CONSUMERS BANCORP INC /OH/
Form 10-K
September 15, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark one)

x ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended June 30, 2008

OR

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission File No. 033-79130

CONSUMERS BANCORP, INC.

(Exact name of registrant as specified in its charter)

OHIO	**34-1771400**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

614 East Lincoln Way,

P.O. Box 256, Minerva, Ohio 44657

(330) 868-7701

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Securities registered under Section 12(b) of the Exchange Act:

NONE

Securities registered under Section 12(g) of the Exchange Act:

Common Shares, no par value

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

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

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

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

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

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

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

Based on the closing sales price on December 31, 2007, the aggregate market value of the voting stock held by non-affiliates of the Registrant was approximately $15,611,135.

The number of shares outstanding of the Registrant s common stock, without par value was 2,029,558 at September 1, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

Certain specifically designated portions of Consumers Bancorp, Inc. s definitive Proxy Statement dated September 15, 2008 for its 2008 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

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PART I

ITEM 1 BUSINESS

Business

Consumers Bancorp, Inc. (Corporation), is a bank holding company under the Bank Holding Company Act of 1956, as amended and is a registered bank holding company, incorporated under the laws of the State of Ohio. The Corporation owns all of the issued and outstanding capital stock of Consumers National Bank (Bank), a bank chartered under the laws of the United States of America. On February 28, 1995, the Corporation acquired all of the common stock issued by the Bank. The Corporation s activities have been limited primarily to holding the common stock of the Bank.

Since 1965, the Bank s main office has been serving the Minerva, Ohio area from its location at 614 East Lincoln Way, Minerva, Ohio. The Bank s business involves attracting deposits from businesses and individual customers and using such deposits to originate commercial, mortgage and consumer loans in its market area, consisting primarily of Stark, Columbiana, Carroll and contiguous counties in Ohio. The Bank also invests in securities consisting primarily of obligations of U.S. government sponsored entities, municipal obligations and mortgage-backed securities.

Supervision and Regulation

The following discussion of supervision and regulation is qualified in its entirety by reference to the statutory and regulatory provisions discussed. Changes in applicable law or in the policies of various regulatory authorities could affect materially the business and prospects of the Corporation and the Bank.

Regulation of the Corporation:

The Bank Holding Company Act: As a bank holding company, the Corporation is subject to regulation under the Bank Holding Company Act of 1956, as amended (BHCA) and the examination and reporting requirements of the Board of Governors of the Federal Reserve System (Federal Reserve Board). Under the BHCA, the Corporation is subject to periodic examination by the Federal Reserve Board and required to file periodic reports regarding its operations and any additional information that the Federal Reserve Board may require.

The BHCA generally limits the activities of a bank holding company to banking, managing or controlling banks, furnishing services to or performing services for its subsidiaries and engaging in any other activities that the Federal Reserve Board has determined to be so closely related to banking or to managing or controlling banks as to be a proper incident to those activities. In addition, the BHCA requires every bank holding company to obtain the approval of the Federal Reserve Board prior to acquiring substantially all the assets of any bank, acquiring direct or indirect ownership or control of more than 5% of the voting shares of a bank or merging or consolidating with another bank holding company.

Privacy Provisions of Gramm-Leach-Bliley Act: The Gramm-Leach-Bliley Act of 2000 contains extensive provisions on a customer s right to privacy of non-public personal information. Under these provisions, a financial institution must provide to its customers the institution s policies and procedures regarding the handling of customers non-public personal information. Except in certain cases, an institution may not provide personal information to unaffiliated third parties unless the institution discloses that such information may be disclosed and the customer is given the opportunity to opt out of such disclosure. The Corporation and the Bank are also subject to certain state laws that deal with the use and distribution of non-public personal information.

Interstate Banking and Branching: Prior to enactment of the Interstate Banking and Branch Efficiency Act of 1995, the Corporation would have been prohibited from acquiring banks outside Ohio, unless the laws of the state in which the target bank was located specifically authorized the transaction. The Interstate Banking and Branch Efficiency Act has eased restrictions on interstate expansion and consolidation of banking operations by, among other things: (i) permitting interstate bank acquisitions regardless of host state laws, (ii) permitting interstate merger of banks unless specific states have opted out of this provision and (iii) permitting banks to establish new branches outside the state provided the law of the host state specifically allows interstate bank branching.

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Sarbanes-Oxley Act: The Sarbanes-Oxley Act of 2002 contains important requirements for public companies in the area of financial disclosure and corporate governance. In accordance with section 302(a) of the Sarbanes-Oxley Act, written certifications by the Corporation s Chief Executive Officer and Chief Financial Officer are required. These certifications attest that the Corporation s quarterly and annual reports filed with the SEC do not contain any untrue statement of a material fact or omit to state a material fact. See Item 9A(T) Controls and Procedures for the Corporation s evaluation of its disclosure controls and procedures.

Regulation of the Bank:

Office of the Comptroller of the Currency and Federal Deposit Insurance Corporation Regulation: As a national bank, Consumers National Bank is subject to regulation, supervision and examination by the Office of the Comptroller of the Currency (OCC). It is also subject to regulation, supervision and examination by the Federal Deposit Insurance Corporation (FDIC).

Under regulations promulgated by the OCC, the Bank may not declare a dividend in excess of its undivided profits. Additionally, the Bank may not declare a dividend if the total amount of all dividends, including the proposed dividend, declared by the Bank in any calendar year exceeds the total of its retained net income of that year to date, combined with its retained net income of the two preceding years, unless the dividend is approved by the OCC. The Bank may not declare or pay any dividend if, after making the dividend, the Bank would be undercapitalized, as defined in the federal regulations.

The FDIC is an independent federal agency, which insures the deposits of federally insured banks and savings associations up to certain prescribed limits and safeguards the safety and soundness of financial institutions. The deposits of the Bank are subject to the deposit insurance assessments of the Bank Insurance Fund of the FDIC. Under the FDIC s deposit insurance assessment system, the assessment rate for any insured institutions varies according to regulatory capital levels of the institution and other factors such as supervisory evaluations.

The FDIC is authorized to prohibit any insured institution from engaging in any activity that poses a serious threat to the insurance fund and may initiate enforcement actions against banks, after first giving the institution s primary regulatory authority an opportunity to take such action. The FDIC may also terminate the deposit insurance of any institution that has engaged in or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, order or condition imposed by the FDIC.

In addition to the supervision and regulation matters listed above, the Bank is also a member of the Federal Home Loan Bank of Cincinnati (FHLB), which is a privately capitalized, government sponsored enterprise that expands housing and economic development opportunities throughout the nation by providing loans and other banking services to community-based financial institutions.

Risk-Based Capital Requirements: The Federal Reserve Board and the OCC employ similar risk-based capital guidelines in their examination and regulation of bank holding companies and national banks. If capital falls below the minimum levels established by the guidelines, the bank holding company or bank may be denied approval to acquire or establish additional banks or non-bank businesses or to open new facilities. Failure to satisfy capital guidelines could subject a banking institution to a variety of enforcement actions by federal bank regulatory authorities, including the termination of deposit insurance by the FDIC and a prohibition on the acceptance of brokered deposits.

In the calculation of risk-based capital, assets and off-balance sheet items are assigned to broad risk categories, each with an assigned weighting (0%, 20%, 50% and 100%). Most loans are assigned to the 100% risk category, except for first mortgage loans fully secured by residential property, which carry a 50% rating. Direct obligations of or obligations guaranteed by the United States Treasury or United States Government agencies have a 0% risk-weight. Off-balance sheet items are also taken into account in the calculation of risk-based capital, with each class of off-balance sheet item being converted to a balance sheet equivalent according to established conversion factors. From these computations, the total of risk-weighted assets is derived. Risk-based capital ratios therefore state capital as a percentage of total risk-weighted assets and off-balance sheet items. The ratios established by guideline are minimums only.

