

Eagle Bancorp Montana, Inc.  
Form 10-Q  
February 12, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2013

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 1-34682

Eagle Bancorp Montana, Inc.

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(Exact name of small business issuer as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or organization)

27-1449820  
(I.R.S. Employer Identification No.)

1400 Prospect Avenue, Helena, MT 59601

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(Address of principal executive offices)

(406) 442-3080

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(Issuer's telephone number)

Website address: [www.americanfederalsavingsbank.com](http://www.americanfederalsavingsbank.com)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer            Accelerated filer        
Non-accelerated filer            Smaller reporting company        
(Do not check if smaller  
reporting company)

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

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Common stock, par value \$0.01 per share      3,918,399 shares outstanding  
As of February 12, 2014

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

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101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

Note Regarding Forward-Looking Statements

This report includes “forward-looking statements” within the meaning and protections of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. All statements other than statements of historical fact are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as “may,” “will,” “anticipate,” “assume,” “should,” “indicate,” “would,” “believe,” “contemplate,” “expect,” “estimate,” “continue,” “could,” “intend,” “target” and other similar words and expressions of the future. These forward-looking statements include, but are not limited to:

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

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

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

- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements;
  - general economic conditions, either nationally or in our market areas, that are worse than expected;
  - competition among depository and other financial institutions;
- changes in the prices, values and sales volume of residential and commercial real estate in Montana;
- inflation and changes in the interest rate environment that reduce our margins or reduce the fair value of financial instruments;
  - changes or volatility in the securities markets;
- our ability to enter new markets successfully and capitalize on growth opportunities;
  - our ability to successfully integrate acquired entities or businesses;
  - the possibility of goodwill impairment charges in the future;
  - changes in consumer spending, borrowing and savings habits;
- our ability to continue to increase and manage our commercial and residential real estate, multi-family, and commercial business loans;
- possible impairments of securities held by us, including those issued by government entities and government sponsored enterprises;
  - the level of future deposit premium assessments;
- the impact of the current economic conditions on our loan portfolio (including cash flow and collateral values), investment portfolio, customers and capital market activities;
- the impact of recently enacted legislation to restructure the U.S. financial and regulatory system, including proposals to reform the housing markets and government-sponsored enterprises serving such markets;
- the failure of assumptions underlying the establishment of allowance for possible loan losses and other estimates;
- changes in the financial performance and/or condition of our borrowers and their ability to repay their loans when due; and

- the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Securities and Exchange Commission, the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. For a further list and description of various risks, relevant factors and uncertainties that could cause future results or events to differ materially from those expressed or implied in our forward-looking statements, see the Item 1A, “Risk Factors” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections contained elsewhere in this report, as well as our Annual Report on Form 10-K for the fiscal year ended June 30, 2013, any subsequent Reports on Form 10-Q and Form 8-K, and other filings with the SEC. We do not undertake any obligation to publicly update or correct any forward-looking statements to reflect events or circumstances that subsequently occur, or of which we hereafter become aware.

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|   | December<br>31,<br>2013 | June 30,<br>2013 |
|---|-------------------------|------------------|
| <b>ASSETS</b>   |                         |                  |
| Cash and due from banks   | \$6,439                 | \$3,776          |
| Interest-bearing deposits with banks  | 616                     | 2,385            |
| Total cash and cash equivalents   | 7,055                   | 6,161            |
| Securities available-for-sale,<br>at market value   | 195,007                 | 218,963          |
| Federal Home Loan Bank stock, at cost   | 1,896                   | 1,931            |
| Investment in Eagle Bancorp Statutory Trust I   | 155                     | 155              |
| Mortgage loans held-for-sale  | 14,655                  | 20,807           |
| Loans receivable, net of deferred loan expenses of \$319 at December 31, 2013<br>and \$117 at June 30, 2013 and allowance for loan losses of \$2,120 at<br>December 31, 2013 and \$2,000 at June 30, 2013 | 247,379                 | 214,677          |
| Accrued interest and dividends receivable   | 2,388                   | 2,387            |
| Mortgage servicing rights, net  | 3,526                   | 3,192            |
| Premises and equipment, net   | 19,155                  | 18,943           |
| Cash surrender value of life insurance  | 11,035                  | 10,869           |
| Real estate and other repossessed assets acquired in settlement of loans, net   | 419                     | 550              |
| Goodwill  | 7,034                   | 6,890            |
| Core deposit intangible, net  | 830                     | 922              |
| Other assets  | 5,853                   | 4,087            |
| <b>Total assets</b>   | <b>\$516,387</b>        | <b>\$510,534</b> |

See accompanying notes to the unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION (Continued)

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|  | December<br>31,<br>2013 | June 30,<br>2013 |
|--|-------------------------|------------------|
| <b>LIABILITIES</b>   |                         |                  |
| Deposit accounts:  |                         |                  |
| Noninterest bearing  | \$56,775                | \$52,972         |
| Interest bearing   | 375,466                 | 364,779          |
| Total deposits   | 432,241                 | 417,751          |
| Accrued expenses and other liabilities   | 3,167                   | 3,535            |
| FHLB advances and other borrowings   | 28,067                  | 34,861           |
| Subordinated debentures  | 5,155                   | 5,155            |
| Total liabilities  | 468,630                 | 461,302          |
| <b>EQUITY</b>  |                         |                  |
| Preferred stock (no par value, 1,000,000 shares<br>authorized, none issued or outstanding)   | -                       | -                |
| Common stock (par value \$0.01 per share; 8,000,000 shares authorized;<br>4,083,127 shares issued; 3,918,399 and 3,898,685 shares outstanding<br>at December 31, 2013 and June 30, 2013, respectively) | 41                      | 41               |
| Additional paid-in capital   | 22,118                  | 22,109           |
| Unallocated common stock held by employee<br>stock ownership plan ("ESOP")   | (1,307 )                | (1,390 )         |
| Treasury stock, at cost  | (1,800 )                | (1,993 )         |
| Retained earnings  | 34,422                  | 33,849           |
| Accumulated other comprehensive loss   | (5,717 )                | (3,384 )         |
| Total equity   | 47,757                  | 49,232           |
| Total liabilities and equity   | \$516,387               | \$510,534        |

See accompanying notes to the unaudited consolidated financial statements.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|  | Three Months Ended<br>December 31, |         | Six Months Ended<br>December 31, |         |
|--|------------------------------------|---------|----------------------------------|---------|
|  | 2013                               | 2012    | 2013                             | 2012    |
| <b>Interest and Dividend Income:</b>   |                                    |         |                                  |         |
| Interest and fees on loans   | \$3,231                            | \$2,753 | \$6,352                          | \$5,304 |
| Securities available-for-sale  | 1,083                              | 735     | 2,102                            | 1,404   |
| Interest on deposits with banks  | 3                                  | 11      | 4                                | 16      |
| Total interest and dividend income   | 4,317                              | 3,499   | 8,458                            | 6,724   |
| <b>Interest Expense:</b>   |                                    |         |                                  |         |
| Deposits   | 312                                | 333     | 633                              | 581     |
| FHLB advances & other borrowings   | 183                                | 230     | 365                              | 524     |
| Subordinated debentures  | 21                                 | 23      | 42                               | 47      |
| Total interest expense   | 516                                | 586     | 1,040                            | 1,152   |
| Net interest income  | 3,801                              | 2,913   | 7,418                            | 5,572   |
| Loan loss provision  | 153                                | 187     | 312                              | 422     |
| Net interest income after loan loss provision  | 3,648                              | 2,726   | 7,106                            | 5,150   |
| <b>Noninterest Income:</b>   |                                    |         |                                  |         |
| Service charges on deposit accounts  | 264                                | 184     | 543                              | 350     |
| Net gain on sale of loans (includes \$590 and \$179 for the three months ended December 31, 2013 and 2012, respectively, and \$582 and \$192 for the six months ended December 31, 2013 and 2012, respectively, related to accumulated other comprehensive earnings reclassification)                        | 963                                | 962     | 2,554                            | 1,774   |
| Mortgage loan servicing fees   | 339                                | 247     | 653                              | 481     |
| Net gain on sale of available for sale securities (includes \$405 and \$220 for the three months ended December 31, 2013 and 2012, respectively, and \$836 and \$272 for the six months ended December 31, 2013 and 2012, respectively related to accumulated other comprehensive earnings reclassification) | 405                                | 245     | 836                              | 312     |
| Net loss on sale of OREO   | (22 )                              | (6 )    | (50 )                            | (23 )   |
| Net gain on fair value hedge   | 48                                 | 28      | 71                               | 65      |
| Other  | 472                                | 257     | 960                              | 533     |
| Total noninterest income   | 2,469                              | 1,917   | 5,567                            | 3,492   |

See accompanying notes to the unaudited consolidated financial statements.

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME (Continued)

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|   | Three Months Ended<br>December 31, |           | Six Months Ended<br>December 31, |           |
|---|------------------------------------|-----------|----------------------------------|-----------|
|   | 2013                               | 2012      | 2013                             | 2012      |
| Noninterest Expense:  |                                    |           |                                  |           |
| Salaries and employee benefits  | 3,088                              | 2,131     | 6,430                            | 3,572     |
| Occupancy and equipment expense   | 688                                | 508       | 1,375                            | 850       |
| Data processing   | 483                                | 193       | 931                              | 340       |
| Advertising   | 206                                | 218       | 457                              | 419       |
| Amortization of mortgage servicing rights   | 141                                | 221       | 334                              | 408       |
| Amortization of core deposit intangible and tax credits   | 108                                | 48        | 217                              | 48        |
| Federal insurance premiums  | 84                                 | 43        | 168                              | 92        |
| Postage   | 50                                 | 37        | 92                               | 63        |
| Legal, accounting, and examination fees   | 145                                | 122       | 269                              | 213       |
| Consulting fees   | 69                                 | 35        | 155                              | 61        |
| Acquisition costs   | -                                  | 731       | -                                | 1,208     |
| Valuation losses on OREO  | -                                  | 30        | -                                | 98        |
| Other   | 551                                | 469       | 1,038                            | 849       |
| Total noninterest expense   | 5,613                              | 4,786     | 11,466                           | 8,221     |
| Income (loss) before provision for income taxes   | 504                                | (143 )    | 1,207                            | 421       |
| Income Tax Expense (Benefit) (includes \$594 and \$323 for the three months ended December 31, 2013 and 2012, respectively, and \$1,605 and \$224 for the six months ended December 31, 2013 and 2012, respectively, related to income tax benefit from reclassification items) | 30                                 | (103 )    | 66                               | 39        |
| Net Income (Loss)   | \$474                              | \$(40 )   | \$1,141                          | \$382     |
| Basic earnings per common share   | \$0.12                             | \$(0.01 ) | \$0.29                           | \$0.10    |
| Diluted earnings per common share   | \$0.12                             | \$(0.01 ) | \$0.29                           | \$0.10    |
| Weighted average shares outstanding (basic eps)   | 3,911,756                          | 3,741,815 | 3,905,221                        | 3,733,302 |
| Weighted average shares outstanding (diluted eps)   | 3,978,978                          | 3,933,114 | 3,978,260                        | 3,931,030 |

See accompanying notes to the unaudited consolidated financial statements.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in Thousands)

(Unaudited)

|   | Three Months Ended<br>December 31, |           | Six Months Ended<br>December 31, |        |
|---|------------------------------------|-----------|----------------------------------|--------|
|   | 2013                               | 2012      | 2013                             | 2012   |
| NET INCOME (LOSS)   | \$ 474                             | \$ (40 )  | \$1,141                          | \$ 382 |
| <b>OTHER ITEMS OF COMPREHENSIVE (LOSS) INCOME:</b>  |                                    |           |                                  |        |
| Change in unrealized loss on investment securities available for sale, before income taxes                          | (828 )                             | (787 )    | (2,886 )                         | (481 ) |
| Reclassification adjustment for realized gains on investment securities included in net earnings, before income tax | (405 )                             | (220 )    | (836 )                           | (272 ) |
| Change in fair value of derivatives designated as cash flow hedges, before income taxes                             | 366                                | 396       | 366                              | 395    |
| Reclassification adjustment for realized gains on derivatives designated as cash flow hedges, before income taxes   | (590 )                             | (179 )    | (582 )                           | (192 ) |
| Total other items of comprehensive loss   | (1,457 )                           | (790 )    | (3,938 )                         | (550 ) |
| Income tax benefit (expense) related to:  |                                    |           |                                  |        |
| Investment securities   | 503                                | 412       | 1,517                            | 307    |
| Derivatives designated as cash flow hedges  | 91                                 | (89 )     | 88                               | (83 )  |
|   | 594                                | 323       | 1,605                            | 224    |
| COMPREHENSIVE (LOSS) INCOME   | \$ (389 )                          | \$ (507 ) | \$ (1,192 )                      | \$ 56  |

See accompanying notes to the unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

