3 million, respectively, for the same periods in the prior year. The Company's lease maturities schedules as of September 30, 2024 and September 30, 2023 are presented in the tables that follow.

ROU assets represent the Company's right to use an underlying asset during the lease term and the operating lease liabilities represent the Company's obligations for lease payments in accordance with the lease. Recognition of ROU assets and liabilities are recognized at the lease commitment date based on the present value of the remaining lease payments using a discount rate that represents the Company's incremental borrowing rate at the lease commitment date or the ASC Topic 842 adoption date. Operating lease expense, which is comprised of amortization of the ROU asset and the implicit interest accreted on the operating lease liability, is recognized on a straight-line basis over the lease term and is recorded in occupancy expense in the condensed consolidated statement of income.

Remaining lease terms range from 1 to 12 years. The Company's leases are not complex and do not contain residual value guarantees, variable lease payments, or significant assumptions or judgments made in applying the requirements of ASC Topic 842. Operating leases with a term of 12 months or less are not recorded on the balance sheet and the related lease expense is recognized on a straight-line basis over the lease term. Operating lease ROU assets and operating lease liabilities were $42.2 million and $43.5 million at September 30, 2024, respectively and $41.7 million and $42.8 million at September 30, 2023, respectively. At December 31, 2023 the operating lease ROU assets and operating liabilities were $41.9 million and $43.0 million, respectively.

The table below summarizes our lease expense and other information related to the Company's operating leases with respect to ASC Topic 842:

	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2024
Operating lease expense	$ 2,311,356	$ 6,921,857
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	2,291,706	6,817,570
Weighted-average remaining lease term – operating leases	6.79 years	
Weighted-average discount rate – operating leases	5.80 %	

Lease maturity schedule as of September 30, 2024:	Amount
Remainder of 2024	$ 2,300,061
2025	9,165,944
2026	8,499,924
2027	7,611,857
2028	6,691,209
2029 and beyond	18,484,824
Total	52,753,819
Less: Discount	(9,281,247)
Present Value of Lease Liability	$ 43,472,572

	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2023
Operating lease expense	$ 2,150,405	$ 6,282,110
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	2,094,556	6,146,441
Weighted-average remaining lease term – operating leases	7.09 years	
Weighted-average discount rate – operating leases	5.28 %	

Lease maturity schedule as of September 30, 2023:	Amount
Remainder of 2023	$ 2,131,167
2024	8,307,997
2025	7,912,595
2026	7,364,052
2027	6,547,830
2028 and beyond	19,155,793
Total	51,419,434
Less: Discount	(8,657,091)
Present Value of Lease Liability	$ 42,762,343

Note 6 – Commitments and Contingencies

We conduct our lending operations under the provisions of various federal and state laws, implementing regulations, and insurance regulations. Changes in the current regulatory environment, or the interpretation or application of current regulations, could impact our business.

The Company is subject to various legal proceedings, claims and administrative proceedings arising in the ordinary course of its business, some of which are expected to be covered by liability insurance. Management makes assumptions and estimates concerning the likelihood and amount of any potential loss relating to these matters using the latest information available. The Company records a liability for litigation if an unfavorable outcome is probable, the peril or claim is uninsured or under-insured, and the amount of loss or range of loss can be reasonably estimated. If an unfavorable outcome is probable and a reasonable estimate of the uninsured or under-insured loss is a range, the Company accrues the best estimate within the range. If no amount within the range is a better estimate than any other amount, the Company accrues the minimum amount within the range. If an unfavorable outcome is probable but the amount of the uninsured or under-insured loss cannot be reasonably estimated, the Company discloses the nature of the litigation and indicates that an estimate of the loss or range of loss cannot be made. If an unfavorable outcome is reasonably possible and the estimated uninsured or under-insured loss is material, the Company discloses the nature and estimate of the possible loss of the litigation. The Company does not disclose information with respect to litigation where an unfavorable outcome is considered to be remote or where the estimated loss (whether on the merits or by virtue of the existence of collectible insurance) would not be material.