Current risk-based capital guidelines require bank holding companies and banks to maintain a minimum risk-based total capital ratio equal to 8% and a Tier 1 capital ratio of 4%. Intangibles other than readily marketable mortgage servicing rights are generally deducted from capital. Tier 1 capital includes stockholders equity, qualifying perpetual preferred stock (within limits and subject to conditions, particularly if the preferred stock is cumulative preferred stock), and minority interests in equity accounts of consolidated subsidiaries, less intangibles, identified losses, investments in securities subsidiaries, and certain other assets. Tier 2 capital includes the allowance for loan losses, up to a maximum of 1.25% of risk-weighted assets, any qualifying perpetual preferred stock exceeding the amount includable in Tier 1 capital, mandatory convertible securities, and subordinated debt and intermediate term preferred stock, up to 50% of Tier 1 capital. The OCC s evaluation of an institution s capital adequacy takes into account a variety of other factors as well, including interest rate risks to which the institution is subject, the level and quality of an institution s earnings, loan and investment portfolio characteristics and risks, risks arising from the conduct of nontraditional activities, and a variety of other factors.

Accordingly, the OCC s final supervisory judgment concerning an institution s capital adequacy could differ significantly from the conclusions that might be derived from the absolute level of an institution s risk-based capital ratios. Therefore, institutions generally are expected to maintain risk-based capital ratios that exceed the minimum ratios discussed above.

The banking agencies have also established a minimum leverage ratio of 3%, which represents Tier 1 capital as a percentage of total assets, less intangibles. However, for all but the most highly rated banks and bank holding companies, the banking agencies expect an additional margin of at least 100 to 200 basis points. At June 30, 2008, the Bank was in compliance with all regulatory capital requirements. Actual and required capital amounts and ratios are presented elsewhere, specifically in Note 11 of the Corporation s audited financial statements for the year ended June 30, 2008.

Prompt Corrective Action. To resolve the problems of undercapitalized institutions and to prevent a recurrence of the banking crisis of the 1980s and early 1990s, the Federal Deposit Insurance Corporation Improvement Act of 1991 established a system known as prompt corrective action. Under the prompt corrective action provisions and implementing regulations, every institution is classified into one of five categories, depending on its total risk-based capital ratio, its Tier 1 risk-based capital ratio, its leverage ratio, and subjective factors. The categories are well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. A financial institution s operations can significantly affected by its capital classification. For example, an institution that is not well capitalized generally is prohibited from accepting brokered deposits and offering interest rates on deposits higher than the prevailing rate in its market, and the holding company of any undercapitalized institution must guarantee, in part, aspects of the institution s capital plan. Financial institution regulatory agencies generally are required to appoint a receiver or conservator shortly after an institution enters the category of weakest capitalization. The Federal Deposit Insurance Corporation Improvement Act of 1991 also authorizes the regulatory agencies to reclassify an institution from one category into a lower category if the institution is in an unsafe or unsound condition or engaging in an unsafe or unsound practice. Undercapitalized institutions are required to take specified actions to increase their capital or otherwise decrease the risks to the federal deposit insurance funds.

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Community Reinvestment Act: The Community Reinvestment Act requires depository institutions to assist in meeting the credit needs of their market areas, including low and moderate-income areas, consistent with safe and sound banking practices. Under this Act, each institution is required to adopt a statement for each of its market areas describing the depository institution s efforts to assist in its community s credit needs. Depository institutions are periodically examined for compliance and assigned ratings. Banking regulators consider these ratings when considering approval of a proposed transaction by an institution.

USA Patriot Act: In 2001, Congress enacted the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism (USA Patriot Act) Act of 2001 (Patriot Act). The Patriot Act is designed to deny terrorists and criminals the ability to obtain access to the United States financial system and has significant implications for depository institutions, brokers, dealers, and other businesses involved in the transfer of money. The Patriot Act mandates financial services companies to implement additional policies and procedures with respect to additional measures designed to address any or all of the following matters: money laundering, terrorist financing, identifying and reporting suspicious activities and currency transactions, and currency crimes.

Employees

As of June 30, 2008, the Bank employed 84 full-time and 26 part-time employees. None of the employees are represented by a collective bargaining group. Management considers its relations with employees to be good.

Statistical Disclosure

The following statistical information is included on the indicated pages of this Report:

Available Information

The Corporation files annual, quarterly, and current reports, proxy statements, and other information with the SEC. These filings are available to the public over the Internet at the SEC s web site at www.sec.gov. Shareholders may also read and copy any document that the Corporation files at the SEC s public reference room located at 450 Fifth Street, NW, Washington, DC 20549. Shareholders may call the SEC at 1-800-SEC-0330 for further information on the public reference room.

Shareholders may request a copy of any of the Corporation s filings at no cost by writing or e-mailing the Corporation at the following address or e-mail address: Consumers Bancorp, Inc., Attn: Theresa J. Linder, 614 East Lincoln Way, Minerva, Ohio 44657 or e-mail to *shareholderrelations@consumersbank.com*.

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The Corporation s Code of Ethics Policy, which is applicable to all directors, officers and employees of the corporation, and its Code of Ethics for Principal Financial Officers, which is applicable to the principal executive officer and the principal financial officer, are each available on the Investor Relations section under Required Disclosures of the Corporation s website (www.consumersbancorp.com). Copies of either of the Code of Ethics Policies are also available in print to shareholders upon request, addressed to the Corporate Secretary at Consumers Bancorp, Inc., 614 East Lincoln Way, Minerva, Ohio 44657. The Corporation intends to post amendments to or waivers from its Code of Ethics on its website.

ITEM 1A RISK FACTORS

Our business may be adversely affected if we fail to effectively manage our lending risks. There are many risks in the business of lending, including risks associated with the duration over which loans may be repaid, risks resulting from changes in economic conditions, risks inherent in dealing with individual borrowers, and risks resulting from changes in the value of loan collateral. Our credit administration function employs risk management techniques to ensure that loans adhere to corporate policy and problem loans are promptly identified. A large percentage of our loan portfolio is secured by real estate collateral. In addition, commercial loans to small and medium-sized businesses represent a significant portion of our loan portfolio. Accordingly, the asset quality of our loan portfolio is largely dependent upon the area s economy and real estate markets. A downturn in the local economy would adversely affect our operations and limit our future growth potential.

Our allowance for loan losses might not be sufficient to absorb future charge-offs. An allowance for loan losses recorded under generally accepted accounting principles is an institution s best estimate within a range of the probable amount of loans that, based on current information and events, the institution will be unable to collect. The amount of the allowance is a product of management s judgment and it is inevitably imprecise. Estimating the allowance requires significant judgment and the use of estimates related to many factors, including the amount and timing of future cash flows on problem loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which are susceptible to significant change. Our judgment about the adequacy of the loan loss allowance is based on assumptions that we believe are reasonable but that might nevertheless prove to be incorrect. We can give you no assurance that the allowance is sufficient to absorb future charge-offs.

Changing interest rates have a direct and immediate impact on financial institutions. Fluctuating rates of interest prevailing in the market affect a bank s net interest income, which is the difference between interest earned from loans and investments, on one hand, and interest paid on deposits and borrowings, on the other. Banks manage interest rate risk exposure by closely monitoring assets and liabilities, altering from time to time the mix and maturity of loans, investments, and funding sources. Changes in interest rates affect the volume of loans originated, as well as the value of loans and other interest-earning assets, including investment securities. Changes in interest rates could also result in an increase in higher-cost deposit liabilities as well as movement of funds from deposit accounts into direct investments (such as U.S. Government and corporate securities, and other investment instruments such as mutual funds) if the Bank does not pay competitive interest rates. The percentage of household financial assets held in the form of deposits has declined over the years, with banking customers investing a greater portion of their financial assets in stocks, bonds, and mutual funds. Federal Reserve Board monetary policies have had a significant effect on the interest income and interest expense of commercial banks, including the Bank, and are expected to continue to do so in the future.

Consumers National Bank has significant competition in both attracting and retaining deposits and in originating loans. Competition is intense in the markets the Bank serves. It is anticipated that the competition will remain intense. The Bank competes on price and service with other banks and financial services companies such as savings and loans, credit unions, finance companies, mortgage companies, and brokerage firms. Competition could intensify in the future as a result of industry consolidation, the increasing availability of products and services from non-banks, greater technological developments in the industry and banking reform.