For the Six Months Ended December 31, 2013 and 2012

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|  | PREFERRED<br>STOCK | COMMON<br>STOCK | ADDITIONAL<br>UNALLOCATED<br>PAID-IN<br>CAPITAL | ESOP<br>SHARES | TREASURY<br>STOCK | RETAINED<br>EARNINGS | ACCUMULATED<br>OTHER<br>COMPREHENSIVE<br>INCOME<br>(LOSS) | TOTAL     |
|--|--------------------|-----------------|---|----------------|-------------------|----------------------|---|-----------|
| Balance, July 1,<br>2012   | \$ -               | \$ 41           | \$ 22,112                                       | \$ (1,556 )    | \$ (2,210 )       | \$ 32,990            | \$ 2,273  | \$ 53,650 |
| Net income   |                    |                 |   |                |                   | 382                  |   | 382       |
| Other<br>comprehensive<br>loss   |                    |                 |   |                |                   |                      | (326 )  | (326 )    |
| Dividends paid (\$0.07125 per<br>share per quarter)  |                    |                 |   |                |                   | (554 )               |   | (554 )    |
| Treasury stock<br>reissued   |                    |                 | (11 )   |                | 217               |                      |   | 206       |
| ESOP shares<br>allocated or<br>committed to be<br>released for<br>allocation (8,308<br>shares) |                    |                 | 2   | 83             |                   |                      |   | 85        |
| Balance,<br>December 31,<br>2012   | \$ -               | \$ 41           | \$ 22,103                                       | \$ (1,473 )    | \$ (1,993 )       | \$ 32,818            | \$ 1,947  | \$ 53,443 |
| Balance, July 1,<br>2013   | \$ -               | \$ 41           | \$ 22,109                                       | \$ (1,390 )    | \$ (1,993 )       | \$ 33,849            | \$ (3,384 )   | \$ 49,232 |
| Net income   |                    |                 |   |                |                   | 1,141                |   | 1,141     |
| Other<br>comprehensive<br>loss   |                    |                 |   |                |                   |                      | (2,333 )  | (2,333 )  |

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|   |      |       |           |             |             |           |             |           |
|---|------|-------|-----------|-------------|-------------|-----------|-------------|-----------|
| Dividends paid (\$.0725 per share per quarter)                                  |      |       |           |             | (568 )      |           |             | (568 )    |
| Treasury stock reissued   |      |       |           |             | 193         |           |             | 193       |
| ESOP shares allocated or committed to be released for allocation (8,308 shares) |      |       |           |             | 9           | 83        |             | 92        |
| Balance, December 31, 2013  | \$ - | \$ 41 | \$ 22,118 | \$ (1,307 ) | \$ (1,800 ) | \$ 34,422 | \$ (5,717 ) | \$ 47,757 |

See accompanying notes to the unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|   | Six Months Ended<br>December 31, |            |
|---|----------------------------------|------------|
|   | 2013                             | 2012       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>  |                                  |            |
| Net income  | \$1,141                          | \$382      |
| Adjustments to reconcile net income to net cash provided by operating activities:                           |                                  |            |
| Provision for loan losses   | 312                              | 422        |
| Valuation losses on OREO  | -                                | 98         |
| Depreciation  | 574                              | 401        |
| Net amortization of marketable securities premium and discounts   | 1,606                            | 438        |
| Amortization of mortgage servicing rights   | 334                              | 408        |
| Amortization of core deposit intangible and tax credits   | 217                              | 48         |
| Gain on sale of loans   | (2,554 )                         | (1,774 )   |
| Net realized gain on sale of available-for-sale securities  | (836 )                           | (312 )     |
| Loss on sale of OREO  | 50                               | 23         |
| Gain on fair value hedge  | (71 )                            | (65 )      |
| Net gain on sale/disposal of fixed assets   | (26 )                            | -          |
| Appreciation in cash surrender value of life insurance, net   | (166 )                           | (150 )     |
| Change in assets and liabilities:   |                                  |            |
| (Increase) decrease in assets:  |                                  |            |
| Accrued interest and dividends receivable   | (1 )                             | (583 )     |
| Loans held-for-sale   | 8,435                            | (2,495 )   |
| Other assets  | (233 )                           | (2,252 )   |
| (Decrease) increase in liabilities:   |                                  |            |
| Accrued expenses and other liabilities  | (10 )                            | 105        |
| Net cash provided by (used in) operating activities   | 8,772                            | (5,306 )   |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>  |                                  |            |
| Activity in available-for-sale securities   |                                  |            |
| Sales   | 34,378                           | 8,338      |
| Maturities, principal payments, calls   | 14,491                           | 11,474     |
| Purchases   | (29,405 )                        | (136,976 ) |
| FHLB stock redeemed   | 35                               | 36         |
| Cash received in acquisition of Sterling Bank branches, net of cash paid                                    | -                                | 130,094    |
| Final valuation adjustments related to acquisition of Sterling Bank branches                                | (144 )                           | -          |
| Net increase in loan receivable, excludes transfers to real estate<br>acquired in settlement of loans       | (33,682 )                        | (282 )     |
| Proceeds from the sale of real estate and other repossessed<br>property acquired in the settlement of loans | 81                               | 1,247      |
| Insurance proceeds related to property and equipment  | 28                               | -          |
| Purchase of property and equipment  | (788 )                           | (762 )     |
| Net cash (used in) provided by investing activities   | (15,006 )                        | 13,169     |



See accompanying notes to the unaudited consolidated financial statements.

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

|   | Six Months Ended<br>December 31, |           |
|---|----------------------------------|-----------|
|   | 2013                             | 2012      |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                              |                                  |           |
| Net increase in checking and savings accounts                             | \$14,490                         | \$12,273  |
| Net change in advances from the FHLB and other borrowings                 | (6,794 )                         | (13,235 ) |
| Dividends paid  | (568 )                           | (554 )    |
| Net cash provided by (used in) financing activities                       | 7,128                            | (1,516 )  |
| Net increase in cash  | 894                              | 6,347     |
| CASH AND CASH EQUIVALENTS, beginning of period                            | 6,161                            | 19,814    |
| CASH AND CASH EQUIVALENTS, end of period                                  | \$7,055                          | \$26,161  |
| <b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>                                |                                  |           |
| Cash paid during the period for interest                                  | \$1,067                          | \$1,240   |
| Cash paid during the period for income taxes                              | \$108                            | \$372     |
| Assets acquired through foreclosure                                       | \$-                              | \$243     |
| <b>NON-CASH INVESTING ACTIVITIES:</b>                                     |                                  |           |
| Decrease in market value of securities available-for-sale                 | \$3,722                          | \$753     |
| Mortgage servicing rights recognized                                      | \$668                            | \$540     |
| ESOP shares released  | \$92                             | \$85      |
| Loans transferred to real estate and other assets acquired in foreclosure | \$-                              | \$468     |
| Treasury shares reissued for compensation                                 | \$193                            | \$206     |

See accompanying notes to the unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. However, such information reflects all adjustments (consisting of normal recurring adjustments) which are, in the opinion of management, necessary for a fair presentation of results for the unaudited interim periods.

The results of operations for the six month period ended December 31, 2013 are not necessarily indicative of the results to be expected for the fiscal year ending June 30, 2014 or any other period. The unaudited consolidated financial statements and notes presented herein should be read in conjunction with the audited consolidated financial statements and related notes thereto included in Eagle's Form 10-K for the fiscal year ended June 30, 2013.

The Company evaluated subsequent events for potential recognition and/or disclosure through February 12, 2014 the date the consolidated financial statements were issued.

## NOTE 2. INVESTMENT SECURITIES

Investment securities are summarized as follows:

| (In Thousands)                                    | December 31, 2013 |                                       |               | June 30, 2013     |                                       |               |          |           |           |
|---|-------------------|---------------------------------------|---------------|-------------------|---------------------------------------|---------------|----------|-----------|-----------|
|   | Amortized<br>Cost | Gross<br>Unrealized<br>Gains (Losses) | Fair<br>Value | Amortized<br>Cost | Gross<br>Unrealized<br>Gains (Losses) | Fair<br>Value |          |           |           |
| Available-for-sale:                               |                   |                                       |               |                   |                                       |               |          |           |           |
| U.S. government and<br>agency obligations         | \$45,458          | \$61                                  | \$(865 )      | \$44,654          | \$50,904                              | \$514         | \$(487 ) | \$50,931  |           |
| Municipal obligations                             | 87,404            | 374                                   | (7,337 )      | 80,441            | 88,948                                | 1,072         | (5,584 ) | 84,436    |           |
| Corporate obligations                             | 5,977             | 21                                    | (144 )        | 5,854             | 9,130                                 | 84            | (153 )   | 9,061     |           |
| Mortgage-backed securities -<br>government backed | 28,682            | 14                                    | (868 )        | 27,828            | 27,680                                | 35            | (813 )   | 26,902    |           |
| CMOs - government backed                          | 37,501            | 144                                   | (1,415 )      | 36,230            | 48,594                                | 307           | (1,268 ) | 47,633    |           |
|   |                   |                                       |               |                   |                                       |               |          |           |           |
|   | Total             | \$205,022                             | \$614         | \$(10,629)        | \$195,007                             | \$225,256     | \$2,012  | \$(8,305) | \$218,963 |

For the three months ended December 31, 2013 and 2012, net proceeds from sales of securities available for sale amounted to \$18,229,000 and \$7,764,000, respectively. For the three months ended December 31, 2013 and 2012 gross realized gains amounted to \$439,000 and \$301,000, respectively and gross realized losses amounted to \$34,000 and \$56,000, respectively. For the six months ended December 31, 2013 and 2012, net proceeds from sales of securities available for sale amounted to \$34,378,000 and \$8,338,000, respectively. For the six months ended December 31, 2013 and 2012, gross realized gains amounted to \$919,000 and \$368,000, respectively and gross realized losses amounted to \$83,000 and \$56,000, respectively.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 2. INVESTMENT SECURITIES – continued

The amortized cost and fair value of securities at December 31, 2013 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

|  | Amortized<br>Cost | Fair<br>Value |
|--|-------------------|---------------|
|  | (In Thousands)    |               |
| Due in one year or less                        | \$ 1,130          | \$ 1,149      |
| Due from one to five years                     | 5,141             | 5,171         |
| Due from five to ten years                     | 18,320            | 17,659        |
| Due after ten years                            | 114,249           | 106,970       |
|  | 138,840           | 130,949       |
| Mortgage-backed securities - government-backed | 28,682            | 27,828        |
| CMOs - government backed                       | 37,500            | 36,230        |
| Total  | \$ 205,022        | \$ 195,007    |

Maturities of securities do not reflect repricing opportunities present in adjustable rate securities.

The following table discloses, as of December 31, 2013 and June 30, 2013, the Company's investment securities that have been in a continuous unrealized-loss position for less than twelve months and those that have been in a continuous unrealized-loss position for twelve or more months:

|                            | December 31, 2013   |                               |                     |                               |
|----------------------------|---------------------|-------------------------------|---------------------|-------------------------------|
|                            | Less Than 12 Months |                               | 12 Months or Longer |                               |
|                            | (In Thousands)      |                               |                     |                               |
|                            | Fair<br>Value       | Gross<br>Unrealized<br>Losses | Fair<br>Value       | Gross<br>Unrealized<br>Losses |
| U.S. government and agency | \$15,783            | \$815                         | \$2,768             | \$50                          |
| Corporate obligations      | 4,856               | 144                           | -                   | -                             |
| Municipal obligations      | 47,023              | 4,109                         | 21,921              | 3,228                         |
| Mortgage-backed and CMOs   | 38,968              | 1,196                         | 15,679              | 1,087                         |
| Total                      | \$106,630           | \$6,264                       | \$40,368            | \$4,365                       |
|                            | June 30, 2013       |                               |                     |                               |
|                            | Less Than 12 Months |                               | 12 Months or Longer |                               |
| U.S. government and agency | \$19,615            | \$487                         | \$-                 | \$-                           |
| Corporate obligations      | 5,017               | 153                           | -                   | -                             |

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|                        |           |         |       |      |
|------------------------|-----------|---------|-------|------|
| Municipal obligations  | 60,910    | 5,495   | 539   | 89   |
| Mortgage-backed & CMOs | 52,548    | 2,080   | 309   | 1    |
| Total                  | \$138,090 | \$8,215 | \$848 | \$90 |

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 2. INVESTMENT SECURITIES - continued

In evaluating debt securities for other-than-temporary impairment losses, management assesses whether the Company intends to sell or if it is more likely than not that it will be required to sell impaired debt securities. In doing so, management considers contractual constraints, liquidity, capital, asset/liability management and securities portfolio objectives. With respect to its impaired debt securities at December 31, 2013 and June 30, 2013, management determined that it does not intend to sell and that there is no expected requirement to sell any of its impaired debt securities.

As of December 31, 2013 and June 30, 2013, there were, respectively, 136 and 126 securities in an unrealized loss position and were considered to be temporarily impaired and therefore an impairment charge has not been recorded. All of such temporarily impaired investments are debt securities.

At December 31, 2013, 8 U.S. government and agency obligations had unrealized losses with aggregate depreciation of approximately 4.46% from the Company's amortized cost basis of these securities. We believe these unrealized losses are principally due to interest rate movements. As such, the Company determined that none of such securities had other-than-temporary impairment.

At December 31, 2013, 5 corporate obligations had an unrealized loss of approximately 2.88% from the Company's amortized cost basis of this security. We believe these unrealized losses are principally due to interest rate movements. As such, the Company determined that none of this security had other-than-temporary impairment.