Based on current expectations, such matters, both individually and in the aggregate, are not expected to have a material adverse effect on the liquidity, results of operations, business or financial condition of the Company.

Note 7 – Income Taxes

The Company has elected to be treated as an S corporation for income tax reporting purposes. The taxable income or loss of an S corporation is treated as income of and is reportable in the individual tax returns of the shareholders of the Company in an appropriate allocation. Accordingly, deferred income tax assets and liabilities have been eliminated and no provisions for current and deferred income taxes were made by the Company except for amounts attributable to state income taxes for certain states, which do not recognize S corporation status for income tax reporting purposes. Deferred income tax assets and liabilities will continue to be recognized and provisions for current and deferred income taxes will be made by the Company's subsidiaries as they are not permitted to be treated as S Corporations.

Effective income tax rate was 94% and 66% during the three and nine months ended September 30, 2024, respectively, compared to 13% and 52% during the same periods ended September 30, 2023. The effective income tax rate differs from the statutory rate due to changes in the proportion of income earned by the Company's insurance subsidiaries.

Note 8 – Debt

Senior Debt

The Company is party to a credit agreement with Wells Fargo Bank, N.A. As amended to date, the credit agreement provides for borrowings and re-borrrowings up to the lesser of $230.0 million or 70% of the Company's net finance receivables (as defined in the credit agreement). Available borrowings under the credit agreement were $123.4 million and $108.0 million at September 30, 2024 and December 31, 2023, at interest rates of 8.05% and 8.19%, respectively. Outstanding borrowings on the credit line were $106.6 million and $122.1 million at September 30, 2024 and December 31, 2023, respectively. The credit agreement contains covenants customary for financing transactions of this type. Required monthly reports include the Company's performance on its covenants. The credit agreement has a commitment termination date of February 28, 2025.

Available but unborrowed amounts under the credit agreement are subject to a periodic unused line fee of 0.50%. The interest rate under the credit agreement is equivalent to the greater of (a) 0.75% per annum plus the Applicable Margin or (b) the one month secured overnight financing rate (the "SOFR Rate") plus the term SOFR adjustment (the "Adjusted Term SOFR Rate") plus the Applicable Margin. The Adjusted Term SOFR Rate is adjusted on the first day of each calendar month based upon the SOFR Rate as of the last day of the preceding calendar month. The Applicable Margin is 2.75%. The interest rate on the credit agreement at September 30, 2024 and December 31, 2023 was 8.05% and 8.19%, respectively.

The Company's Senior Demand Notes are unsecured obligations which are payable on demand. The interest rate payable on any Senior Demand Note is a variable rate, compounded daily, established from time to time by the Company.

Commercial paper is issued by the Company only to qualified investors, in amounts in excess of $50,000, with maturities of less than 260 days and at interest rates that the Company believes are competitive in its market. Additional data related to the Company's senior debt is as follows (in thousands, except % data):

As of September 30, 2024	Weighted Average Interest Rate	Average Amount Outstanding During Year
Bank Borrowings	8.05 %	$ 103,258
Senior Demand Notes	1.90	94,623
Commercial Paper	5.95	678,529

As of December 31, 2023	Weighted Average Interest Rate	Average Amount Outstanding During Year
Bank Borrowings	8.19 %	$ 92,381
Senior Demand Notes	1.91	102,967
Commercial Paper	5.93	633,086

Subordinated Debt

The payment of the principal and interest on the Company's subordinated debt is subordinate and junior in right of payment to all unsubordinated indebtedness of the Company.

Subordinated debt consists of Variable Rate Subordinated Debentures issued from time to time by the Company, and which mature four years after their date of issue The maturity date is automatically extended for an additional four year term unless the holder or the Company redeems the debenture on its original maturity date or within any applicable grace period thereafter The debentures are offered and sold in various minimum purchase amounts with varying interest rates as established from time to time by the Company and interest adjustment periods for each respective minimum purchase amount. Interest rates on the debentures automatically adjust at the end of each adjustment period. The debentures may also be redeemed by the holder at the applicable interest adjustment date or within any applicable grace period thereafter without penalty. Redemptions at any other time are at the discretion of the Company and are subject to a penalty. The Company may redeem the debentures for a price equal to 100% of the principal plus accrued but unpaid interest upon 30 days' notice to the holder.