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Concentration of service area could negatively affect our financial performance. A concentration of credit risk can arise with respect to loans and deposits. As of June 30, 2008, the Bank s deposit and lending market area is concentrated in Stark, Columbiana and Carroll Counties in northeastern Ohio. Because of the concentration of deposits and loans in these three counties, in the event of adverse economic conditions, the Bank could experience more difficulty in attracting deposits and experience higher rates of loss and delinquency on its loans than if the loans were more geographically diversified. Adverse economic conditions in this region of Ohio may reduce demand for credit of fee-based products and could negatively affect real estate and other collateral values, interest rate levels, and the availability of credit to refinance loans at or prior to maturity.

Our common stock is thinly traded and therefore susceptible to wide price swings. Our common stock is traded on the over-the-counter (OTC) Bulletin Board® under the ticker symbol CBKM, but trading volume is low. Thinly traded, illiquid stocks are more susceptible to significant and sudden price changes than stocks that are widely followed by the investment community and actively traded on an exchange or NASDAQ. The liquidity of the common stock depends upon the presence in the marketplace of willing buyers and sellers. We do not intend at the current time to seek listing of our common stock on a securities exchange and we do not intend to seek authorization for trading of our shares on NASDAQ.

The banking industry is heavily regulated; the compliance burden to the industry is considerable; the principal beneficiary of federal and state regulation is the public at large and depositors, not shareholders. We are and will remain subject to extensive federal government supervision and regulation. Affecting many aspects of the banking business, including permissible activities, lending, investments, payment of dividends, the geographic locations in which banking services can be offered, and numerous other matters, federal supervision and regulation are intended principally to protect depositors, the public, and the deposit insurance funds administered by the FDIC. Protection of shareholders is not a goal of banking regulation.

Applicable statutes, regulations, agency and court interpretations, and agency enforcement policies have undergone significant changes, some retroactively applied, and they could change significantly again. Changes in applicable laws and regulatory policies could adversely affect the banking industry generally or us in particular. The burdens of banking regulation could place banks in general at a competitive disadvantage compared to less regulated competitors. We cannot predict whether any potential legislation will be enacted, and if enacted, the effect that it, or any implemented regulations, would have on our financial condition or results of operations. We are not aware of any current recommendations by regulatory authorities that, if they were to be implemented, would have a material effect on our business.

Government regulation could restrict our ability to pay cash dividends. Dividends from the Bank are our most significant source of cash for payment of dividends to our shareholders. Statutory and regulatory limits could prevent the Bank from paying dividends. We believe that we will be able to continue paying our regular quarterly cash dividend. However, we cannot assure you that the Bank s profitability will continue to provide sufficient cash to allow us to continue paying our regular quarterly cash dividends.

We could incur liabilities under federal and state environmental laws if we foreclose on commercial properties. A high percentage of the Bank s loans are secured by real estate. Although many of these loans are residential mortgage loans with little associated environmental risk, some are commercial loans secured by property on which manufacturing and other commercial enterprises are conducted. The Bank has in the past and could again acquire property by foreclosing on loans in default. Under federal and state environmental laws, the Bank could face liability for some or all of the costs of removing hazardous substances, contaminants, or pollutants from properties acquired in this fashion. Although other persons might be primarily responsible for these costs, they might not be financially solvent or they might be unable to bear the full cost of clean up.

ITEM 1B UNRESOLVED STAFF COMMENTS

None

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ITEM 2 PROPERTIES

The Bank owns and maintains the premises in which seven of the ten banking facilities are located, and leases offices in Carrollton, Alliance and Malvern. The location of each of the currently operating offices is as follows:

Minerva Office:	614 E. Lincoln Way, P.O. Box 256, Minerva, Ohio, 44657
Salem Office:	141 S. Ellsworth Ave., P.O. Box 798, Salem, Ohio, 44460
Waynesburg Office:	8607 Waynesburg Dr. SE, P.O. Box 746, Waynesburg, Ohio, 44423
Hanoverton Office:	30034 Canal St., P.O. Box 178, Hanoverton, Ohio, 44423
Carrollton Office:	1017 Canton Rd. NW, P.O. Box 8, Carrollton, Ohio, 44615
Alliance Office:	610 West State St., Alliance, Ohio, 44601
Lisbon Office:	7985 Dickey Dr., Lisbon, Ohio 44432
Louisville Office:	1111 N. Chapel St., Louisville, Ohio 44641
East Canton Office:	440 W. Noble, East Canton, Ohio, 44730
Malvern Office:	4070 Alliance Rd., Malvern, Ohio 44644

In the opinion of management, the properties listed above are adequate for their present uses and the Bank s business requirements and are adequately covered by insurance.

ITEM 3 LEGAL PROCEEDINGS

The Corporation is not a party to any pending material legal or administrative proceedings, other than ordinary routine litigation incidental to the business of the Corporation. Further, there are no material legal proceedings in which any director, executive officer, principal shareholder or affiliate of the Corporation is a party or has a material interest that is adverse to the Corporation. No routine litigation in which the Corporation is involved is expected to have a material adverse impact on the financial position or results of operations of the Corporation.

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Nothing to be reported.

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PART II

ITEM 5 MARKET FOR REGISTRANT S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Corporation had 2,029,558 common shares outstanding on June 30, 2008 with 654 shareholders of record and an estimated 270 additional beneficial holders whose stock was held in nominee name.

The common shares of Consumers Bancorp, Inc. are traded on the over-the-counter bulletin board. The following quoted market prices reflect inter-dealer prices, without adjustments for retail markups, markdowns, or commissions and may not represent actual transactions. The market prices represent highs and lows reported during the quarterly period.

Quarter Ended	September 30, 2007	December 31, 2007	March 31, 2008	June 30, 2008
High	$ 13.00	$ 12.75	$ 12.01	$ 12.30
Low	10.05	10.90	10.50	11.70
Cash dividends paid per share	0.08	0.08	0.08	0.10

Quarter Ended	September 30, 2006	December 31, 2006	March 31, 2007	June 30, 2007
High	$ 13.00	$ 12.95	$ 12.75	$ 12.75
Low	12.25	12.15	12.00	10.40
Cash dividends paid per share	0.05	0.07	0.07	0.07

Management does not have knowledge of the prices paid in all transactions and has not verified the accuracy of those prices that have been reported. Because of the lack of an established market for the Corporation s common shares, these prices may not reflect the prices at which the common shares would trade in an active market.

The Corporation s principal source of funds for dividend payment is dividends received from the Bank. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. Under these regulations, the amount of dividends that may be paid in any calendar year is limited to the current year s net profits, combined with the retained net profits of the preceding two years, subject to the capital requirements described above. See Note 1 and Note 11 to the Consolidated Financial Statements for dividend restrictions.

The Corporation has no compensation plans under which equity securities are authorized for issuance. There were no repurchases of the Corporation s securities during the fourth quarter of fiscal year 2008. The share repurchase plan that was approved by the Board of Directors in June 2007 ended with 35,876 shares purchased of the 75,000 shares that were authorized for repurchase.

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Performance Graph

Set forth below is a line graph comparing the yearly change in the cumulative total shareholder return on Consumers Bancorp s Common Stock against the cumulative return of the NASDAQ Bank Index and the S&P 500 Index for the five-year period ended June 30, 2008. The total shareholder return assumes a $100 investment in Consumers Bancorp s Common Stock, the NASDAQ Bank Index and the S&P 500 Index on June 30, 2003 and that all dividends were reinvested.

	2003	2004	2005	2006	2007	2008
CBKM.OB	$ 100	$ 103	$ 77	$ 61	$ 49	$ 60
NASDAQ Banks Index	100	118	124	130	128	83
S&P 500 Index	100	117	122	130	154	131

Historical stock price performance shown on the graph is not necessarily indicative of the future price performance.