At December 31, 2013, 102 municipal obligations had unrealized losses with aggregate depreciation of approximately 9.62% from the Company's amortized cost basis of these securities. We believe these unrealized losses are principally due to interest rate movements and recent credit concerns in the overall municipal bond market. As such, the Company determined that none of such securities had other-than-temporary impairment.

At December 31, 2013, 21 mortgage backed and CMO securities had unrealized losses with aggregate depreciation of approximately 4.01% from the Company's cost basis of these securities. We believe these unrealized losses are principally due to the credit market's concerns regarding the stability of the mortgage market. Management considers available evidence to assess whether it is more likely than not that all amounts due would not be collected. In such assessment, management considers the severity and duration of the impairment, the credit ratings of the security, the overall deal and payment structure, including the Company's position within the structure, underlying obligor, financial condition and near term prospects of the issuer, delinquencies, defaults, loss severities, recoveries, prepayments, cumulative loss projections, discounted cash flows and fair value estimates. There has been no disruption of the scheduled cash flows on any of the securities. Management's analysis as of December 31, 2013 revealed no expected credit losses on these securities.

At June 30, 2013, 98 U.S. Government and agency securities and municipal obligations had unrealized losses with aggregate depreciation of approximately 6.96% from the Company's amortized cost basis. These unrealized losses were principally due to changes in interest rates and credit spreads. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available for sale, no declines are deemed to be other than temporary.

At June 30, 2013, 5 corporate obligations had unrealized losses with aggregate depreciation of approximately 2.96% from the Company's cost basis. This unrealized loss is principally due to changes in interest rates. No credit issues have been identified that caused management to believe the declines in market value were other than temporary. As management has the ability to hold debt securities until maturity, or for the foreseeable future if classified as available for sale, no declines are deemed to be other than temporary.

At June 30, 2013, 23 mortgage backed and CMO securities had unrealized losses with aggregate depreciation of approximately 3.79% from the Company's cost basis. We believed these unrealized losses were principally due to the credit market's concerns regarding the stability of the mortgage market. There has been no disruption of the scheduled cash flows on any of the securities. Management's analysis as of June 30, 2013 revealed no expected credit losses on the securities.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE

Loans receivable consist of the following:

|                                   | December<br>31,<br>2013 | June 30,<br>2013 |
|-----------------------------------|-------------------------|------------------|
|                                   | (In Thousands)          |                  |
| First mortgage loans:             |                         |                  |
| Residential mortgage (1-4 family) | \$83,445                | \$70,453         |
| Commercial real estate            | 81,319                  | 74,395           |
| Real estate construction          | 4,213                   | 2,738            |
| Other loans:                      |                         |                  |
| Home equity                       | 36,697                  | 35,660           |
| Consumer                          | 12,796                  | 11,773           |
| Commercial                        | 31,348                  | 21,775           |
| Total                             | 249,818                 | 216,794          |
| Allowance for loan losses         | (2,120 )                | (2,000 )         |
| Deferred loan fees, net           | (319 )                  | (117 )           |
| Total loans, net                  | \$247,379               | \$214,677        |

Within the commercial real estate loan category above, \$13,067,000 and \$13,134,000 was guaranteed by the United States Department of Agriculture Rural Development, at December 31, 2013 and June 30, 2013, respectively. Within the commercial loan category above, \$3,269,000 and \$0 were in loans originated through a syndication program where the business resides outside of Montana, at December 31, 2013, and June 30, 2013, respectively.

Non-Performing Assets – The following table sets forth information regarding non-performing assets as of the dates indicated.

|   | December<br>31,<br>2013 | June 30,<br>2013 |
|---|-------------------------|------------------|
|   | (Dollars in Thousands)  |                  |
| Non-accrual loans                                   | \$778                   | \$470            |
| Accruing loans delinquent 90 days or more           | -                       | -                |
| Restructured loans, net                             | 214                     | 303              |
| Total nonperforming loans                           | 992                     | 773              |
| Real estate owned and other repossessed assets, net | 419                     | 550              |
| Total   | \$1,411                 | \$1,323          |

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|   |         |   |         |   |
|---|---------|---|---------|---|
| Total non-performing assets as a percentage of total assets   | 0.27    | % | 0.30    | % |
| Allowance for loan losses                                     | \$2,120 |   | \$2,000 |   |
| Percent of allowance for loan losses to non-performing loans  | 213.7   | % | 258.7   | % |
| Percent of allowance for loan losses to non-performing assets | 150.2   | % | 151.2   | % |

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

The following tables set forth information regarding the activity in the allowance for loan losses for the dates indicated:

|                                    | Three Months Ended<br>December 31, 2013<br>(In Thousands) |                           |              |                |          |            | Total   |
|------------------------------------|---|---------------------------|--------------|----------------|----------|------------|---------|
|                                    | 1-4 Family<br>Real Estate                                 | Commercial<br>Real Estate | Construction | Home<br>Equity | Consumer | Commercial |         |
| Allowance for credit losses:       |   |                           |              |                |          |            |         |
| Beginning balance, October 1, 2013 | \$443   | \$818                     | \$25         | \$324          | \$72     | \$318      | \$2,000 |
| Charge-offs                        | -   | (24)                      | -            | -              | (10)     | -          | (34)    |
| Recoveries                         | -   | -                         | -            | -              | 1        | -          | 1       |
| Provision                          | 20  | 120                       | -            | -              | (12)     | 25         | 153     |
| Ending balance, December 31, 2013  | \$463   | \$914                     | \$25         | \$324          | \$51     | \$343      | \$2,120 |

|                                   | Six Months Ended<br>December 31, 2013 |                           |              |                |          |            | Total   |
|-----------------------------------|---------------------------------------|---------------------------|--------------|----------------|----------|------------|---------|
|                                   | 1-4 Family<br>Real Estate             | Commercial<br>Real Estate | Construction | Home<br>Equity | Consumer | Commercial |         |
| Allowance for credit losses:      |                                       |                           |              |                |          |            |         |
| Beginning balance, July 1, 2013   | \$423                                 | \$952                     | \$15         | \$290          | \$40     | \$280      | \$2,000 |
| Charge-offs                       | -                                     | (178)                     | -            | (5)            | (11)     | -          | (194)   |
| Recoveries                        | -                                     | -                         | -            | -              | 2        | -          | 2       |
| Provision                         | 40                                    | 140                       | 10           | 39             | 20       | 63         | 312     |
| Ending balance, December 31, 2013 | \$463                                 | \$914                     | \$25         | \$324          | \$51     | \$343      | \$2,120 |

|                              | Three Months Ended<br>December 31, 2012<br>(In Thousands) |                           |              |                |          |            | Total   |
|------------------------------|---|---------------------------|--------------|----------------|----------|------------|---------|
|                              | 1-4 Family<br>Real Estate                                 | Commercial<br>Real Estate | Construction | Home<br>Equity | Consumer | Commercial |         |
| Allowance for credit losses: |   |                           |              |                |          |            |         |
|                              | \$388   | \$862                     | \$11         | \$217          | \$84     | \$238      | \$1,800 |

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|                                    |       |       |      |        |       |       |         |
|------------------------------------|-------|-------|------|--------|-------|-------|---------|
| Beginning balance, October 1, 2012 |       |       |      |        |       |       |         |
| Charge-offs                        | (18 ) | (35 ) | -    | (148 ) | (17 ) | -     | (218 )  |
| Recoveries                         | -     | -     | -    | -      | 1     | 55    | 56      |
| Provision                          | 28    | 78    | 2    | 97     | 8     | (26 ) | 187     |
| Ending balance, December 31, 2012  | \$398 | \$905 | \$13 | \$166  | \$76  | \$267 | \$1,825 |

Six Months Ended  
December 31, 2012

Allowance for credit losses:

|                                   |       |       |      |        |       |       |         |
|-----------------------------------|-------|-------|------|--------|-------|-------|---------|
| Beginning balance, July 1, 2012   | \$403 | \$772 | \$10 | \$156  | \$78  | \$206 | \$1,625 |
| Charge-offs                       | (73 ) | (35 ) | -    | (148 ) | (25 ) | (1 )  | (282 )  |
| Recoveries                        | -     | -     | -    | -      | 5     | 55    | 60      |
| Provision                         | 68    | 168   | 3    | 158    | 18    | 7     | 422     |
| Ending balance, December 31, 2012 | \$398 | \$905 | \$13 | \$166  | \$76  | \$267 | \$1,825 |

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE – continued

The following table presents details of how the allowance for loan losses is allocated to each portfolio segment at December 31, 2013:

|   | 1-4<br>Family<br>Real<br>Estate | Commercial<br>Real<br>Estate | Construction | Home<br>Equity | Consumer  | Commercial | Total      |
|---|---------------------------------|------------------------------|--------------|----------------|-----------|------------|------------|
| Ending balance allocated to loans individually evaluated for impairment         | \$ -                            | \$ -                         | \$ -         | \$ 11          | \$ 49     | \$ -       | \$ 60      |
| Ending balance allocated to loans collectively evaluated for impairment         | \$ 463                          | \$ 914                       | \$ 25        | \$ 313         | \$ 2      | \$ 343     | \$ 2,060   |
| Loans receivable:   |                                 |                              |              |                |           |            |            |
| Ending balance December 31, 2013  | \$ 83,445                       | \$ 81,319                    | \$ 4,213     | \$ 36,697      | \$ 12,796 | \$ 31,348  | \$ 249,818 |
| Ending balance of loans individually evaluated for impairment December 31, 2013 | \$ 305                          | \$ 130                       | \$ -         | \$ 403         | \$ 182    | \$ 287     | \$ 1,307   |
| Ending balance of loans collectively evaluated for impairment December 31, 2013 | \$ 83,140                       | \$ 81,189                    | \$ 4,213     | \$ 36,294      | \$ 12,614 | \$ 31,061  | \$ 248,511 |

The following table presents details of how the allowance for loan losses is allocated to each portfolio segment at June 30, 2013:

|  | 1-4<br>Family<br>Real<br>Estate | Commercial<br>Real<br>Estate | Construction | Home<br>Equity | Consumer | Commercial | Total |
|--|---------------------------------|------------------------------|--------------|----------------|----------|------------|-------|
|  |                                 |                              |              |                |          |            |       |

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|   |      |      |      |        |      |      |        |
|---|------|------|------|--------|------|------|--------|
| Ending balance allocated to loans individually evaluated for impairment | \$ - | \$ - | \$ - | \$ 153 | \$ 6 | \$ - | \$ 159 |
|---|------|------|------|--------|------|------|--------|

|   |        |        |       |        |       |        |          |
|---|--------|--------|-------|--------|-------|--------|----------|
| Ending balance allocated to loans collectively evaluated for impairment | \$ 423 | \$ 952 | \$ 15 | \$ 137 | \$ 34 | \$ 280 | \$ 1,841 |
|---|--------|--------|-------|--------|-------|--------|----------|

Loans receivable:

|                              |           |           |          |           |           |           |            |
|------------------------------|-----------|-----------|----------|-----------|-----------|-----------|------------|
| Ending balance June 30, 2013 | \$ 70,453 | \$ 74,395 | \$ 2,738 | \$ 35,660 | \$ 11,773 | \$ 21,775 | \$ 216,794 |
|------------------------------|-----------|-----------|----------|-----------|-----------|-----------|------------|

|   |        |        |      |        |       |        |          |
|---|--------|--------|------|--------|-------|--------|----------|
| Ending balance of loans individually evaluated for impairment June 30, 2013 | \$ 315 | \$ 722 | \$ - | \$ 779 | \$ 78 | \$ 121 | \$ 2,015 |
|---|--------|--------|------|--------|-------|--------|----------|

|   |           |           |          |           |           |           |            |
|---|-----------|-----------|----------|-----------|-----------|-----------|------------|
| Ending balance of loans collectively evaluated for impairment June 30, 2013 | \$ 70,138 | \$ 73,673 | \$ 2,738 | \$ 34,881 | \$ 11,695 | \$ 21,654 | \$ 214,779 |
|---|-----------|-----------|----------|-----------|-----------|-----------|------------|

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE – continued

The Company utilizes a 5 point internal loan rating system, largely based on regulatory classifications, for 1-4 family real estate, commercial real estate, construction, home equity and commercial loans as follows:

Loans rated Pass: these are loans that are considered to be protected by the current net worth and paying capacity of the obligor, or by the value of the asset or the underlying collateral.

Loans rated Special Mention: these loans have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset at some future date.

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

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

Loans rated Loss: these loans are considered uncollectible and of such little value that their continuance as assets without establishment of a specific reserve is not warranted. This classification does not mean that an asset has absolutely no recovery or salvage value, but, rather, that it is not practical or desirable to defer writing off a basically worthless asset even though practical recovery may be effected in the future.

On an annual basis, or more often if needed, the Company formally reviews the ratings of all commercial real estate, construction, and commercial business loans that have a principal balance of \$500,000 or more. Quarterly, the Company reviews the rating of any consumer loan, broadly defined, that is delinquent 90 days or more. Likewise, quarterly, the Company reviews the rating of any commercial loan, broadly defined, that is delinquent 60 days or more. Annually, the Company engages an independent third-party to review a significant portion of loans within these segments. Management uses the results of these reviews as part of its annual review process.