Additional data related to the Company's subordinated debt is as follows (in thousands, except % data):

As of September 30, 2024	Weighted Average Interest Rate	Average Amount Outstanding During Year
	4.90 %	$ 31,292

As of December 31, 2023	Weighted Average Interest Rate	Average Amount Outstanding During Year
	4.30 %	$ 29,856

Note 9 – Related Party Transactions

The Company leased a portion of its properties (see Note 5) for an aggregate of $50,400 per year from certain officers or stockholders.

The Company engages from time to time in transactions with related parties. The Company has an outstanding loan to a real estate development partnership of which David Cheek (son of Ben F. Cheek, III) who beneficially owns 24.24% of the Company's voting stock, is a partner. The balance on this commercial loan (including principal and accrued interest) was $2.3 million at September 30, 2024.

The Company also has a loan for premium payments to a trust of a retired executive officer's irrevocable life insurance policy. The principal balance on this loan at September 30, 2024 was $0.5 million. Please refer to the disclosure contained in Note 12 "Related Party Transactions" in the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K as of and for the year ended December 31, 2023 for additional information on related party transactions.

The Company also maintains a non-qualified deferred compensation plan for employees who receive compensation in excess of the amount provided in Section 401(a)(17) of the Internal Revenue Code (the "Code"), as such amount may be adjusted from time to time in accordance with the Code.

Note 10 – Segment Financial Information

The Company discloses segment information in accordance with ASC Topic 280. ASC Topic 280 requires companies to determine segments based on how Management makes decisions about allocating resources to segments and measuring their performance.

The Company has 11 divisions which comprise its operations. Each division consists of branch offices that are aggregated based on vice president responsibility and geographic location. Each state has one vice president of operations, with the exception of Georgia. Georgia is split into three divisions, North Georgia ("NGA"), Middle Georgia ("MGA"), and South Georgia ("SGA").

Accounting policies of each of the divisions are the same as those for the Company as a whole. Performance is measured based on objectives set at the beginning of each year and include various factors such as division profit, growth in earning assets and delinquency and loan loss management. All division revenues result from transactions with third parties. The Company does not allocate income taxes or corporate headquarter expenses to the divisions.

Below is a performance recap of each of the Company's divisions (in millions) for the three and nine months ended September 30, 2024, and 2023, followed by a reconciliation to consolidated Company data.

	SC	MGA	SGA	AL	MS	VA	TN	LA	KY	TX	NGA	Total
Division Revenues:												
3 Months Ended 09/30/2024	$ 12.4	$ 11.2	$ 11.5	$ 13.3	$ 9.3	$ 1.2	$ 8.9	$ 7.7	$ 1.6	$ 3.3	$ 10.3	$ 90.7
3 Months Ended 09/30/2023	$ 11.8	$ 11.2	$ 11.8	$ 13.2	$ 8.8	$ 0.1	$ 8.6	$ 7.6	$ 1.5	$ 1.8	$ 9.9	$ 86.3
9 Months Ended 09/30/2024	$ 36.5	$ 33.7	$ 34.7	$ 39.9	$ 27.5	$ 3.4	$ 26.5	$ 23.1	$ 4.6	$ 8.7	$ 30.3	$ 268.9
9 Months Ended 09/30/2023	$ 33.8	$ 32.1	$ 33.8	$ 37.3	$ 26.0	$ 0.2	$ 25.2	$ 22.0	$ 2.6	$ 4.7	$ 28.6	$ 246.3
Division Profit:												
3 Months Ended 09/30/2024	$ 2.6	$ 3.5	$ 3.9	$ 3.4	$ 2.4	$ (0.6)	$ 1.9	$ 1.7	$ (0.6)	$ (0.1)	$ 3.5	$ 21.6
3 Months Ended 09/30/2023	$ 3.2	$ 3.5	$ 4.2	$ 3.8	$ 1.6	$ (0.1)	$ 1.6	$ (3.5)	$ 0.1	$ (1.7)	$ 2.2	$ 14.9
9 Months Ended 09/30/2024	$ 8.3	$ 11.2	$ 12.5	$ 10.1	$ 6.7	$ (1.6)	$ 5.9	$ 5.4	$ (1.0)	$ (1.0)	$ 10.1	$ 66.6
9 Months Ended 09/30/2023	$ 7.5	$ 9.3	$ 11.9	$ 8.6	$ 4.8	$ (0.2)	$ 4.0	$ 4.3	$ (0.4)	$ (1.7)	$ 6.8	$ 54.9
Division Assets:												
09/30/2024	$ 123.0	$ 129.0	$ 124.0	$ 157.0	$ 94.0	$ 21.0	$ 104.0	$ 84.0	$ 25.0	$ 44.0	$ 118.0	$ 1,023.0
12/31/2023	$ 126.0	$ 133.0	$ 129.0	$ 166.0	$ 98.0	$ 14.0	$ 100.0	$ 88.0	$ 18.0	$ 31.0	$ 117.0	$ 1,020.0