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ITEM 6 SELECTED FINANCIAL DATA

Five-Year Selected Data

(Dollar amounts in thousands, except per share data)

	June 30, 2008	June 30, 2007	June 30, 2006	June 30, 2005	June 30, 2004
Interest income	$ 13,478	$ 12,338	$ 11,387	$ 10,384	$ 10,066
Interest expense	4,628	3,912	3,029	1,595	1,554
Net interest income	8,850	8,426	8,358	8,789	8,512
Provision for loan losses	430	728	730	122	381
Net interest income after provision for loan losses	8,420	7,698	7,628	8,667	8,131
Other income	2,468	2,154	2,171	2,298	2,299
Other expense	8,592	8,316	8,353	8,175	7,432
Income before income taxes	2,296	1,536	1,446	2,790	2,998
Income taxes	493	273	268	835	915
Net income	$ 1,803	$ 1,263	$ 1,178	$ 1,955	$ 2,083
Basic earnings per share	$ 0.88	$ 0.60	$ 0.55	$ 0.91	$ 0.97
Cash dividends paid per share	$ 0.34	$ 0.26	$ 0.32	$ 0.36	$ 0.34
Cash dividends paid	$ 694	$ 547	$ 686	$ 772	$ 730
Weighted average number of shares outstanding	2,043,489	2,105,656	2,142,479	2,145,432	2,146,281
Total assets	$ 233,077	$ 201,958	$ 203,550	$ 191,180	$ 186,237
Securities available-for-sale	59,212	42,133	37,470	24,733	30,141
Loans	152,350	141,447	148,002	149,662	140,145
Allowance for loan losses	1,709	1,381	1,557	1,523	1,753
Deposits	188,844	169,591	167,308	162,499	154,768
Federal Home Loan Bank advances	10,601	2,625	10,790	2,335	6,757
Total shareholders equity	19,571	18,782	19,102	19,297	18,110
Return on Average Assets	0.82%	0.63%	0.59%	1.03%	1.13%
Return on Average Equity	9.09	6.43	6.08	10.24	11.65
Dividend Payout Ratio	38.49	43.31	58.23	39.49	35.05
Average Equity to Average Assets	9.03	9.75	9.64	10.04	9.74

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ITEM 7 MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollars in thousands, except per share data)

General

The following is management s analysis of the Corporation s financial condition and results of operations as of and for the year ended June 30, 2008, compared to prior years. This discussion is designed to provide a more comprehensive review of the operating results and financial position than could be obtained from an examination of the financial statements alone. This analysis should be read in conjunction with the consolidated financial statements and related footnotes and the selected financial data included elsewhere in this report.

Overview

Consumers Bancorp, Inc., a bank holding company incorporated under the laws of the State of Ohio, owns all of the issued and outstanding capital stock of Consumers National Bank, a bank chartered under the laws of the United States of America. The Corporation s activities have been limited primarily to holding the common stock of the Bank. The Bank s business involves attracting deposits from businesses and individual customers and using such deposits to originate commercial, mortgage and consumer loans in its market area, consisting primarily of Stark, Columbiana, Carroll and contiguous counties in Ohio. The Bank also invests in securities consisting primarily of U.S. government sponsored entities, municipal obligations and mortgage-backed securities.

Forward-Looking Statements

All statements set forth in this discussion or future filings by the Corporation with the Securities and Exchange Commission, or other public or shareholder communications, or in oral statements made with the approval of an authorized executive officer, that are not historical in nature, including statements as to the Corporation s expectations, beliefs and strategies regarding the future, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may involve risks and uncertainties that are difficult to predict, may be beyond the Corporation s control and could cause actual results to differ materially from those described in such statements. Although the Corporation believes that the expectations reflected in such forward-looking statements are reasonable, the Corporation can give no assurance that such expectations will prove to be correct. The forward-looking statements included in this discussion speak only as of the date of this Form 10-K, and, except as required by law, the Corporation undertakes no obligation to update these forward-looking statements to reflect subsequent events or circumstances. Important factors that could cause actual results to differ materially from those suggested by these forward-looking statements and that could adversely affect the Corporation s performance are set forth under Item 1A Risk Factors in this Report on Form 10-K.

Comparison of Results of Operations for the Years Ended June 30, 2008, June 30, 2007 and June 30, 2006

Net Income. Net income increased by $540, or 42.8%, from 2007 to 2008 mainly as a result of an increase in the net interest income, other income and as a result of a reduction in provision for loan losses. Net income increased by $85, or 7.2%, from 2006 to 2007 mainly as a result of an increase in the net interest margin from 4.65% to 4.67% and as a result of a reduction in other expenses.

Net Interest Income. Net interest income, the difference between interest income earned on interest-earning assets and interest expense incurred on interest-bearing liabilities, is the largest component of the Corporation s earnings. Net interest income is affected by changes in the volumes, rates and composition of interest-earning assets and interest-bearing liabilities. Net interest margin is calculated by dividing net interest income on a fully tax equivalent basis (FTE) by total interest-earning assets. FTE income includes tax-exempt income, restated to a pre-tax equivalent, based on the statutory federal income tax rate. All average balances are daily average balances. Non-accruing loans are included in average loan balances.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Net interest income for the year of 2008 was $8,850, an increase of $424, or 5.0%, from $8,426 in the year of 2007. The Corporation s net interest margin for the year ended June 30, 2008 was 4.48%, a decrease of 19 basis points from 2007. Interest income for the year of 2008 was $13,478, an increase of $1,140, or 9.2%, from $12,338 in the year of 2007. This increase was mainly the result of an $18,328, or 9.8% increase in average interest earning assets. Interest expense for the year of 2008 was $4,628, an increase of $716, or 18.3%, from $3,912 in the year of 2007. This increase was mainly due to a $15,465, or 11.1%, increase in average interest bearing liabilities.

Net interest income for the year of 2007 was $8,426, an increase of $68, or 0.8%, from $8,358 in the year of 2006. The Corporation s net interest margin for the year ended June 30, 2007 was 4.67%, an increase of 2 basis points from 2006. Interest income for the year of 2007 was $12,338, an increase of $951, or 8.4%, from $11,387 in the year of 2006. This increase was mainly due to an increase in the yield on loans of 61 basis points from 2006 to 2007. The yield on loans was positively impacted as variable rate loans within the portfolio repriced upward to higher market rates. Interest expense for the year of 2007 was $3,912, an increase of $883, or 29.2%, from $3,029 in the year of 2006. This increase was mainly caused by higher market rates affecting the rates paid on time deposits and borrowings. The Corporation s net interest margin remains higher than most other banks in Ohio due to a higher than average commercial mortgage portfolio and our low cost of funds.

Net Interest Income Year ended June 30,	**2008**	**2007**	**2006**
Net interest income	$ 8,850	$ 8,426	$ 8,358
Taxable equivalent adjustments to net interest	326	276	255
Net interest income, fully taxable equivalent	$ 9,176	$ 8,702	$ 8,613
Net interest margin	4.32%	4.52%	4.51%
Taxable equivalent adjustment	0.16	0.15	0.14
Net interest margin, fully taxable equivalent	4.48%	4.67%	4.65%

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Three-Year Average Balance Sheet and Net Interest Margin

	2008			2007			2006		
	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate	Average Balance	Interest	Yield/ Rate
Interest earning assets:									
Taxable securities	$ 37,504	$ 1,888	5.03%	$ 26,450	$ 1,243	4.70%	$ 23,480	$ 976	4.16%
Nontaxable Securities (1)	17,123	1,024	5.98	14,753	873	5.92	12,790	780	6.10
Loans receivable (1)	146,277	10,781	7.37	144,187	10,440	7.24	148,986	9,880	6.63
Federal funds sold	3,907	111	2.84	1,093	58	5.31	146	6	4.11
Total interest earning assets	204,811	13,804	6.74%	186,483	12,614	6.76%	185,402	11,642	6.28%
Non-interest earning assets	14,694			15,066			15,600		
Total assets	$ 219,505			$ 201,549			$ 201,002		
Interest bearing liabilities:									
NOW	$ 10,197	$ 43	0.42%	$ 10,160	$ 29	0.29%	$ 11,898	$ 33	0.28%
Savings	49,008	491	1.00	50,333	448	0.89	52,468	316	0.60
Time deposits	76,547	3,376	4.41	68,473	2,991	4.37	58,967	1,990	3.37
Short-term borrowings	10,918	386	3.54	5,681	186	3.27	5,721	134	2.34
FHLB advances	8,514	332	3.90	5,072	258	5.09	12,431	556	4.47
Total interest bearing liabilities	155,184	4,628	2.98%	139,719	3,912	2.80%	141,485	3,029	2.14%
Non-interest bearing liabilities	44,496			42,187			40,149		
Total liabilities	199,680			181,906			181,634		
Shareholders equity	19,825			19,643			19,368		
Total liabilities and shareholders equity	$ 219,505			$ 201,549			$ 201,002		
Net interest income, interest rate spread (1)		$ 9,176	3.76%		$ 8,702	3.96%		$ 8,613	4.14%
Net interest margin (net interest as a percent of average interest earning assets) (1)			4.48%			4.67%			4.65%
Average interest earning assets to interest bearing liabilities			131.98%			133.47%			131.04%

(1) Calculated on a fully taxable equivalent basis

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

The following table presents the changes in the Corporation s interest income and interest expense resulting from changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities. Changes attributable to both rate and volume that cannot be segregated have been allocated in proportion to the changes due to rate and volume.