The following tables set forth information regarding the internal classification of the loan portfolio as of the dates indicated:

|                 | December 31, 2013         |                           |              |                |          |            |           |
|-----------------|---------------------------|---------------------------|--------------|----------------|----------|------------|-----------|
|                 | (In Thousands)            |                           |              |                |          |            |           |
|                 | 1-4 Family<br>Real Estate | Commercial<br>Real Estate | Construction | Home<br>Equity | Consumer | Commercial | Total     |
| Grade:          |                           |                           |              |                |          |            |           |
| Pass            | \$83,140                  | \$81,189                  | \$4,213      | \$36,294       | \$12,614 | \$31,061   | \$248,511 |
| Special mention | -                         | -                         | -            | -              | 22       | 36         | 58        |
| Substandard     | 305                       | 130                       | -            | 392            | 89       | 107        | 1,023     |
| Doubtful        | -                         | -                         | -            | -              | 22       | 144        | 166       |
| Loss            | -                         | -                         | -            | 11             | 49       | -          | 60        |

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|       |          |           |          |          |           |           |           |
|-------|----------|-----------|----------|----------|-----------|-----------|-----------|
| Total | \$83,445 | \$ 81,319 | \$ 4,213 | \$36,697 | \$ 12,796 | \$ 31,348 | \$249,818 |
|-------|----------|-----------|----------|----------|-----------|-----------|-----------|

Credit Risk Profile Based on Payment Activity

|                       |          |           |          |          |           |           |           |
|-----------------------|----------|-----------|----------|----------|-----------|-----------|-----------|
| Performing            | \$83,391 | \$ 80,975 | \$ 4,213 | \$36,422 | \$ 12,666 | \$ 31,159 | \$248,826 |
| Restructured<br>loans | -        | 214       | -        | -        | -         | -         | 214       |
| Nonperforming         | 54       | 130       | -        | 275      | 130       | 189       | 778       |
| Total                 | \$83,445 | \$ 81,319 | \$ 4,213 | \$36,697 | \$ 12,796 | \$ 31,348 | \$249,818 |

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

| Grade:          | June 30, 2013<br>(In Thousands) |                           |              |                |          |            |           |
|-----------------|---------------------------------|---------------------------|--------------|----------------|----------|------------|-----------|
|                 | 1-4 Family<br>Real Estate       | Commercial<br>Real Estate | Construction | Home<br>Equity | Consumer | Commercial | Total     |
| Pass            | \$70,138                        | \$73,680                  | \$2,738      | \$34,881       | \$11,695 | \$21,654   | \$214,786 |
| Special mention | -                               | 715                       | -            | -              | -        | -          | 715       |
| Substandard     | 315                             | -                         | -            | 626            | 62       | 121        | 1,124     |
| Doubtful        | -                               | -                         | -            | -              | 10       | -          | 10        |
| Loss            | -                               | -                         | -            | 153            | 6        | -          | 159       |
| Total           | \$70,453                        | \$74,395                  | \$2,738      | \$35,660       | \$11,773 | \$21,775   | \$216,794 |

## Credit Risk Profile Based on Payment Activity

|                       |          |          |         |          |          |          |           |
|-----------------------|----------|----------|---------|----------|----------|----------|-----------|
| Performing            | \$70,395 | \$74,092 | \$2,738 | \$35,355 | \$11,732 | \$21,709 | \$216,021 |
| Restructured<br>loans | -        | 303      | -       | -        | -        | -        | 303       |
| Nonperforming         | 58       | -        | -       | 305      | 41       | 66       | 470       |
| Total                 | \$70,453 | \$74,395 | \$2,738 | \$35,660 | \$11,773 | \$21,775 | \$216,794 |

The following tables set forth information regarding the delinquencies within the loan portfolio as indicated:

|                        | December 31, 2013<br>(In Thousands) |         |          |           |           |     | Recorded<br>Investment<br>>90 Days<br>and<br>Still<br>Accruing |
|------------------------|-------------------------------------|---------|----------|-----------|-----------|-----|--|
|                        | 90 Days                             |         |          | Total     |           |     |  |
|                        | 30-89 Days                          | and     | Total    | Total     |           |     |  |
|                        | Past Due                            | Greater | Past Due | Current   | Loans     |     |  |
| 1-4 Family real estate | \$299                               | \$54    | \$353    | \$83,092  | \$83,445  | \$- |  |
| Commercial real estate | 83                                  | 130     | 213      | 81,106    | 81,319    | -   |  |
| Construction           | -                                   | -       | -        | 4,213     | 4,213     | -   |  |
| Home equity            | 171                                 | 263     | 434      | 36,263    | 36,697    | -   |  |
| Consumer               | 94                                  | 121     | 215      | 12,581    | 12,796    | -   |  |
| Commercial             | 119                                 | 189     | 308      | 31,040    | 31,348    | -   |  |
| Total                  | \$766                               | \$757   | \$1,523  | \$248,295 | \$249,818 | \$- |  |

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

|                        | June 30, 2013<br>(In Thousands) |                |          |            |            | Recorded<br>Investment<br>>90 Days<br>and<br>Still<br>Accruing |
|------------------------|---------------------------------|----------------|----------|------------|------------|--|
|                        | 30-89 Days                      | 90 Days        | Total    | Total      | Total      |  |
|                        | Past Due                        | and<br>Greater | Past Due | Current    | Loans      |  |
| 1-4 Family real estate | \$ 312                          | \$ 5           | \$ 317   | \$ 70,136  | \$ 70,453  | \$ -   |
| Commercial real estate | 39                              | 217            | 256      | 74,139     | 74,395     | -  |
| Construction           | -                               | -              | -        | 2,738      | 2,738      | -  |
| Home equity            | 265                             | 196            | 461      | 35,199     | 35,660     | -  |
| Consumer               | 279                             | 37             | 316      | 11,457     | 11,773     | -  |
| Commercial             | 187                             | -              | 187      | 21,588     | 21,775     | -  |
| Total                  | \$ 1,082                        | \$ 455         | \$ 1,537 | \$ 215,257 | \$ 216,794 | \$ -   |

The following tables set forth information regarding impaired loans as indicated:

|                            | December 31, 2013<br>(In Thousands) |                                |                      |                                  |                                   |
|----------------------------|-------------------------------------|--------------------------------|----------------------|----------------------------------|-----------------------------------|
|                            | Recorded<br>Investment              | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Interest<br>Income<br>Recognized | Average<br>Recorded<br>Investment |
| With no related allowance: |                                     |                                |                      |                                  |                                   |
| 1-4 Family                 | \$ 305                              | \$ 305                         | \$ -                 | \$ 7                             | \$ 310                            |
| Commercial real estate     | 130                                 | 243                            | -                    | -                                | 426                               |
| Construction               | -                                   | -                              | -                    | -                                | -                                 |
| Home equity                | 331                                 | 421                            | -                    | 4                                | 366                               |
| Consumer                   | 128                                 | 160                            | -                    | 2                                | 100                               |
| Commercial                 | 287                                 | 314                            | -                    | 2                                | 204                               |
| With a related allowance:  |                                     |                                |                      |                                  |                                   |
| 1-4 Family                 | -                                   | -                              | -                    | -                                | -                                 |
| Commercial real estate     | -                                   | -                              | -                    | -                                | -                                 |
| Construction               | -                                   | -                              | -                    | -                                | -                                 |
| Home equity                | 72                                  | 72                             | 11                   | -                                | 226                               |
| Consumer                   | 54                                  | 54                             | 49                   | -                                | 30                                |
| Commercial                 | -                                   | -                              | -                    | -                                | -                                 |
| Total:                     |                                     |                                |                      |                                  |                                   |
| 1-4 Family                 | 305                                 | 305                            | -                    | 7                                | 310                               |

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|                        |          |          |       |       |          |
|------------------------|----------|----------|-------|-------|----------|
| Commercial real estate | 130      | 243      | -     | -     | 426      |
| Construction           | -        | -        | -     | -     | -        |
| Home equity            | 403      | 493      | 11    | 4     | 592      |
| Consumer               | 182      | 214      | 49    | 2     | 130      |
| Commercial             | 287      | 314      | -     | 2     | 204      |
| Total                  | \$ 1,307 | \$ 1,569 | \$ 60 | \$ 15 | \$ 1,662 |

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

|                            | June 30, 2013<br>(In Thousands) |                                |                      |                                  |                                   |
|----------------------------|---------------------------------|--------------------------------|----------------------|----------------------------------|-----------------------------------|
|                            | Recorded<br>Investment          | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Interest<br>Income<br>Recognized | Average<br>Recorded<br>Investment |
| With no related allowance: |                                 |                                |                      |                                  |                                   |
| 1-4 Family                 | \$ 315                          | \$ 315                         | \$ -                 | \$ 14                            | \$ 158                            |
| Commercial real estate     | 722                             | 722                            | -                    | 38                               | 361                               |
| Construction               | -                               | -                              | -                    | -                                | -                                 |
| Home equity                | 400                             | 400                            | -                    | 10                               | 200                               |
| Consumer                   | 72                              | 72                             | -                    | 2                                | 36                                |
| Commerical                 | 121                             | 121                            | -                    | 7                                | 61                                |
| With a related allowance:  |                                 |                                |                      |                                  |                                   |
| 1-4 Family                 | -                               | -                              | -                    | -                                | -                                 |
| Commercial real estate     | -                               | -                              | -                    | -                                | 113                               |
| Construction               | -                               | -                              | -                    | -                                | -                                 |
| Home equity                | 379                             | 404                            | 153                  | 9                                | -                                 |
| Consumer                   | 6                               | 6                              | 6                    | -                                | 4                                 |
| Commerical                 | -                               | -                              | -                    | -                                | -                                 |
| Total:                     |                                 |                                |                      |                                  |                                   |
| 1-4 Family                 | 315                             | 315                            | -                    | 14                               | 158                               |
| Commercial real estate     | 722                             | 722                            | -                    | 38                               | 474                               |
| Construction               | -                               | -                              | -                    | -                                | -                                 |
| Home equity                | 779                             | 804                            | 153                  | 19                               | 200                               |
| Consumer                   | 78                              | 78                             | 6                    | 2                                | 40                                |
| Commerical                 | 121                             | 121                            | -                    | 7                                | 61                                |
| Total                      | \$ 2,015                        | \$ 2,040                       | \$ 159               | \$ 80                            | \$ 933                            |

## NOTE 4. TROUBLED DEBT RESTRUCTURINGS

The Company adopted the amendments in Accounting Standards Update No. 2011-02 during the quarter ended December 31, 2011. As required, the Company reassessed all restructurings that occurred on or after the beginning of the current fiscal year (July 1, 2011) for identification as troubled debt restructurings. The Company identified as troubled debt restructurings certain receivables for which the allowance for credit losses had previously been measured under a general allowance for credit losses methodology (ASC 450-20). Upon identifying the reassessed receivables as troubled debt restructurings, the Company also identified them as impaired under the guidance in ASC 310-10-35. The amendments in Accounting Standards Update No. 2011-02 require prospective application of the impairment measurement guidance in Section 310-10-35 for those receivables newly identified as impaired. As of December 31, 2013, the recorded investment in receivables for which the allowance for credit losses was previously measured under a general allowance for credit losses methodology and are now impaired under Section 310-10-35

was \$214,000 (310-40-65-1(b)), and the allowance for credit losses associated with those receivables, on the basis of a current evaluation of loss, was \$120,000 (310-40-65-1(b)).

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 4. TROUBLED DEBT RESTRUCTURINGS - continued

## Modification Categories

The Company offers a variety of modifications to borrowers. The modification categories offered can generally be described in the following categories:

Rate Modification – A modification in which the interest rate is changed.

Term Modification – A modification in which the maturity date, timing of payments, or frequency of payments is changed.

Interest Only Modification – A modification in which the loan is converted to interest only payments for a period of time.

Payment Modification – A modification in which the dollar amount of the payment is changed, other than an interest only modification described above.

Combination Modification – Any other type of modification, including the use of multiple categories above.

The following tables present troubled debt restructurings as of December 31, 2013 and June 30, 2013:

|                                   | December 31, 2013<br>(In Thousands) |                       |                       |
|-----------------------------------|-------------------------------------|-----------------------|-----------------------|
|                                   | Accrual<br>Status                   | Non-Accrual<br>Status | Total<br>Modification |
| Residential Mortgage (1-4 family) | \$ -                                | \$ -                  | \$ -                  |
| Commercial Real Estate            | 84                                  | 130                   | 214                   |
| Real estate construction          | -                                   | -                     | -                     |
| Home equity                       | -                                   | -                     | -                     |
| Consumer                          | -                                   | -                     | -                     |
| Commercial                        | -                                   | -                     | -                     |
| Total                             | \$ 84                               | \$ 130                | \$ 214                |

| June 30, 2013                     |       |        |        |
|-----------------------------------|-------|--------|--------|
| Residential Mortgage (1-4 family) | \$ -  | \$ -   | \$ -   |
| Commercial Real Estate            | 86    | 217    | 303    |
| Real estate construction          | -     | -      | -      |
| Home equity                       | -     | -      | -      |
| Consumer                          | -     | -      | -      |
| Commercial                        | -     | -      | -      |
| Total                             | \$ 86 | \$ 217 | \$ 303 |

The Bank's policy is that loans placed on non-accrual will typically remain on non-accrual status until all principal and interest payments are brought current and the prospect for future payment in accordance with the loan agreement appears relatively certain. The Bank's policy generally refers to six months of payment performance as sufficient to warrant a return to accrual status.