(in thousands)	3 Months Ended 09/30/2024	3 Months Ended 09/30/2023	9 Months Ended 09/30/2024	9 Months Ended 09/30/2023
Reconciliation of Revenues:				
Total revenues from reportable divisions	$ 90,783	$ 86,248	$ 268,820	$ 246,363
Corporate finance charges earned, not allocated to divisions	89	$ 47	$ 534	132
Corporate investment income earned, not allocated to divisions	2,722	$ 2,524	$ 7,955	7,428
Timing difference of insurance income allocation to divisions	2,685	$ 1,051	$ 5,504	5,531
Other revenue not allocated to divisions	(9)	$ 1	$ 108	64
Consolidated Revenues (1)	$ 96,270	$ 89,871	$ 282,921	259,518

	3 Months Ended 09/30/2024	3 Months Ended 09/30/2023	9 Months Ended 09/30/2024	9 Months Ended 09/30/2023
Reconciliation of Income Before Taxes:				
Profit per division	$ 21,703	$ 21,255	$ 66,595	$ 54,948
Corporate earnings not allocated	5,487	3,624	14,101	13,154
Corporate expenses not allocated	(25,691)	(14,334)	(74,371)	(61,504)
Consolidated Income Before Income Taxes	$ 1,499	$ 10,545	$ 6,325	$ 6,598

(1) Includes Finance Charge Income, Investment Income, Insurance Premium Revenues and Other Revenue.

BRANCH OPERATIONS

Pat Smith	Senior Vice President

MIDDLE GEORGIA

Jennifer C. Purser	Vice President

Regional Operations Directors

Janet R. Brownlee	James A. Mahaffey
Ronald E. Byerly	Deloris O'Neal
Kathryn D. Landry	Harriet H. Welch

SOUTH GEORGIA

Michael E. Shankles	Vice President

Regional Operations Directors

Stacy M. Courson	Wanda Parham
Jeffrey C. Lee	David B. Surrett
Sylvia J. McClung	Robert D. Whitlock

ALABAMA

Jerry W. Hughes	Vice President

Regional Operations Directors

Tonya Slaten	Peyton Givens
Sue Iser	Jonathan Kendrick
Eric Hayes	Michael L. Spriggs
William J. Pridmore	

MISSISSIPPI

Marty B. Miskelly	Vice President

Regional Operations Directors

Jimmy Fairbanks	Rebecca Rockette
Teresa Grantham	Maurice Bize
Carol Eldridge	

LOUISIANA

John B. Gray	Vice President

Regional Operations Directors

Sonya L. Acosta	Tabatha A. Green
Bryan W. Cook	Anthony B. Seney
L. Christopher Deakle	