INTEREST RATES AND INTEREST DIFFERENTIAL

	2008 Compared to 2007 Increase / (Decrease)			2007 Compared to 2006 Increase / (Decrease)		
	Total Change	Change due to Volume	Change due to Rate	Total Change	Change due to Volume	Change due to Rate
			(In thousands)			
Interest earning assets:						
Taxable securities	$ 645	$ 551	$ 94	$ 267	$ 131	$ 136
Nontaxable securities (1)	151	142	9	93	117	(24)
Loans receivable (2)	341	153	188	560	(326)	886
Federal funds sold	53	91	(38)	52	50	2
Total interest income	1,190	937	253	972	(28)	1,000
Interest bearing liabilities:						
NOW accounts	14		14	(4)	(5)	1
Savings deposits	43	(12)	55	132	(13)	145
Time deposits	385	356	29	1,001	354	647
Short-term borrowings	200	184	16	52	(1)	53
FHLB advances	74	145	(71)	(298)	(366)	68
Total interest expense	716	673	43	883	(31)	914
Net interest income	$ 474	$ 264	$ 210	$ 89	$ 3	$ 86

(1) Nontaxable income is adjusted to a fully tax equivalent basis utilizing a 34% tax rate.

(2) Non-accrual loan balances are included for purposes of computing the rate and volume effects although interest on these balances has been excluded.

Provision for Loan Losses. The provision for loan losses represents the charge to income necessary to adjust the allowance for loan losses to an amount that represents management s assessment of the estimated probable credit losses inherent in the Corporation s loan portfolio that have been incurred at each balance sheet date. The provision for loan losses was $430 in fiscal year 2008 compared to $728 in fiscal year 2007 and $730 in fiscal year 2006. The lower provision for loan losses in 2008 mainly resulted from net charge-offs declining to their lowest level in five years. Net charge-offs and the net charge-off ratio were $102 and 0.07%, respectively, for 2008 compared with $904 and 0.64%, respectively, for the same period last year. In 2007, the $728 provision for loan losses mainly resulted from net charge-offs that were taken during the same period. A portion of the 2007 net charge-offs were related to a loan that had been specifically allocated for within the allowance for loan loss in a prior period when the probable loss had been identified. The provision for loan losses for the twelve month period ended June 30, 2006 resulted from an increase in net charge-offs and an increase in non-performing loans.

Net charge-offs were $102 during fiscal year 2008 and were mainly within the installment loan portfolio. Net charges-offs were $904 and $696 for 2007 and 2006, respectively, and were mainly within the commercial, financial and agricultural portfolio. Net charge-offs for 2007 included a total of $669 related to one loan relationship that was secured by two multi-family rental unit properties.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Non-performing loans as a percentage of total loans increased from 0.68% as of June 30, 2007 to 0.94% as of June 30, 2008. The increase in non-performing loans from June 30, 2007 to June 30, 2008 was primarily related to an increase in non-accrual loans within the residential real estate portfolio. Non-performing loans have been considered in management s analysis of the appropriateness of the allowance for loan losses. Management and the Board of Directors are closely monitoring these loans and believe that the prospects for recovery of principal, less identified specific reserves, are good.

Given the recent uncertainty in the housing market, management completed a review of the Bank s residential real estate mortgage portfolio to determine its exposure to subprime loans. A detailed analysis of the Bank s home equity portfolio was completed since this portfolio would be the most affected by a decline in home values. A majority of the Bank s home equity loans were originated at 85% or less of the home value with a small number of loans originated at 90% of the home value with the additional requirements of a higher minimum credit score and a lower debt-to-income ratio. Delinquency within the real estate portfolio remains below our peer group.

Other Income. Total other income primarily includes service charges on deposit accounts, debit card interchange income and other miscellaneous income. Service charges on deposit accounts increased by $187, or 12.5%, in 2008 to $1,679 from $1,492 mainly from an increase in overdrawn account fee income due to higher volume. In 2007, service charges on deposit accounts declined slightly to $1,492 from $1,540 due to a decline in overdrawn account fee income. Debit card interchange income increased in 2008 to $407 from $317 and $269 for fiscal years ended 2007 and 2006, respectively due to increased volume. Alternative investment income, which is income from investment banking, advisory, brokerage, and underwriting, declined to $22 in 2008 from $179 in 2007. Alternative investment income declined in 2008 due to the program being without a full-time Financial Consultant for much of the year. This program had an impact on other income in 2007, and we believe it will be an important component of earnings in the future.

Gains recognized on the sale of securities totaled $26 during 2008 and $24 during 2007. There were no security gains recognized in 2006. During 2008 and 2006, gains of $13 and $6, respectively were recognized on the sale of other real estate owned, which represents property acquired by the Corporation as a result of loan foreclosure, or by deed in lieu of foreclosure. A loss of $181 was recognized in 2007 from the sale of other real estate owned.

Other Expenses. Total other expenses were $8,592 for the year ended June 30, 2008; an increase of $276, or 3.3% from $8,316 for the year ended June 30, 2007, which had declined $37, or 0.4%, from $8,353 for the year ended June 30, 2006.

Salary and employee benefit expenses increased $65, or 1.5%, during the fiscal year ended June 30, 2008 and decreased $26, or 0.6%, during the fiscal year ended June 30, 2007.

The amortization of the intangible is directly related to the purchase premium of the Lisbon, Ohio branch that was purchased in January 2000.

Debit card processing expenses increased $124 during the 2008 fiscal year. Approximately $89 of this increase was associated with one-time expenses due to the migration to a new regional electronic funds transfer processor that was completed during the third quarter of fiscal year 2008. The remaining portion of the increase was due to increased volume.

Other expense totaled $1,634 for the year ended June 30, 2008, an increase of $94, or 6.1%, from $1,540 for the year ended June 30, 2007. Other expense increased by $51, or 3.4%, from 2006 to 2007. A data system upgrade of the main core processing system was completed during the third quarter of fiscal year 2008. As part of this upgrade, $102 of expenses were incurred and included within other expenses for the 2008 fiscal year. As a result of these changes, long-term cost savings are projected through reduced personnel expense, lower future capital expenditures and reduced expenses related to electronic funds transfer processing.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Income Tax Expense. The provision for income taxes totaled $493, $273 and $268 for the years ended June 30, 2008, 2007 and 2006, respectively. The effective tax rates were 21.5%, 17.8% and 18.5%, respectively. The effective tax rate differed from the federal statutory rate principally as a result of tax-exempt income from obligations of states and political subdivisions, loans and earnings on bank owned life insurance.

Financial Condition

Total assets at June 30, 2008 were $233,077 compared to $201,958 at June 30, 2007, an increase of $31,119, or 15.4%. The increase in total assets is mainly attributed to an increase in loans of $10,903, or 7.7%, and available-for-sale securities of $17,079, or 40.5%.