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 4. TROUBLED DEBT RESTRUCTURINGS - continued

During the three and six months ended December 31, 2013 there were no newly restructured loans.

The following tables present newly restructured loans that occurred during the three months ended December 31, 2012:

|                                   | Three Months Ended<br>December 31, 2012 |                      |                                  |                         |                             |                       |
|-----------------------------------|---|----------------------|----------------------------------|-------------------------|-----------------------------|-----------------------|
|                                   | (In Thousands)                          |                      |                                  |                         |                             |                       |
|                                   | Rate<br>Modification                    | Term<br>Modification | Interest<br>Only<br>Modification | Payment<br>Modification | Combination<br>Modification | Total<br>Modification |
| Pre-modification Outstanding      |   |                      |                                  |                         |                             |                       |
| Recorded Investment:              |   |                      |                                  |                         |                             |                       |
| Residential Mortgage (1-4 family) | \$-                                     | \$ -                 | \$ -                             | \$ -                    | \$ -                        | \$ -                  |
| Commercial Real Estate            | -                                       | -                    | -                                | -                       | 243                         | 243                   |
| Real estate construction          | -                                       | -                    | -                                | -                       | -                           | -                     |
| Home equity                       | -                                       | -                    | -                                | -                       | -                           | -                     |
| Consumer                          | -                                       | -                    | -                                | -                       | -                           | -                     |
| Commercial                        | -                                       | -                    | -                                | -                       | -                           | -                     |
| Total                             | \$-                                     | \$ -                 | \$ -                             | \$ -                    | \$ 243                      | \$ 243                |

|                                   | Three Months Ended<br>December 31, 2012 |                      |                                  |                         |                             |                       |
|-----------------------------------|---|----------------------|----------------------------------|-------------------------|-----------------------------|-----------------------|
|                                   | (In Thousands)                          |                      |                                  |                         |                             |                       |
|                                   | Rate<br>Modification                    | Term<br>Modification | Interest<br>Only<br>Modification | Payment<br>Modification | Combination<br>Modification | Total<br>Modification |
| Post-modification Outstanding     |   |                      |                                  |                         |                             |                       |
| Recorded Investment:              |   |                      |                                  |                         |                             |                       |
| Residential Mortgage (1-4 family) | \$-                                     | \$ -                 | \$ -                             | \$ -                    | \$ -                        | \$ -                  |
| Commercial Real Estate            | -                                       | -                    | -                                | -                       | 217                         | 217                   |
| Real estate construction          | -                                       | -                    | -                                | -                       | -                           | -                     |
| Home equity                       | -                                       | -                    | -                                | -                       | -                           | -                     |
| Consumer                          | -                                       | -                    | -                                | -                       | -                           | -                     |
| Commercial                        | -                                       | -                    | -                                | -                       | -                           | -                     |
| Total                             | \$-                                     | \$ -                 | \$ -                             | \$ -                    | \$ 217                      | \$ 217                |



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 4. TROUBLE DEBT RESTRUCTURINGS - continued

|                                   | Six Months Ended<br>December 31, 2012<br>(In Thousands) |                      |                                  |                         |                             |                       |
|-----------------------------------|---|----------------------|----------------------------------|-------------------------|-----------------------------|-----------------------|
|                                   | Rate<br>Modification                                    | Term<br>Modification | Interest<br>Only<br>Modification | Payment<br>Modification | Combination<br>Modification | Total<br>Modification |
| Pre-modification Outstanding      |   |                      |                                  |                         |                             |                       |
| Recorded Investment:              |   |                      |                                  |                         |                             |                       |
| Residential Mortgage (1-4 family) | \$-   | \$ -                 | \$ -                             | \$ -                    | \$ -                        | \$ -                  |
| Commercial Real Estate            | -   | -                    | -                                | -                       | 243                         | 243                   |
| Real estate construction          | -   | -                    | -                                | -                       | -                           | -                     |
| Home equity                       | -   | -                    | -                                | -                       | -                           | -                     |
| Consumer                          | -   | -                    | -                                | -                       | -                           | -                     |
| Commercial                        | -   | -                    | -                                | -                       | -                           | -                     |
| Total                             | \$-   | \$ -                 | \$ -                             | \$ -                    | \$ 243                      | \$ 243                |

|                                   | Six Months Ended<br>December 31, 2012<br>(In Thousands) |                      |                                  |                         |                             |                       |
|-----------------------------------|---|----------------------|----------------------------------|-------------------------|-----------------------------|-----------------------|
|                                   | Rate<br>Modification                                    | Term<br>Modification | Interest<br>Only<br>Modification | Payment<br>Modification | Combination<br>Modification | Total<br>Modification |
| Post-modification Outstanding     |   |                      |                                  |                         |                             |                       |
| Recorded Investment:              |   |                      |                                  |                         |                             |                       |
| Residential Mortgage (1-4 family) | \$-   | \$ -                 | \$ -                             | \$ -                    | \$ -                        | \$ -                  |
| Commercial Real Estate            | -   | -                    | -                                | -                       | 217                         | 217                   |
| Real estate construction          | -   | -                    | -                                | -                       | -                           | -                     |
| Home equity                       | -   | -                    | -                                | -                       | -                           | -                     |
| Consumer                          | -   | -                    | -                                | -                       | -                           | -                     |
| Commercial                        | -   | -                    | -                                | -                       | -                           | -                     |
| Total                             | \$-   | \$ -                 | \$ -                             | \$ -                    | \$ 217                      | \$ 217                |

For the six months ended December 31, 2013, there was one loan modification classified as a troubled debt restructured loan that subsequently defaulted during the period. For the six months ended December 31, 2012, there was no loan modifications classified as troubled debt restructured loans that subsequently defaulted. A default for purposes of this disclosure is a troubled debt restructured loan in which the borrower is 90 days past due or results in the foreclosure and repossession of the applicable collateral. As of December 31, 2013 and June 30, 2013, the Company had no commitments to lend additional funds to loan customers whose terms had been modified in trouble debt restructures.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 5. DEPOSITS

Deposits are summarized as follows:

|                              | December<br>31,<br>2013 | June 30,<br>2013 |
|------------------------------|-------------------------|------------------|
|                              | (In Thousands)          |                  |
| Noninterest checking         | \$56,775                | \$52,972         |
| Interest-bearing checking    | 67,768                  | 65,876           |
| Savings                      | 58,863                  | 56,051           |
| Money market                 | 91,800                  | 85,361           |
| Time certificates of deposit | 157,035                 | 157,491          |
| Total                        | \$432,241               | \$417,751        |

Time certificates of deposit include \$4,195,000 and \$0 related to a 5 year, 1.80% fixed rate brokered CD at December 31, 2013, and June 30, 2013, respectively.

## NOTE 6. EARNINGS PER SHARE

Basic earnings per share for the three months ended December 31, 2013 was computed using 3,911,756 weighted average shares outstanding. Basic earnings per share for the three months ended December 31, 2012 was computed using 3,741,815 weighted average shares outstanding. Diluted earnings per share was computed using the treasury stock method by adjusting the number of shares outstanding by the shares purchased. The weighted average shares outstanding for the diluted earnings per share calculations was 3,978,978 for the three months ended December 31, 2013 and 3,933,114 for the three months ended December 31, 2012.

Basic earnings per share for the six months ended December 31, 2013 was computed using 3,905,221 weighted average shares outstanding. Basic earnings per share for the six months ended December 31, 2012 was computed using 3,733,302 weighted average shares outstanding. Diluted earnings per share was computed using the treasury stock method by adjusting the number of shares outstanding by the shares purchased. The weighted average shares outstanding for the diluted earnings per share calculations was 3,978,260 for the six months ended December 31, 2013 and 3,931,030 for the six months ended December 31, 2012.

## NOTE 7. DIVIDENDS AND STOCK REPURCHASE PROGRAM

For the fiscal year July 1, 2012 through June 30, 2013, Eagle paid dividends of \$0.07125 per share for the first three quarters and paid \$0.0725 per share in the fourth quarter. A dividend of \$0.0725 per share was declared on July 26, 2013, and paid September 6, 2013 to stockholders of record on August 16, 2013. A dividend of \$0.0725 per share was declared on October 29, 2013, and paid December 6, 2013 to shareholders of record on November 15, 2013. A dividend of \$0.0725 per share was declared on January 23, 2014, payable on March 7, 2014 to shareholders of record on February 14, 2014.

On July 1, 2013, the Company announced that its Board of Directors authorized a common stock repurchase program for 150,000 shares of common stock, effective July 1, 2013. The program is intended to be implemented through purchases made from time to time in the open market or through private transactions.

The Company did not purchase any shares of our common stock during the first or second quarters of our fiscal year ending June 30, 2014.

#### NOTE 8. DERIVATIVES AND HEDGING ACTIVITIES

The Company is exposed to certain risks relating to its ongoing business operations. The primary risk managed by using derivative instruments is interest rate risk. The Company entered into an interest rate swap agreement on August 27, 2010 with a third party to manage interest rate risk associated with a fixed-rate loan. The interest rate swap agreement effectively converted the loan's fixed rate into a variable rate. Derivatives and hedging accounting requires that the Company recognize all derivative instruments as either assets or liabilities at fair value in the statement of financial position. In accordance with this guidance, the Company designates the interest rate swap on this fixed-rate loan as a fair value hedge.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 8. DERIVATIVES AND HEDGING ACTIVITIES - continued

The Company is exposed to credit-related losses in the event of nonperformance by the counterparties to this agreement. The Company controls the credit risk of its financial contracts through credit approvals, limits and monitoring procedures, and does not expect any counterparties to fail their obligations. The Company deals only with primary dealers.

If certain hedging criteria specified in derivatives and hedging accounting guidance are met, including testing for hedge effectiveness, hedge accounting may be applied. The hedge effectiveness assessment methodologies for similar hedges are performed in a similar manner and are used consistently throughout the hedging relationships.

The hedge documentation specifies the terms of the hedged item and the interest rate swap. The documentation also indicates that the derivative is hedging a fixed-rate item, that the hedge exposure is to the changes in the fair value of the hedged item, and that the strategy is to eliminate fair value variability by converting fixed-rate interest payments to variable-rate interest payments.

For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. The Company includes the gain or loss on the hedged items in the same line item—noninterest income—as the offsetting loss or gain on the related interest rate swap.

The hedged fixed rate loan has an original maturity of 20 years and is not callable. This loan is hedged with a “pay fixed rate, receive variable rate” swap with a similar notional amount, maturity, and fixed rate coupons. The swap is not callable. At December 31, 2013, and June 30, 2013, the loan had an outstanding principal balance of \$11,018,000, and \$11,191,000 and the interest rate swap had a notional value of \$11,018,000, and \$11,191,000, respectively.

Effect of Derivative Instruments on Statement of Financial Condition  
Fair Value of Derivative Instruments

| (In Thousands)  | Asset Derivatives      |            |                        |            | Liabilities Derivatives |            |                        |            |
|---|------------------------|------------|------------------------|------------|-------------------------|------------|------------------------|------------|
|   | December 31, 2013      |            | June 30, 2013          |            | December 31, 2013       |            | June 30, 2013          |            |
|   | Balance Sheet Location | Fair Value | Balance Sheet Location | Fair Value | Balance Sheet Location  | Fair Value | Balance Sheet Location | Fair Value |
| Derivatives designated as hedging instruments under ASC 815 | Other                  |            |                        |            |                         |            | Other                  |            |
| Interest rate contracts                                     | Assets                 | \$ 218     | n/a                    | \$ -       | n/a                     | \$ -       | Liabilities            | \$ 115     |
| Change in fair value of                                     |                        |            |                        |            |                         |            |                        |            |

financial  
instrument being  
hedged under  
ASC 815

| Interest rate |       |           |       |        |     |      |     |      |  |
|---------------|-------|-----------|-------|--------|-----|------|-----|------|--|
| contracts     | Loans | \$ (161 ) | Loans | \$ 101 | n/a | \$ - | n/a | \$ - |  |

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 8. DERIVATIVES AND HEDGING ACTIVITIES - continued

Effect of Derivative Instruments on Statement of Income  
For the Three Months Ended December 31, 2013 and 2012

(In Thousands)

| Derivatives<br>Designated<br>as Hedging<br>Instruments<br>Under ASC<br>815 | Location of<br>Gain or (Loss)<br>Recognized in<br>Income on<br>Derivative | Amount of<br>Gain or (Loss)<br>Recognized in |       |
|--|---|--|-------|
|  |   | Income on Derivative                         |       |
|  |   | 2013   | 2012  |
| Interest rate contracts  | Noninterest<br>income   | \$ 48  | \$ 28 |

Effect of Derivative Instruments on Statement of Income  
For the Six Months Ended December 31, 2013 and 2012

(In Thousands)

| Derivatives<br>Designated<br>as Hedging<br>Instruments<br>Under ASC<br>815 | Location of<br>Gain or (Loss)<br>Recognized in<br>Income on<br>Derivative | Amount of<br>Gain or (Loss)<br>Recognized in |       |
|--|---|--|-------|
|  |   | Income on Derivative                         |       |
|  |   | 2013   | 2012  |
| Interest rate contracts  | Noninterest<br>income   | \$ 71  | \$ 65 |

## NOTE 9. FAIR VALUE DISCLOSURES

FASB ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are (i) independent, (ii) knowledgeable, (iii) able to transact and, (iv) willing to transact.