TEXAS

Lori A. Sanchez	Vice President

Regional Operations Directors

Lauren M. Munoz	Chadd D. Stewart
Brittany L. Rubio	

Billy Fuller	Senior Vice President

SOUTH CAROLINA

M. Summer Clevenger	Vice President

Regional Operations Directors

Nicholas D. Blevins	Gerald D. Rhoden
Lonnie Boston III	Gregory A. Shealy
Jenna L. Henderson	Louise S. Stokes
Tammy T. Lee	

NORTH GEORGIA

Becki B. Lawhon	Vice President

Regional Operations Directors

James D. Blalock	Christian J. Murray
Kevin M. Gray	April Pelphrey
Nokie Moore	F. Cliff Snyder

TENNESSEE

Josh Nickerson	Vice President

Regional Operations Directors

Jerry Cline	Angie Stafford
Brian Hill	Tammy Hood
Steve Knotts	Melissa Storck

KENTUCKY

Chad Frederick	Vice President

Regional Operations Directors

Gary Zortman	Daniel ("DJ") Powell
Zack Coker	

VIRGINIA

Rich Corirossi	Assistant Vice President

BRANCH OPERATIONS

ALABAMA

Adamsville	Brewton	Fort Payne	Moody	Pell City	Talladega
Albertville	Clanton	Gadsden	Moulton	Prattville	Tallassee
Alexander City	Cullman	Hamilton	Muscle Shoals	Robertsdale	Troy
Andalusia	Decatur	Huntsville (2)	Oneonta	Russellville (2)	Trussville
Arab	Dothan	Jackson	Opelika	Saraland	Tuscaloosa
Athens	Enterprise	Jasper	Oxford	Scottsboro	Wetumpka
Bay Minette	Fayette	Mobile	Ozark	Selma	
Bessemer	Florence	Montgomery	Pelham	Sylacauga	

GEORGIA

Adel	Cartersville	Douglasville	Hawkinsville	Monroe	Thomasville
Albany (2)	Cedartown	Dublin	Hazlehurst	Montezuma	Thomson
Alma	Chatsworth	East Ellijay	Helena	Monticello	Tifton
Americus	Clarkesville	Eastman	Hinesville (2)	Moultrie	Toccoa
Athens (2)	Claxton	Eatonton	Hiram	Nashville	Tucker
Augusta	Clayton	Elberton	Hogansville	Newnan	Valdosta
Bainbridge	Cleveland	Fayetteville	Jackson	Perry	Vidalia
Barnesville	Cochran	Fitzgerald	Jasper	Pooler	Villa Rica
Baxley	Columbus (2)	Flowery Branch	Jefferson	Richmond Hill	Warner Robins (2)
Blairsville	Commerce	Forest Park	Jesup	Rome	Washington
Blakely	Conyers	Forsyth	Kennesaw	Royston	Waycross
Blue Ridge	Cordele	Fort Valley	LaGrange	Sandersville	Waynesboro
Bremen	Cornelia	Ft. Oglethorpe	Lavonia	Savannah	Winder
Brunswick	Covington	Gainesville	Lawrenceville	Statesboro	
Butler	Cumming	Garden City	Macon (2)	Stockbridge	
Cairo	Dahlonega	Georgetown	Madison	Swainsboro	
Calhoun	Dalton	Greensboro	Manchester	Sylvania	
Canton	Dawson	Griffin	McDonough	Sylvester	
Carrollton	Douglas (2)	Hartwell	Milledgeville	Thomaston	

KENTUCKY

Burkesville	Harlan	Louisville	Morehead	Richmond	Somerset
Cadiz	Hopkinsville	Madisonville	Owensboro	Shelbyville	
Elizabethtown	Jackson	Middlesboro	Paducah	Shepherdsville	

BRANCH OPERATIONS
(Continued)