Securities. Available-for-sale securities increased by $17,079 from $42,133 at June 30, 2007 to $59,212 at June 30, 2008 mainly due to two specific strategies that were implemented in the second quarter of fiscal year 2008. First, the Bank implemented a leveraged transaction in order to take advantage of low cost funding available through the FHLB to purchase $4,000 of mortgage-backed securities and $1,300 of municipal securities. The FHLB funding is at a cost of 3.24% and is callable two years from the date of issue. The securities purchased have a projected average tax equivalent yield of 5.30%.

The second strategy the Bank implemented was the purchase of securities in November 2007, at a time management believed rates were at their peak, in anticipation of cash flow that will be received from the securities portfolio in calendar year 2008 and 2009. As part of this strategy, a $1,500 U.S. Government sponsored entity security, $4,700 of mortgage-backed securities and $800 of municipal securities were purchased at a projected average tax equivalent yield of 5.60%.

The following table sets forth certain information regarding the amortized cost and fair value of the Corporation s securities at the dates indicated.

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
June 30, 2008				
Obligations of government sponsored entities	$ 10,133	$ 160	$ (44)	$ 10,249
Obligations of state and political subdivisions	18,461	19	(582)	17,898
Mortgage-backed securities	30,645	85	(406)	30,324
Trust preferred securities	985		(244)	741
Total securities	$ 60,224	$ 264	$ (1,276)	$ 59,212
June 30, 2007				
U.S. Treasury	$ 1,000	$	$ (2)	$ 998
Obligations of government sponsored entities	10,101		(209)	9,892
Obligations of state and political subdivisions	15,133	8	(503)	14,638
Mortgage-backed securities	16,068	7	(477)	15,598
Trust preferred securities	1,000	7		1,007
Total securities	$ 43,302	$ 22	$ (1,191)	$ 42,133
June 30, 2006				

U.S. Treasury	$ 1,000	$	$ (12)	$ 988
Obligations of government sponsored entities	10,121		(355)	9,766
Obligations of state and political subdivisions	14,580	9	(291)	14,298
Mortgage-backed securities	11,977	5	(564)	11,418
Trust preferred securities	1,000			1,000
Total securities	$ 38,678	$ 14	$ (1,222)	$ 37,470

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

The following tables summarize the amounts and distribution of the Corporation s securities held and the weighted average yields as of June 30, 2008:

	Amortized Cost	Fair Value	Average Yield / Cost
AVAILABLE-FOR-SALE			
Obligations of government sponsored entities:			
3 months or less	$ 1,001	$ 1,003	4.15%
Over 3 months through 1 year			
Over 1 year through 5 years	1,761	1,718	3.86
Over 5 years through 10 years	4,406	4,519	5.42
Over 10 years	2,965	3,009	5.56
Total obligations of government sponsored entities	10,133	10,249	5.07
Obligations of state and political subdivisions:			
Over 3 months through 1 year	175	178	6.75
Over 1 year through 5 years	983	981	6.70
Over 5 years through 10 years	8,195	7,952	5.91
Over 10 years	9,108	8,787	6.21
Total obligations of state and political subdivisions	18,461	17,898	6.11
Mortgage-backed securities:			
3 months or less	190	190	3.14
Over 3 months through 1 year			
Over 1 year through 5 years	15,366	15,224	4.87
Over 5 years through 10 years	15,089	14,910	5.42
Total mortgage-backed securities	30,645	30,324	5.14
Trust preferred securities	985	741	3.95
Total securities	$ 60,224	$ 59,212	5.40%

The weighted average interest rates are based on coupon rates for securities purchased at par value and on effective interest rates considering amortization or accretion if the securities were purchased at a premium or discount. The weighted average yield on tax-exempt obligations has been calculated on a tax equivalent basis. Average yields are based on amortized cost balances.

At June 30, 2008, trust preferred securities, which represent pooled trust preferred securities, had an amortized cost of $985 and a market value of $741. Based on management s evaluation of the trust preferred securities, it is believed the decline in market value is temporary due to current market conditions. The Corporation has the intent and ability to hold these securities until the fair value is recovered, which may be maturity, and therefore, does not consider them to be other-than-temporarily impaired at June 30, 2008. Management will continue to monitor this security for any impairment.

At June 30, 2008, available for sale securities included municipal securities issued by Farmersville Texas school district that are insured by Permanent School Fund Guarantee with an aggregate book value of $2,126, or 10.9%, of shareholders equity. Other than this issuance, there were no other holdings of securities of any one issuer, other than the U.S. government and its agencies and corporations, with an aggregate book value which exceeds 10% of shareholders equity.

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CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Loans. Loan receivables increased by $10,903 to $152,350 at June 30, 2008 compared to $141,447 at June 30, 2007, with the commercial, financial and agriculture loan portfolio increasing by $7,155. As of June 30, 2008, real estate construction loans included $4,896 of owner-occupied commercial loans, $1,092 of nonowner-occupied commercial loans and $416 of owner-occupied residential real estate loans. The increase in loan receivables is mainly attributable to a more favorable rate environment and more aggressive calling efforts by the lending officers.

Major classifications of loans were as follows as of June 30:

	2008	2007	2006	2005	2004
Real estate mortgage	$ 50,765	$ 50,988	$ 53,596	$ 61,936	$ 65,242
Real estate construction	6,404	2,184	1,720	4,648	3,945
Commercial, financial and agricultural	89,230	82,075	86,397	75,815	64,362
Installment loans to individuals	5,951	6,200	6,289	7,263	6,596
Total Loans	$ 152,350	$ 141,447	$ 148,002	$ 149,662	$ 140,145

The following is a schedule of contractual maturities and repayments of real estate construction, commercial, financial and agricultural loans, as of June 30, 2008:

Due in one year or less	$ 10,244
Due after one year but within five years	9,428
Due after five years	75,962
Total	$ 95,634

The following is a schedule of fixed and variable rate real estate construction, commercial, financial and agricultural loans due after one year (variable rate loans are those loans with floating or adjustable interest rates) as of June 30, 2008:

	Fixed Interest Rates	Variable Interest Rates
Total real estate construction, commercial, financial and agricultural loans due after one year	$ 27,410	$ 57,980

Foreign Outstandings there were no foreign outstandings during the periods presented. There are no concentrations of loans greater than 10% of total loans, which are not otherwise disclosed as a category of loans.

Allowance for Loan Losses. The allowance for loan losses balance and the provision charged to expense are judgmentally determined by management based upon the periodic review of the loan portfolio, an analysis of impaired loans, past loan loss experience, economic conditions, anticipated loan portfolio growth, and various other circumstances which are subject to change over time. In making this judgment, management reviews selected large loans as well as delinquent loans, non-accrual loans, problem loans, and loans to industries experiencing economic difficulties. The collectability of these loans is evaluated after considering the current financial position of the borrower, the estimated market value of the collateral, guarantees and the Corporation s collateral position versus other creditors. Judgments, which are necessarily subjective, as to the probability of loss and the amount of such loss, are formed on these loans, as well as other loans in the aggregate.

Failure to receive principal and interest payments when due on any loan results in efforts to restore such loan to a current status. Loans are classified as non-accrual when, in the opinion of management, full collection of principal and accrued interest is in doubt. The loans must be brought and kept current for six sustained payments before being considered for removal from non-accrual status. Continued unsuccessful collection efforts generally lead to initiation of foreclosure or other legal proceedings.

Properties acquired by the Corporation as a result of foreclosure, or by deed in lieu of foreclosure, are classified as other real estate owned until such time as they are or otherwise disposed. As of June 30, 2008, there were no properties classified as other real estate owned. Non-performing loans are either in the process of foreclosure or efforts are being made to work with the borrower to bring the loan current.

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CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

The following schedule summarizes non-accrual, past due, and impaired loans for the years ended June 30:

	2008	2007	2006	2005	2004
Non-accrual loans	$ 1,433	$ 886	$ 3,198	$ 1,807	$ 2,092
Accrual loans past due 90 days		73		190	178
Total non-performing loans	$ 1,433	$ 959	$ 3,198	$ 1,997	$ 2,270
Other real estate owned		1,478	749	524	585
Total non-performing assets	$ 1,433	$ 2,437	$ 3,947	$ 2,521	$ 2,855
Impaired Loans	$ 1,270	$ 706	$ 2,803	$ 1,096	$ 797

There were no restructured loans for the periods presented. For June 30, 2008, all of the impaired loans were also included in non-accrual loans.