FASB ASC 820 requires the use of valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets and liabilities. The income approach uses valuation techniques to convert future amounts, such as cash flows or earnings, to a single present amount on a discounted basis. The cost approach is based on the amount that currently would be required to replace the service capacity of an asset (replacement costs). Valuation techniques should be consistently applied. Inputs to valuation techniques refer to the assumptions that market participants would use in pricing the asset or liability. Inputs may be observable, meaning those that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources, or unobservable, meaning those that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. In that regard, FASB ASC 820 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

The fair value hierarchy is as follows:

Level 1 Inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date, or convert to cash in the short term.

Level 2 Inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (for example, interest rates, volatilities, prepayment speeds, loss severities, credit risks and default rates) or inputs that are derived principally from or corroborated by observable market data by correlation or other means.



EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 9. FAIR VALUE DISCLOSURES - continued

Level 3 Inputs - Significant unobservable inputs that reflect an entity's own assumptions that market participants would use in pricing the assets or liabilities.

A description of the valuation methodologies used for assets and liabilities measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

Available for Sale Securities – Securities classified as available for sale are reported at fair value utilizing Level 1 and Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U. S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayments speeds, credit information and the bond's terms and conditions, among other things.

Impaired Loans – Impaired loans are reported at the fair value of the underlying collateral if repayment is expected solely from the collateral. Collateral values are estimated using Level 3 inputs based on internally customized discounting criteria.

Loans Held for Sale – These loans are reported at the lower of cost or fair value. Fair value is determined based on expected proceeds based on sales contracts and commitments and are considered Level 2 inputs.

Repossessed Assets – Fair values are valued at the time the loan is foreclosed upon and the asset is transferred from loans. The value is based upon primary third party appraisals, less costs to sell. The appraisals are generally discounted based on management's historical knowledge, changes in market conditions from the time of valuation, and/or management's expertise and knowledge of the client and client's business. Such discounts are typically significant and result in Level 3 classification of the inputs for determining fair value. Repossessed assets are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on same or similar factors above.

Loan Subject to Fair Value Hedge – The Company has one loan that is carried at fair value subject to a fair value hedge. Fair value is determined utilizing valuation models that consider the scheduled cash flows through anticipated maturity and is considered a Level 3 input.

Derivative financial instruments – Fair values for interest rate swap agreements are based upon the amounts required to settle the contracts. These instruments are valued using Level 3 inputs utilizing valuation models that consider: (a) time value, (b) volatility factors and (c) current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Although the Company utilizes counterparties' valuations to assess the reasonableness of its prices and valuation techniques, there is not sufficient corroborating market evidence to support

classifying these assets and liabilities as Level 2.

The following table summarizes financial assets and financial liabilities measured at fair value on a recurring basis as of December 31, 2013 and June 30, 2013, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. FAIR VALUE DISCLOSURES - continued

|                                  | December 31, 2013 |                   |                   | Total Fair Value |
|----------------------------------|-------------------|-------------------|-------------------|------------------|
|                                  | Level 1<br>Inputs | Level 2<br>Inputs | Level 3<br>Inputs |                  |
| (In Thousands)                   |                   |                   |                   |                  |
| Financial Assets:                |                   |                   |                   |                  |
| Available for sale securities    |                   |                   |                   |                  |
| U.S. Government and agency       | \$ -              | \$ 44,654         | \$ -              | \$ 44,654        |
| Municipal obligations            | -                 | 80,441            | -                 | 80,441           |
| Corporate obligations            | -                 | 5,854             | -                 | 5,854            |
| Mortgage backed securities       |                   |                   |                   |                  |
| government backed                | -                 | 27,828            | -                 | 27,828           |
| CMOs - government backed         | -                 | 36,230            | -                 | 36,230           |
| Loan subject to fair value hedge | -                 | 10,857            | -                 | 10,857           |
| Loans held-for-sale              | -                 | 14,655            | -                 | 14,655           |
| Derivative financial instruments | -                 | 218               | -                 | 218              |

|                                  | June 30, 2013     |                   |                   | Total Fair Value |
|----------------------------------|-------------------|-------------------|-------------------|------------------|
|                                  | Level 1<br>Inputs | Level 2<br>Inputs | Level 3<br>Inputs |                  |
| (In Thousands)                   |                   |                   |                   |                  |
| Financial Assets:                |                   |                   |                   |                  |
| Available for sale securities    |                   |                   |                   |                  |
| U.S. Government and agency       | \$ -              | \$ 50,931         | \$ -              | \$ 50,931        |
| Municipal obligations            | -                 | 84,436            | -                 | 84,436           |
| Corporate obligations            | -                 | 9,061             | -                 | 9,061            |
| Mortgage-backed securities       |                   |                   |                   |                  |
| government backed                | -                 | 26,902            | -                 | 26,902           |
| CMOs - government backed         | -                 | 47,633            | -                 | 47,633           |
| Loan subject to fair value hedge | -                 | 11,306            | -                 | 11,306           |
| Loans held-for-sale              | -                 | 20,807            | -                 | 20,807           |
| Financial Liability:             |                   |                   |                   |                  |
| Derivative financial instruments | -                 | 115               | -                 | 115              |

The following tables present the changes in loan subject to fair value hedges and the related derivative financial instrument that are measured at fair value on a recurring basis for the dates indicated.

| Balance<br>as of | Total<br>Realized/<br>Unrealized<br>Gains<br>(Losses)<br>Included<br>in Noninterest | Purchases,<br>Sales, | Balance<br>as of |
|------------------|---|----------------------|------------------|
|------------------|---|----------------------|------------------|

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|                                     | October 1,<br>2013 | Income         | Issuances,<br>and<br>Settlements,<br>net | December 31,<br>2013 |
|-------------------------------------|--------------------|----------------|--|----------------------|
|                                     |                    | (In Thousands) |  |                      |
| Financial Assets<br>(Liability):    |                    |                |  |                      |
| Loan subject to fair<br>value hedge | \$ 11,161          | \$ (215 )      | \$ (89 )                                 | \$ 10,857            |
| Derivative financial<br>instruments | (45 )              | 263            | -  | 218                  |

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. FAIR VALUE DISCLOSURES - continued

|                                     | Balance<br>as of<br>July 1, 2013 | Total<br>Realized/<br>Unrealized<br>Gains<br>(Losses)<br>Included<br>in Noninterest<br>Income<br>(In Thousands) | Purchases,<br>Sales,<br>Issuances, and<br>Settlements,<br>net | Balance<br>as of<br>December 31,<br>2013 |
|-------------------------------------|----------------------------------|---|---|--|
| Financial Assets<br>(Liability):    |                                  |   |   |  |
| Loan subject to fair<br>value hedge | \$ 11,306                        | \$ (276 )   | \$ (173 )   | \$ 10,857                                |
| Derivative financial<br>instruments | (115 )                           | 333   | -   | 218                                      |

|                                     | Balance<br>as of<br>October 1,<br>2012 | Total<br>Realized/<br>Unrealized<br>Gains<br>(Losses)<br>Included<br>in Noninterest<br>Income<br>(In Thousands) | Purchases,<br>Sales,<br>Issuances,<br>and<br>Settlements,<br>net | Balance<br>as of<br>December 31,<br>2012 |
|-------------------------------------|--|---|--|--|
| Financial Assets<br>(Liability):    |  |   |  |  |
| Loan subject to fair<br>value hedge | \$ 12,331                              | \$ (120 )   | \$ (79 )   | \$ 12,132                                |
| Derivative financial<br>instruments | (1,061 )                               | 148   | -  | (913 )                                   |

|  | Balance<br>as of | Total<br>Realized/<br>Unrealized<br>Gains<br>(Losses)<br>Included<br>in<br>Noninterest | Purchases,<br>Sales,<br>Issuances, and | Balance<br>as of |
|--|------------------|--|--|------------------|
|  |                  |  |  |                  |

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|                                     | July 1, 2012 | Income         | Settlements,<br>net | December 31,<br>2012 |
|-------------------------------------|--------------|----------------|---------------------|----------------------|
|                                     |              | (In Thousands) |                     |                      |
| Financial Assets<br>(Liability):    |              |                |                     |                      |
| Loan subject to fair<br>value hedge | \$ 12,372    | \$ (76 )       | \$ (164 )           | \$ 12,132            |
| Derivative financial<br>instruments | (1,054 )     | 141            | -                   | (913 )               |

Certain financial assets and financial liabilities are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

The following table summarizes financial assets and financial liabilities measured at fair value on a nonrecurring basis as of December 31, 2013 and June 30, 2013, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

|                   | December 31, 2013<br>(In Thousands) |                   |                   | Total Fair<br>Value |
|-------------------|-------------------------------------|-------------------|-------------------|---------------------|
|                   | Level 1<br>Inputs                   | Level 2<br>Inputs | Level 3<br>Inputs |                     |
| Impaired loans    | \$ -                                | \$ -              | \$ 1,247          | \$ 1,247            |
| Reposessed assets | -                                   | -                 | 419               | 419                 |
|                   |                                     |                   |                   |                     |
|                   | June 30, 2013                       |                   |                   | Total Fair<br>Value |
| Impaired loans    | \$ -                                | \$ -              | \$ 2,015          | \$ 2,015            |
| Reposessed assets | -                                   | -                 | 550               | 550                 |

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. FAIR VALUE DISCLOSURES – continued

During the six months ended December 31, 2013, certain impaired loans were remeasured and reported at fair value through a specific valuation allowance allocation of the allowance for possible loan losses based upon the fair value of the underlying collateral. Impaired loans with a carrying value of \$1,307,000 were reduced by specific valuation allowance allocations totaling \$60,000 to a total reported fair value of \$1,247,000 based on collateral valuations utilizing Level 3 valuation inputs.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements – The following table represents the Banks’s Level 3 financial assets and liabilities, the valuation techniques used to measure the fair value of those financial assets and liabilities, and the significant unobservable inputs and the ranges of values for those inputs:

| Instrument<br>(Dollars In<br>Thousands) | Fair Value at<br>December 31, 2013 | Principal<br>Valuation<br>Technique | Significant<br>Unobservable<br>Inputs | Range of<br>Significant Input<br>Values |
|---|------------------------------------|-------------------------------------|---------------------------------------|---|
| Impaired loans                          | \$ 1,247                           | Appraisal of<br>collateral (1)      | Appraisal<br>adjustments              | 10-30%                                  |
| Repossessed Assets                      | \$ 419                             | Appraisal of<br>collateral (1)(3)   | Liquidation<br>expenses (2)           | 10-30%                                  |
| Instrument<br>(Dollars In<br>Thousands) | Fair Value at<br>June 30, 2013     | Principal<br>Valuation<br>Technique | Significant<br>Unobservable<br>Inputs | Range of<br>Significant Input<br>Values |
| Impaired loans                          | \$ 2,015                           | Appraisal of<br>collateral (1)      | Appraisal<br>adjustments              | 10-30%                                  |
| Repossessed Assets                      | \$ 550                             | Appraisal of<br>collateral (1)(3)   | Liquidation<br>expenses (2)           | 10-30%                                  |

- (1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various level 3 inputs which are not identifiable, less associated allowance.
- (2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.
- (3) Includes qualitative adjustments by management and estimated liquidation expenses.

FASB ASC Topic 825 requires disclosure of the fair value of financial instruments, both assets and liabilities recognized and not recognized in the statement of financial position, for which it is practicable to estimate fair value. Below is a table that summarizes the fair market values of all financial instruments of the Company at December 31, 2013 and June 30, 2013, followed by methods and assumptions that were used by the Company in estimating the fair value of the classes of financial instruments.