LOUISIANA

Abbeville	Crowley	Jena	Marksville	New Iberia	Slidell
Alexandria	Denham Springs	Kenner	Marrero	Opelousas	Sulphur
Baker	DeRidder	Lafayette	Minden	Pineville	Thibodaux
Bastrop	Eunice	Lake Charles	Monroe	Prairieville	West Monroe
Baton Rouge	Franklin	LaPlace	Morgan City	Ruston	Winnsboro
Bossier City	Hammond	Leesville	Natchitoches	Shreveport	
Covington	Houma				

MISSISSIPPI

Amory	Columbia	Gulfport	Laurel	Olive Branch	Ridgeland
Batesville	Columbus	Hattiesburg	Louisville	Oxford	Ripley
Bay St. Louis	Corinth	Hazlehurst	Magee	Pearl	Senatobia
Booneville	D'Iberville	Hernando	McComb	Philadelphia	Starkville
Brookhaven	Forest	Houston	Meridian	Picayune	Tupelo
Carthage	Greenwood	Iuka	New Albany	Pontotoc	Winona
Clinton	Grenada	Kosciusko	Newton		

SOUTH CAROLINA

Aiken	Cheraw	Gaffney	Lancaster	Newberry	Spartanburg
Anderson	Chester	Georgetown	Laurens	North Charleston	Summerville
Batesburg-Leesvile	Columbia	Greenwood	Lexington	North Greenville	Sumter
Beaufort	Conway	Greer	Manning	Orangeburg	Union
Boling Springs	Dillon	Hartsville	Marion	Rock Hill	Walterboro
Camden	Easley	Irmo	Moncks Corner	Seneca	Winnsboro
Cayce	Florence	Lake City	Myrtle Beach	Simpsonville	York
Charleston					

TENNESSEE

Athens	Crossville	Greeneville	Lebanon	Murfreesboro	Smyrna
Bristol	Dayton	Hixson	Lenoir City	Newport	Springfield
Clarksville	Dickson	Jacksboro	Lexington	Powell	Tazewell
Cleveland	Dyersburg	Jackson	Madisonville	Pulaski	Tullahoma
Columbia	Elizabethton	Johnson City	Maryville	Savannah	Winchester
Cookeville	Fayetteville	Kingsport	Millington	Sevierville	
Cordova	Gallatin	Lafayette	Morristown		

TEXAS

Austin (2)	Houston	Lufkin	Pasadena	San Marcos	Texarkana
Bastrop	Huntsville	Missouri City	Pearland	Temple	Victoria
Conroe	Katy	Mount Pleasant	Rosenburg		
Corpus Christi	Longview	New Braunfels	San Antonio (3)		

VIRGINIA

Abingdon	Chesapeake (2)	Colonial Heights	Danville	Mechanicsville	Yorktown

DIRECTORS

Ben F. Cheek, IV
Chairman
1st Franklin Financial Corporation

Ben F. Cheek, III
Chairman Emeritus
1st Franklin Financial Corporation

Virginia C. Herring
Vice Chairman, President and Chief Executive Officer
1st Franklin Financial Corporation

David W. Cheek
Shareholder

A. Roger Guimond
Retired Executive Officer
1st Franklin Financial Corporation

Jerry J. Harrison, Jr.
Executive Vice President and Chief Strategy Officer
1st Franklin Financial Corporation

Donata Ison
Vice President of Finance Amhr

John G. Sample, Jr.
CPA

Sheryl Smith
Retired Chief Operating, Risk and Compliance Officer

Keith D. Watson
Chairman
Bowen & Watson, Inc.

EXECUTIVE OFFICERS

Ben F. Cheek, IV
Chairman

Ben F. Cheek, III
Chairman Emeritus

Virginia C. Herring
Vice Chairman, President and Chief Executive Officer

Daniel E. Clevenger, II
Executive Vice President and Chief Administrative Officer

Brian J. Gyomory
Executive Vice President and Chief Financial Officer

Jerry J. Harrison, Jr.
Executive Vice President and Chief Strategy Officer

Gary L. McQuain
Executive Vice President and Chief Operating Officer

Mark J. Scarpitti
Executive Vice President and General Counsel
Corporate Secretary / Treasurer

Joseph A. Shaw
Executive Vice President and Chief Information Officer

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