Potential Problem Loans. There were no loans, not otherwise identified above, included on management s watch or troubled loan lists that management has serious doubts as to the ability of such borrowers to comply with the loan repayment terms. Management s watch and troubled loan lists includes loans which management has some doubt as to the borrowers ability to comply with the present repayment terms, loans which management is actively monitoring due to changes in the borrowers financial condition and other loans which management wants to more closely monitor due to special circumstances. These loans and their potential loss exposure have been considered in management s analysis of the adequacy of the allowance for loan losses.

The following table summarizes the Corporation s loan loss experience, and provides a breakdown of the charge-off, recovery and other activity for the years ended June 30:

	2008	2007	2006	2005	2004
Allowance for loan losses at beginning of year	$ 1,381	$ 1,557	$ 1,523	$ 1,753	$ 1,685
Loans charged off:					
Real estate mortgage	33	91	209		84
Real estate construction					
Commercial, financial and agricultural	35	794	447	344	86
Installment loans to individuals	137	152	168	161	283
Total charge offs	205	1,037	824	505	453
Recoveries:					
Real estate mortgage	2	1	12	6	17
Real estate construction					
Commercial, financial and agricultural	31	34	7	43	7
Installment loans to individuals	70	98	109	104	116
Total recoveries	103	133	128	153	140
Net charge offs	102	904	696	352	313
Provision for loan losses charged to operations	430	728	730	122	381

Allowance for loan losses at end of year	$ 1,709	$ 1,381	$ 1,557	$ 1,523	$ 1,753

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

The following schedule is a breakdown of the allowance for loan losses allocated by type of loan and related ratios:

	Allocation of the Allowance for Loan Losses			
	Allowance Amount	% of Loan Type to Total Loans	Allowance Amount	% of Loan Type to Total Loans
	June 30, 2008		June 30, 2007	
Commercial, financial and agricultural	$ 1,031	57.4%	$ 961	58.0%
Installment loans to individuals	83	4.6	96	4.4
Real estate	595	38.0	324	37.6
Total	$ 1,709	100.0%	$ 1,381	100.0%

	Allocation of the Allowance for Loan Losses			
	Allowance Amount	% of Loan Type to Total Loans	Allowance Amount	% of Loan Type to Total Loans
	June 30, 2006		June 30, 2005	
Commercial, financial and agricultural	$ 1,124	58.4%	$ 662	50.7%
Installment loans to individuals	156	4.2	173	4.8
Real estate	277	37.4	580	44.5
Unallocated			108	
Total	$ 1,557	100.0%	$ 1,523	100.0%

	June 30, 2004	
Commercial, financial and agricultural	$ 639	46.0%
Installment loans to individuals	272	4.7
Real estate	676	49.3
Unallocated	166	
Total	$ 1,753	100.0%

While management s periodic analysis of the adequacy of the allowance for loan loss may allocate portions of the allowance for specific problem loan situations, the entire allowance is available for any loan charge-off that may occur. During 2006, the 2005 unallocated portion of the allowance for loan losses was allocated within the allowance for loan losses to the various loan types.

Funding Sources. Total deposits increased $19,253, or 11.4%, from $169,591 at June 30, 2007 to $188,844 at June 30, 2008. Non-interest bearing deposits increased $2,310, or 5.5%, and interest-bearing checking balances increased $3,212, or 31.8%, from June 30, 2007 to June 30, 2008. Time deposits increased $10,247, or 15.0%, and savings deposits increased $3,484, or 7.1%, from June 30, 2007 to June 30, 2008. We believe commercial and retail customers are turning to community banking in these uncertain times and this trend is reflected in the increase in the deposit balances.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

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(Dollars in thousands, except per share data)

The following is a schedule of average deposit amounts and average rates paid on each category for the periods included:

	Years Ended June 30,					
	2008		2007		2006	
	Amount	Rate	Amount	Rate	Amount	Rate
Non-interest bearing demand deposit	$ 42,933		$ 41,058		$ 39,005	
Interest bearing demand deposit	10,197	0.42%	10,160	0.29%	11,898	0.28%
Savings	49,008	1.00	50,333	0.89	52,468	0.60
Certificates and other time deposits	76,547	4.41	68,473	4.37	58,967	3.37
Total	$ 178,685	2.19%	$ 170,024	2.04%	$ 162,338	1.44%

The following table summarizes time deposits issued in amounts of $100 or more as of June 30, 2008 by time remaining until maturity:

Maturing in:	
Under 3 months	$ 5,592
Over 3 to 6 months	6,656
Over 6 to 12 months	6,931
Over 12 months	4,536
Total	$ 23,715

See Note 7 Short-Term Borrowings to the Consolidated Financial Statements, for information concerning short-term borrowings.

Shareholders equity. Total shareholders equity increased by $789 from $18,782 at June 30, 2007 to $19,571 at June 30, 2008. The increase was primarily due to net income of $1,803 for the current fiscal year. This increase was partially offset by cash dividends paid and an increase in treasury stock of $424.

The share repurchase plan that was approved by the Board of Directors in June 2007 ended with 35,876 shares purchased of the 75,000 shares that were authorized for repurchase.

Liquidity

Management considers the asset position of the Bank to be sufficiently liquid to meet normal operating needs and conditions. The Bank s earning assets are divided primarily between loans and available-for-sale securities, with any excess funds placed in federal funds sold on a daily basis.

Net cash from operating activities for the 2008 fiscal year were $3,347, net cash from investing activities was $(30,941) and net cash from financing activities was $28,673. The major sources of cash were $19,253 net increase in deposits, $7,976 net increase in FHLB advances and $10,344 from sales, maturities or principal pay downs on available-for-sale securities. The major uses of cash were the $27,171 purchase of securities and a $10,785 net increase in loans. Total cash and cash equivalents was $6,637 as of June 30, 2008 compared to $5,558 at June 30, 2007.

The Bank groups its loan portfolio into three major categories: real estate loans; commercial, financial and agricultural loans; and consumer loans. The Bank s real estate loan portfolio consists of three basic segments: conventional mortgage loans having fixed rates for terms not longer than fifteen years, variable rate home equity line of credit loans and fixed rate loans having maturity or renewal dates that are less than the scheduled amortization period. Commercial, financial and agricultural loans are comprised of both variable rate notes subject to interest rate changes based on the prime rate and fixed rate notes having maturities of generally not greater than five years. Personal loans offered by the Bank are generally written for periods of up to five years, based on the nature of the collateral. These may be either installment loans having regular monthly payments or demand type loans for short periods of time.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Funds not allocated to the Bank s loan portfolio are invested in various securities having diverse maturity schedules. The majority of the Bank s securities are held in obligations of U.S. Government sponsored entities, mortgage-backed securities, and investments in tax free municipal bonds.

The Bank offers several forms of deposit products to its customers. The rates offered by the Bank and the fees charged for them are competitive with others available currently in the market area. While the Bank continues to be under competitive pressures in the Bank s market area as financial institutions attempt to attract and keep new deposits, many commercial and retail customers have been turning to community banking in these uncertain times. Time deposit interest rates began to decline in the later half of the second quarter of the 2008 fiscal year. Compared to our peers, the Corporation s cost of funds still remains at a relatively low level at 2.98%.

Jumbo time deposits (those with balances of $100 and over) increased from $19,972 at June 30, 2007 to $23,715 at June 30, 2008. These deposits are monitored closely by the Bank and typically priced on an individual basis. When these deposits are from a municipality, certain bank-owned securities are pledged to guarantee the safety of these public fund deposits as required by Ohio law. The Corporation has the option to use a fee paid broker to obtain deposits from outside its normal service area as an additional source of funding. However, these deposits are not relied upon as a primary source of funding and the Bank can foresee no dependence on these types of deposits in the near term.