The estimated fair value amounts of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. FAIR VALUE DISCLOSURES – continued

|  | December 31, 2013<br>(In Thousands) |                   |                   | Total                   | Carrying |
|--|-------------------------------------|-------------------|-------------------|-------------------------|----------|
|  | Level 1<br>Inputs                   | Level 2<br>Inputs | Level 3<br>Inputs | Estimated<br>Fair Value | Amount   |
| <b>Financial Assets:</b>                     |                                     |                   |                   |                         |          |
| Cash and cash equivalents                    | \$ 7,055                            | \$ -              | \$ -              | \$ 7,055                | \$ 7,055 |
| FHLB stock                                   | 1,896                               | -                 | -                 | 1,896                   | 1,896    |
| Loans receivable, net                        | -                                   | -                 | 254,479           | 254,479                 | 247,379  |
| Accrued interest and dividends<br>receivable | 2,388                               | -                 | -                 | 2,388                   | 2,388    |
| Mortgage servicing rights                    | -                                   | -                 | 4,664             | 4,664                   | 3,526    |
| Cash surrender value of life<br>insurance    | 11,035                              | -                 | -                 | 11,035                  | 11,035   |
| <b>Financial Liabilities:</b>                |                                     |                   |                   |                         |          |
| Non-maturing interest bearing<br>deposits    | -                                   | -                 | 218,431           | 218,431                 | 218,431  |
| Non-interest bearing deposits                | 56,775                              | -                 | -                 | 56,775                  | 56,775   |
| Time certificates of deposit                 | -                                   | -                 | 157,977           | 157,977                 | 157,035  |
| Accrued expenses and other<br>liabilities    | 3,167                               | -                 | -                 | 3,167                   | 3,167    |
| Advances from the FHLB &<br>other borrowings | -                                   | -                 | 28,583            | 28,583                  | 28,067   |
| Subordinated debentures                      | -                                   | -                 | 3,855             | 3,855                   | 5,155    |
| <b>Off-balance-sheet instruments</b>         |                                     |                   |                   |                         |          |
| Forward loan sales<br>commitments            | -                                   | -                 | -                 | -                       | -        |
| Commitments to extend credit                 | -                                   | -                 | -                 | -                       | -        |
| Rate lock commitments                        | -                                   | -                 | -                 | -                       | -        |

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. FAIR VALUE DISCLOSURES – continued

|   | June 30, 2013  |         |         | Total      | Carrying |
|---|----------------|---------|---------|------------|----------|
|   | Level 1        | Level 2 | Level 3 | Estimated  | Amount   |
|   | Inputs         | Inputs  | Inputs  | Fair Value |          |
|   | (In Thousands) |         |         |            |          |
| <b>Financial Assets:</b>                  |                |         |         |            |          |
| Cash and cash equivalents                 | \$ 6,161       | \$ -    | \$ -    | \$ 6,161   | \$ 6,161 |
| FHLB stock                                | 1,931          | -       | -       | 1,931      | 1,931    |
| Loans receivable, net                     | -              | -       | 219,894 | 219,894    | 214,677  |
| Accrued interest on dividends receivable  | 2,387          | -       | -       | 2,387      | 2,387    |
| Mortgage servicing rights                 | -              | -       | 3,589   | 3,589      | 3,192    |
| Cash surrender value of life insurance    | 10,869         | -       | -       | 10,869     | 10,869   |
| <b>Financial Liabilities:</b>             |                |         |         |            |          |
| Interest bearing deposits                 | -              | -       | 207,288 | 207,288    | 207,288  |
| Non-interest bearing deposits             | 52,972         | -       | -       | 52,972     | 52,972   |
| Time certificates of deposit              | -              | -       | 158,452 | 158,452    | 157,491  |
| Accrued expenses and other liabilities    | 3,535          | -       | -       | 3,535      | 3,535    |
| Advances from the FHLB & other borrowings | -              | -       | 35,611  | 35,611     | 34,861   |
| Subordinated debentures                   | -              | -       | 3,860   | 3,860      | 5,155    |
| <b>Off-balance-sheet instruments</b>      |                |         |         |            |          |
| Forward loan sales commitments            | -              | -       | -       | -          | -        |
| Commitments to extend credit              | -              | -       | -       | -          | -        |
| Rate lock commitments                     | -              | -       | -       | -          | -        |

The following methods and assumptions were used by the Company in estimating the fair value of the following classes of financial instruments. However, the 2013 Form 10-K provides additional description of valuation methodologies used in estimating fair value of these financial instruments.

Cash, interest-bearing accounts, accrued interest and dividend receivable, and accrued expenses and other liabilities – The carrying amounts approximate fair value due to the relatively short period of time between the origination of these instruments and their expected realization.

Stock in the FHLB – The fair value of stock in the FHLB approximates redemption value.

Loans receivable – Fair values are estimated by stratifying the loan portfolio into groups of loans with similar financial characteristics. Loans are segregated by type such as real estate, commercial, and consumer, with each category further segmented into fixed and adjustable rate interest terms. For mortgage loans, the Company uses the secondary market rates in effect for loans that have similar characteristics. The fair value of other fixed rate loans is calculated

by discounting scheduled cash flows through the anticipated maturities adjusted for prepayment estimates. Adjustable interest rate loans are assumed to approximate fair value because they generally reprice within the short term.

Fair values are adjusted for credit risk based on assessment of risk identified with specific loans, and risk adjustments on the remaining portfolio based on credit loss experience.

Assumptions regarding credit risk are judgmentally determined using specific borrower information, internal credit quality analysis, and historical information on segmented loan categories for non-specific borrowers.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. FAIR VALUE DISCLOSURES - continued

Mortgage servicing rights – The fair value of servicing rights was determined using discount rates ranging from 9.0% to 20.0%, prepayment speeds ranging from 140% to 324% PSA, depending on stratification of the specific right. The fair value was also adjusted for the effect of potential past dues and foreclosures.

Deposits and time certificates of deposit – The fair value of deposits with no stated maturity, such as checking, passbook, and money market, is equal to the amount payable on demand. The fair value of time certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar maturities.

Advances from the FHLB & Subordinated Debentures – The fair value of the Company’s advances and debentures are estimated using discounted cash flow analysis based on the interest rate that would be effective December 31, 2013 and June 30, 2013, respectively if the borrowings repriced according to their stated terms.

Off-balance-sheet instruments - Fair values for off-balance-sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties’ credit standing. The fair values of these financial instruments are considered insignificant. Additionally, those financial instruments have no carrying value.

## NOTE 10. BUSINESS COMBINATION

On June 29, 2012, the Company and Sterling Savings Bank, a Washington state-chartered bank (“Sterling”) entered into a Purchase and Assumption Agreement (the “Agreement”) pursuant to which Eagle agreed to purchase Sterling’s banking operations in the state of Montana, including seven branch locations, certain deposit liabilities, loans and other assets and liabilities associated with such branch locations. The actual amount of deposits, loans and value of other assets and liabilities transferred to Eagle and the actual price paid was determined at the time of the closing of the transaction, in accordance with the terms and conditions of the Agreement. The closing of the transaction was subject to the terms and conditions set forth in the Agreement. The transaction was completed on November 30, 2012. The purchase price was \$8.07 million and exceeded the estimated fair value of tangible net assets acquired by approximately \$8.07 million, which was recorded as goodwill and intangible assets.

Cash flow information relative to the asset purchase agreement is as follows (in thousands):

|   |            |
|---|------------|
| Fair value of net assets acquired       | \$182,463  |
| Cash paid for deposit premium           | (8,065 )   |
| Liabilities assumed                     | (182,463 ) |
| <br>                                    |            |
| Goodwill and intangible assets recorded | \$(8,065 ) |

The primary purpose of the acquisition is to expand the Company’s market share in southern Montana provide existing customers with added convenience and service and to provide our new customers with the opportunity to enjoy the outstanding personalized service and commitment of a Montana-based community bank. Factors that contributed to a purchase price resulting in goodwill include the strategically important locations of Sterling’s branches, a historical record of earnings, capable employees and the Company’s ability to expand in the southern Montana market, which

will complement with the Company's existing growth strategy. Fair value adjustments and related goodwill are recorded in the statement of financial condition of the Company. Final valuation adjustments of \$144,000 were recorded during the quarter ended December 31, 2013 and impacted goodwill.

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 10. BUSINESS COMBINATION - continued

The following is a condensed balance sheet disclosing the estimated fair value amounts of the acquired branches of Sterling assigned to the major consolidated asset and liability captions at the acquisition date (in thousands):

## ASSETS

|                                |                   |
|--------------------------------|-------------------|
| Cash and cash equivalents      | \$ 129,950        |
| Loans receivable               | 41,323            |
| Premises and equipment         | 2,980             |
| Goodwill and intangible assets | 8,065             |
| Other assets                   | 145               |
| <b>Total assets</b>            | <b>\$ 182,463</b> |

## LIABILITIES AND EQUITY

|                                     |                   |
|-------------------------------------|-------------------|
| Deposits and accrued interest       | \$ 182,463        |
| Equity                              | -                 |
| <b>Total liabilities and equity</b> | <b>\$ 182,463</b> |

We estimated the fair value for most loans to be acquired from Sterling by utilizing a methodology wherein loans with comparable characteristics were aggregated by type of collateral, remaining maturity, and repricing terms. Cash flows for each pool were determined by estimating future credit losses and the rate of prepayments. Projected monthly cash flows were then discounted to present value using a risk-adjusted market rate for similar loans. To estimate the fair value of the remaining loans, we analyzed the value of the underlying collateral of the loans, assuming the fair values of the loans were derived from the eventual sale of the collateral. The value of the collateral was based on recently completed appraisals adjusted to the valuation date based on recognized industry indices. We discounted those values using market derived rates of return, with consideration given to the period of time and costs associated with the foreclosure and disposition of the collateral. There will be no carryover of Sterling's allowance for loan losses associated with the loans we acquired as the loans will be initially recorded at fair value.

Information about the Sterling loan portfolio that was acquired, at the acquisition date, is as follows (in thousands):

|  |                 |
|--|-----------------|
| Contractually required principal and interest at acquisition                 | \$41,223        |
| Contractual cash flows not expected to be collected (nonaccretable discount) | (769 )          |
| Expected cash flows at acquisition   | 40,454          |
| Interest component of expected cash flows (accretable discount)              | 869             |
| <b>Fair value of acquired loans</b>  | <b>\$41,323</b> |

The core deposit intangible asset that was recognized as part of the business combination was \$1.0 million and will be amortized over its estimated useful life of approximately ten years utilizing an accelerated method. The goodwill,

which will not be amortized for financial statement purposes, will be deductible for tax purposes.

The fair value of savings and transaction deposit accounts acquired from Sterling was assumed to approximate the carrying value as these accounts have no stated maturity and are payable on demand. Certificates of deposit were valued by comparing the contractual cost of the portfolio to an identical portfolio bearing current market rates. The projected cash flows from maturing certificates were calculated based on contractual rates. The fair value of the certificates of deposit was calculated by discounting their contractual cash flows at a market rate for a certificate of deposit with a corresponding maturity.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 10. BUSINESS COMBINATION - continued

Direct costs related to the Sterling acquisition were expensed as incurred in the year ended June 30, 2013. These acquisition and integration expenses included salaries and benefits, technology and communications, occupancy and equipment, professional services and other noninterest expenses. No acquisition costs were incurred for the three and six months ended December 31, 2013. For the three and six months ended December 31, 2012, \$731,000 and \$1.21 million of acquisition costs were incurred and expensed, respectively.

The following table presents an unaudited pro forma balance sheet of the Company as if the acquisition of the Sterling branches had occurred on June 30, 2012 (in thousands). The pro forma balance sheet does not necessarily reflect the combined balance sheet that will result as of the closing of the branch acquisition of the Sterling branches.

| ASSETS  |                   |
|---|-------------------|
| Cash and cash equivalents                         | \$ 149,764        |
| Loans receivable                                  | 215,159           |
| Premises and equipment                            | 18,541            |
| Goodwill and intangible assets                    | 8,065             |
| Investment securities                             | 89,277            |
| Other assets                                      | 28,956            |
| <b>Total assets</b>                               | <b>\$ 509,762</b> |
| LIABILITIES AND SHAREHOLDERS' EQUITY              |                   |
| Deposits  | \$ 402,452        |
| Other liabilities                                 | 53,660            |
| Equity  | 53,650            |
| <b>Total liabilities and shareholders' equity</b> | <b>\$ 509,762</b> |

Operations of the branches acquired have been included in the consolidated financial statements since December 1, 2012. The Company does not consider these branches a separate reporting unit and does not track the amount of revenues and net income attributable to these branches since the acquisition. As such, it is impracticable to determine such amounts for the three and six months ended December 31, 2013.



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 10. BUSINESS COMBINATION - continued

The following table presents unaudited pro forma results of operations for the three and six months ended December 31, 2013 and 2012 as if the acquisition of the Sterling branches had occurred on July 1, 2011 (in thousands). This pro forma information gives effect to certain adjustments, including purchase accounting fair value adjustments and amortization of the core deposit intangible asset. The pro forma information does not necessarily reflect the results of operations that would have occurred had the Company purchased and assumed the assets and liabilities of the Sterling branches at July 1, 2011. Cost savings are also not reflected in the unaudited pro forma amounts for the three and six months ended December 31, 2013 and 2012.

|  | Three Months Ended<br>December 31, |          | Six Months Ended<br>December 31, |          |
|--|------------------------------------|----------|----------------------------------|----------|
|  | 2013                               | 2012     | 2013                             | 2012     |
| Net interest income                        | \$ 3,648                           | \$ 3,684 | \$ 7,106                         | \$ 7,209 |
| Noninterest income                         | 2,469                              | 2,259    | 5,567                            | 4,176    |
| Noninterest expense                        | 5,613                              | 5,289    | 11,466                           | 10,078   |
| Net income <sup>1)</sup>                   | 474                                | 558      | 1,141                            | 1,047    |
| Pro forma earnings per share <sup>1)</sup> |                                    |          |                                  |          |
| Basic                                      | \$ 0.12                            | \$ 0.15  | \$ 0.29                          | \$ 0.28  |
| Diluted                                    | 0.12                               | 0.14     | 0.29                             | 0.27     |