The net interest margin is monitored monthly. It is the Bank s goal to maintain the net interest margin at 4.0% or greater. The net interest margin on a tax equivalent basis for 2008 was 4.48% as compared to 4.67% for 2007 and 4.65% in 2006.

Capital Resources

At June 30, 2008, management believes the Bank complied with all regulatory capital requirements. Based on the Bank s computed regulatory capital ratios, the Office of the Comptroller of the Currency has determined the Bank to be well capitalized under the Federal Deposit Insurance Act as of its latest exam date. The Bank s actual and required capital amounts are disclosed in Note 11 of the consolidated financial statements. Management is not aware of any matters occurring subsequent to that exam that would cause the Bank s capital category to change.

Impact of Inflation and Changing Prices

The financial statements and related data presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America, which require the measurement of financial position and results of operations primarily in terms of historical dollars without considering changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, virtually all of the assets and liabilities of the Corporation are monetary in nature. Therefore, interest rates have a more significant impact on a financial institution s performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. The liquidity, maturity structure and quality of the Corporation s assets and liabilities are critical to the maintenance of acceptable performance levels.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Critical Accounting Policies

The financial condition and results of operations for Consumers Bancorp, Inc. presented in the Consolidated Financial Statements, accompanying notes to the Consolidated Financial Statements and management s discussion and analysis are, to a large degree, dependent upon the Corporation s accounting policies. The selection and application of these accounting policies involve judgments, estimates and uncertainties that are susceptible to change.

Presented below is a discussion of the accounting policy that management believes is the most important to the portrayal and understanding of the Corporation s financial condition and result of operations. This policy requires management s most difficult, subjective and complex judgments about matters that are inherently uncertain. In the event that different assumptions or conditions were to prevail, and depending upon the severity of such changes, the possibility of materially different financial condition or results of operations is a reasonable likelihood. Also, see Note 1 of the Notes to Consolidated Financial Statements for additional information related to significant accounting policies.

Allowance for Loan Losses. Management periodically reviews the loan portfolio in order to establish an estimated allowance for loan losses (allowance) that are probable as of the respective reporting date. Additions to the allowance are charged against earnings for the period as a provision for loan losses. Actual loan losses are charged against the allowance when management believes that the collection of principal will not occur. Unpaid interest for loans that are placed on non-accrual status is reversed against current interest income.

The allowance is regularly reviewed by management to determine whether or not the amount is considered adequate to absorb probable losses. If not, an additional provision is made to increase the allowance. This evaluation includes specific loss estimates on certain individually reviewed loans, loss estimates for loan groups or pools that are based on historical loss experience and general loss estimates that are based upon the size, quality, and concentration characteristics of the various loan portfolios, adverse situations that may affect a borrower s ability to repay, and current economic and industry conditions, among other things. The allowance is also subject to periodic examination by regulators whose review includes a determination as to its adequacy to absorb potential losses.

Those judgments and assumptions that are most critical to the application of this accounting policy are the initial and on-going credit-worthiness of the borrower, the amount and timing of future cash flows of the borrower that are available for repayment of the loan, the sufficiency of underlying collateral, the enforceability of third-party guarantees, the frequency and subjectivity of loan reviews and risk grading, emerging or changing trends that might not be fully captured in the historical loss experience, and charges against the allowance for actual losses that are greater than previously estimated. These judgments and assumptions are dependent upon or can be influenced by a variety of factors including the breadth and depth of experience of lending officers, credit administration and the loan review staff that periodically review the status of the loan, changing economic and industry conditions, changes in the financial condition of the borrower, and changes in the value and availability of the underlying collateral and guarantees.

While the Corporation strives to reflect all known risk factors in its evaluations, judgment errors may occur. If different assumptions or conditions were to prevail, the amount and timing of interest income and loan losses could be materially different. These factors are most pronounced during economic downturns. Since, as described above, so many factors can affect the amount and timing of losses on loans it is difficult to predict, with any degree of certainty, the affect on income if different conditions or assumptions were to prevail.

Valuation of Securities. The portfolio of available-for-sale securities is reported at fair value. The fair value of a security is determined based on quoted market prices. If quoted market prices are not available, fair value is determined based on quoted prices of similar instruments. Securities are reviewed quarterly for possible other-than-temporary impairment. The review includes an analysis of the facts and circumstances of each individual security, such as the length of time the fair value has been below cost, the expectation for that security s performance, the credit worthiness of the issuer, and the Corporation s ability to hold the security to maturity. A decline in value that is considered to be other-than-temporary would be recorded as a loss within other income in the consolidated statements of income.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL

CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Quantitative and Qualitative Disclosures about Market Risk

The Bank measures interest-rate risk from the perspectives of earnings at risk and value at risk. The primary purpose of both the loan and securities portfolios is the generation of income. Credit risk is the principal focus of risk analysis in the loan portfolio, while interest-rate risk is the principal focus in the securities portfolio. The securities portfolio is the vehicle used to manage both interest-rate and liquidity risk. The Bank monitors interest rate risk position using simulation analysis of net interest income and net income over a two-year period. The Bank also calculates the effect of an instantaneous change in market interest rates on the economic value of equity or net portfolio value. Once these analyses are complete, management reviews the results, with an emphasis on the income-simulation results for purposes of managing interest-rate risk. The rate sensitivity position is managed to avoid wide swings in net interest margins. Measurement and identification of current and potential interest rate risk exposures is conducted quarterly, with reporting and monitoring also occurring quarterly. The Bank applies interest rate shocks to its financial instruments up and down 50, 100, 200, and 300 basis points. In 2008, the guidelines for the one year change in net interest income and the change in net present value of equity were updated to be more reflective of industry standards for the peer group management uses for comparison purposes.

The projected volatility of net interest income to a +200 and -100 basis points change for all quarterly models during 2008 and 2007 fell within the Board of Directors guidelines for net interest income change. The projected volatility of the net present value of equity to a +200 basis points change in market interest rates is slightly outside of the policy guidelines in 2008. This was mainly caused by widening spreads on government sponsored entity securities. The widening spreads caused more depreciation within the portfolio as rates rise.

The following table presents an analysis of the potential sensitivity of the Bank s annual net interest income and present value of the Bank s financial instruments to sudden and sustained increase or decrease of 100 and 200 basis points change in market interest rates:

	2008	Guidelines	2007	Guidelines
One Year Net Interest Income Change				
+200 Basis Points	0.2%	>-20.0%	(1.6)%	>-16.0%
+100 Basis Points	0.4%	>-12.5%	(0.7)%	>-8.0%
-100 Basis Points	0.2%	>-12.5%	0.6%	>-8.0%
-200 Basis Points	(1.2)%	>-20.0%	1.2%	>-16.0%
Net Present Value of Equity Change				
+200 Basis Points	(26.8)%	>-25.0%	(14.3)%	>-20.0%
+100 Basis Points	(14.4)%	>-20.0%	(6.2)%	>-20.0%
-100 Basis Points	8.5%	>-20.0%	(1.2)%	>-20.0%
-200 Basis Points	3.3%	>-25.0%	(5.6)%	>-20.0%

The preceding analysis is based on numerous assumptions, including relative levels of market interest rates, loan prepayments and reactions of depositors to changes in interest rates, and should not be relied upon as being indicative of actual results. Further, the analysis does not necessarily contemplate all actions the Bank may undertake in response to changes in interest rates.

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CONDITION AND RESULTS OF OPERATIONS (continued)

(Dollars in thousands, except per share data)

Contractual Obligations, Commitments and Contingent Liabilities

The following table presents, as of June 30, 2008, the Corporation s significant fixed and determinable contractual obligations by payment date. The payment amounts represent those amounts contractually due to the recipient and do not include any unamortized premiums or discounts. Further discussion of the nature of each obligation is included in the referenced note to the consolidated financial statements.

	Note Reference	2008	2009	2010	2011	2012	Thereafter	Total
Certificates of deposit	6	$ 63,943	$ 10,248	$ 2,097	$ 1,396	$ 514	$ 378	$ 78,576
Short-term borrowings	7	11,892						11,892
Federal Home Loan Advances	8	1,242	1,075	1,256	1,089			