- 1) Significant assumptions utilized include the acquisition cost noted above, amortization/accretion of interest rate fair value adjustments, amortization of the core deposit intangible asset and a 25% effective tax rate for the three and six months ended December 31, 2012.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 11. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables set forth information regarding the activity in accumulated other comprehensive income (loss) for the dates as indicated:

|  | Gains (Losses)<br>on Derivatives<br>Designated as<br>Cash Flow<br>Hedges<br>(In Thousands) | Unrealized<br>Losses<br>on Investment<br>Securities<br>Available for<br>Sale | Total       |
|--|--|--|-------------|
| Balance, July 1, 2013  | \$ 345   | \$ (3,729 )  | \$ (3,384 ) |
| Other comprehensive income (loss),<br>before reclassifications and income taxes                    | 590  | (2,058 )   | (1,468 )    |
| Amounts reclassified from accumulated other<br>comprehensive income (loss), before income<br>taxes | (582 )   | (431 )   | (1,013 )    |
| Income tax (expense) benefit   | (3 )   | 1,014  | 1,011       |
| Total other comprehensive income (loss)  | 5  | (1,475 )   | (1,470 )    |
| Balance, September 30, 2013  | 350  | (5,204 )   | (4,854 )    |
| Other comprehensive income (loss),<br>before reclassifications and income taxes                    | 366  | (828 )   | (462 )      |
| Amounts reclassified from accumulated other<br>comprehensive income (loss), before income<br>taxes | (590 )   | (405 )   | (995 )      |
| Income tax benefit   | 91   | 503  | 594         |
| Total other comprehensive loss   | (133 )   | (730 )   | (863 )      |
| Balance, December 31, 2013   | \$ 217   | \$ (5,934 )  | \$ (5,717 ) |

|  | Gains (Losses)<br>on Derivatives<br>Designated as<br>Cash Flow<br>Hedges<br>(In Thousands) | Unrealized<br>Gains (Losses)<br>on Investment<br>Securities<br>Available for<br>Sale | Total    |
|--|--|--|----------|
| Balance, July 1, 2012  | \$ 114   | \$ 2,159   | \$ 2,273 |
| Other comprehensive income,<br>before reclassifications and income taxes                 | 178  | 304  | 482      |
| Amounts reclassified from accumulated other<br>comprehensive income, before income taxes | (192 )   | (52 )  | (244 )   |
| Income tax benefit (expense)   | 6  | (103 )   | (97 )    |

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|  |        |          |          |
|--|--------|----------|----------|
| Total other comprehensive (loss) income  | (8 )   | 149      | 141      |
| Balance, September 30, 2012  | 106    | 2,308    | 2,414    |
| Other comprehensive income (loss),<br>before reclassifications and income taxes                    | 396    | (787 )   | (391 )   |
| Amounts reclassified from accumulated other<br>comprehensive income (loss), before income<br>taxes | (179 ) | (220 )   | (399 )   |
| Income tax (expense) benefit   | (89 )  | 412      | 323      |
| Total other comprehensive income (loss)  | 128    | (595 )   | (467 )   |
| Balance, December 31, 2012   | \$ 234 | \$ 1,713 | \$ 1,947 |

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

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

Overview

The Company's primary activity is its ownership of its wholly owned subsidiary, American Federal Savings Bank (the "Bank"). The Bank is a federally chartered savings bank, engaging in typical banking activities: acquiring deposits from local markets and originating loans and investing in securities. Recent federal legislation mandated that the consolidated regulatory functions of The Office of Thrift Supervision ("OTS") over the Bank and the Company be transferred to two federal agencies and that the OTS be merged into the Office of the Comptroller of the Currency (the "OCC"). Thus, as a result of the enactment in July of 2010 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), the Federal Reserve Board (the "FRB") became, as of July 21, 2011, the principal federal bank regulatory agency for the Company and the OCC the principal federal regulator for the Bank. The Bank's charter was not affected and the Bank continues to operate as a federal stock savings bank. Its deposits are insured by the Federal Deposit Insurance Corporation. Because the Dodd-Frank Act did not eliminate the thrift charter under which the Bank has historically operated, the Bank's traditional lending and investment activities have not been affected.

The Bank's primary component of earnings is its net interest margin (also called spread or margin), the difference between interest income and interest expense. The net interest margin is managed by management (through the pricing of its products and by the types of products offered and kept in portfolio), and is affected by changes in market interest rates. The Bank also generates noninterest income in the form of fee income and gain on sale of loans.

The Bank has a strong mortgage lending focus, with the majority of its loan originations represented by single-family residential mortgages. The Bank has also successfully marketed home equity loans to its customers, as well as a wide range of shorter term consumer loans for various personal needs (automobiles, recreational vehicles, etc.). In recent years the Bank has focused on adding commercial loans to its portfolio, both real estate and non-real estate. The purpose of this diversification is to mitigate the Bank's dependence on the residential mortgage market, as well as to improve its ability to manage its spread. The Bank's management recognizes the need for sources of fee income to complement its margin, and the Bank now maintains a significant loan servicing portfolio which generates income. The gain on sale of loans also provides significant fee income in periods of high mortgage loan origination volumes. Fee income is also supplemented with fees generated from the Bank's deposit accounts, its mortgage banking business and its wealth management business. The Bank has a high percentage of non-maturity deposits, such as checking accounts and savings accounts, which allows management flexibility in managing its spread. Non-maturity deposits do not automatically reprice as interest rates rise, as do certificates of deposit.

For the past several years, management's focus has been on improving the Bank's core earnings. Core earnings can be described as income before taxes, with the exclusion of gain on sale of loans and adjustments to the market value of the Bank's loan servicing portfolio. Management believes that the Bank will need to continue to focus on increasing net interest margin, other areas of fee income, and control of operating expenses to achieve earnings growth going forward. Management's strategy of growing the bank's loan portfolio and deposit base is expected to help achieve these goals as follows: loans typically earn higher rates of return than investments; a larger deposit base should yield higher fee income; increasing the asset base will reduce the relative impact of fixed operating costs. The biggest challenge to the strategy is funding the growth of the Bank's balance sheet in an efficient manner. Deposit growth will be difficult to maintain due to significant competition for deposits and it is likely that wholesale funding (which is

usually more expensive than retail deposits) will be needed to supplement it.

The level and movement of interest rates impacts the Bank's earnings as well. The Federal Reserve's Federal Open Market Committee ("FOMC") did not change the federal funds target rate which remained at 0.25% during the six months ended December 31, 2013.

#### Acquisition of Sterling Savings Bank Branches

From time to time the Bank has considered growth through mergers or acquisition as an alternative to its strategy of organic growth. In this connection, on June 29, 2012, the Bank entered into a definitive agreement with Sterling Savings Bank, a Washington state-chartered bank, to acquire Sterling's banking operations in the state of Montana, including seven branch locations, certain deposit liabilities, loans and other assets and liabilities associated with such branch locations. As a result of this acquisition, which closed on November 30, 2012, the Bank acquired approximately \$182.5 million in additional assets, including approximately \$41.3 million of pass-rated performing loans and assumed \$181.6 million in new deposits. The Bank expects that the increase in its branch network as a result of the Sterling branch acquisition will substantially increase its loan origination volume and, due to the substantial increase in deposits, fee income. In addition, the acquisition of the branches is expected to increase certain of the Bank's expenses, including salaries and employee benefits and occupancy and equipment expense. The Bank received approximately \$130.0 million in cash in the transaction, which may not be able to be immediately used to fund loans. While a substantial amount of the cash has been invested in securities, it may require additional time to deploy all of the proceeds to fund loans.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

Overview - continued

Acquisition of Sterling Savings Bank Branches - continued

The branch acquisition complements the Bank's existing growth strategy by expanding into the southern Montana market and more than doubling the Bank's retail branch network from six to 13 locations. Of the seven acquired branches six are in new markets for the Bank, including two in Missoula, one in Billings, and one each in Hamilton, Livingston and Big Timber. The seventh is in Bozeman where the Bank already has a presence. After the acquisition, the Bank became the sixth largest Montana-based banking institution.

In addition, the transaction also strengthens the Bank's mortgage origination franchise and adds a wealth management business headquartered in Bozeman, Montana. The addition of Sterling's Montana mortgage banking unit will double the Bank's mortgage banking business. This increase in the mortgage banking business and the addition of a wealth management business is expected to increase the Bank's noninterest income and further the Bank's strategy to increase fee income to complement its margin.

Financial Condition

Comparisons of financial condition in this section are between December 31, 2013 and June 30, 2013.

Total assets at December 31, 2013 were \$516.39 million, an increase of \$5.86 million, or 1.1%, from \$510.53 million at June 30, 2013. Loans receivable increased by \$32.70 million, or 15.2%, to \$247.38 million at December 31, 2013, from \$214.68 million at June 30, 2013. Residential mortgage loans increased by \$13.00 million, commercial real estate loans increased by \$6.92 million and commercial loans increased by \$9.57 million. These were the largest increases among the various loan types. Home equity, consumer loans, and construction loans increased more moderately. Total loan originations were \$159.87 million for the six months ended December 31, 2013, with single family mortgages accounting for \$118.24 million of the total. Home equity and construction loan originations totaled \$4.99 million and \$7.85 million, respectively, for the same period. Commercial real estate and land loan originations totaled \$17.72 million. Consumer loans originated totaled \$4.00 million. Commercial loans originated totaled \$7.07 million, with \$3.27 million originating from loan syndication programs with borrowers residing outside of Montana. Loans held-for-sale decreased \$6.15 million, to \$14.66 million at December 31, 2013 from \$20.81 million at June 30, 2013.

Total cash and cash equivalents increased by \$900,000, and securities available-for-sale decreased \$23.95 million. Almost all security categories decreased during the period with the largest decrease in the collateralized mortgage obligation category of \$11.40 million, or 23.9%.

Deposits increased \$14.49 million, or 3.4%, to \$432.24 million at December 31, 2013 from \$417.75 million at June 30, 2013. Growth occurred across most deposit products with the exception of time certificates of deposits which decreased slightly during the period. Management attributes the organic increase in deposits to increased marketing of checking accounts as well as customers' preference for placing funds in secure, federally insured accounts.

The ability of the Bank to continue to grow its retail deposit base during the period enabled the Bank to decrease wholesale funding during the period. Advances from the Federal Home Loan Bank and other borrowings decreased

\$6.79 million, or 19.5%, to \$28.07 million at December 31, 2013 from \$34.86 million at June 30, 2013.

Total stockholders' equity decreased \$1.47 million or 3.0%, to \$47.76 million at December 31, 2013 from \$49.23 million at June 30, 2013. This was a result of an increase in accumulated other comprehensive loss of \$2.34 million (mainly due to an increase in net unrealized losses on securities available-for-sale) and dividends paid of \$568,000, partially offset by net income of \$1.14 million.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

Results of Operations for the Three Months Ended December 31, 2013 and 2012

**Net Income.** Eagle's net income for the quarter was \$474,000 versus a net loss of \$40,000 for the three months ended December 31, 2012. The increase of \$514,000 was due to increases in net interest income of \$888,000 and noninterest income of \$552,000, and reductions in provision for loan losses of \$34,000. These were partially offset by an increase in noninterest expense of \$827,000 and income tax expense of \$133,000. These increases were principally the result of the significant growth in assets and employees as a result of the Sterling acquisition. The increase in noninterest income was partially attributable to an increase in the gain on sale of available-for-sale securities. The provision for loan losses decreased from the prior period due to improved credit indicators such as delinquencies. Basic earnings per share were \$0.12 for the current period, and \$(0.01) per share for the prior comparable period.

**Net Interest Income.** Net interest income increased to \$3.80 million for the quarter ended December 31, 2013, from \$2.91 million for the previous year's quarter. This increase of \$888,000 was the result of an increase in interest and dividend income of \$818,000 and by a decrease in interest expense of \$70,000.

**Interest and Dividend Income.** Total interest and dividend income was \$4.32 million for the quarter ended December 31, 2013, compared to \$3.50 million for the quarter ended December 31, 2012, an increase of \$818,000, or 23.4%. Interest and fees on loans increased to \$3.23 million for the three months ended December 31, 2013 from \$2.75 million for the same period ended December 31, 2012. This increase of \$478,000, or 17.5%, was due to an increase in the average balance of loans partially offset by a decrease in the average yield of loans for the quarter ended December 31, 2013. The average interest rate earned on loans receivable decreased by 66 basis points, from 5.74% to 5.08%. Average balances for loans receivable, net, including loans held for sale, for the quarter ended December 31, 2013 were \$254.60 million, compared to \$191.70 million for the prior year period. This represents an increase of \$62.90 million, or 32.8%. Interest and dividends on investment securities available-for-sale (AFS) increased by \$348,000 for the quarter ended December 31, 2013 from \$735,000 for the same quarter last year. Average balances on investments increased to \$199.60 million for the quarter ended December 31, 2013, from \$126.85 million for the quarter ended December 31, 2012. The average interest rate earned on investments decreased to 2.17% from 2.32%. Interest on deposits with banks decreased to \$3,000 from \$11,000, due to a decrease in average balances partially offset by an increase in the average rates. Average balances on deposits with banks decreased to \$2.37 million for the quarter ended December 31, 2013, compared to \$25.9 million for the quarter ended December 31, 2012 and the average rates on such deposits with banks increased from 0.17% at December 31, 2012 to 0.51% at December 31, 2013.

**Interest Expense.** Total interest expense declined in the quarter to \$516,000 from \$586,000 for the quarter ended December 31, 2012, a decrease of \$70,000, or 11.9%. The decrease was attributable to decreases in interest on borrowings and deposits. The average rates on deposits, which include non-interest bearing deposits, decreased from 46 basis points to 29 basis points, but this was offset by the growth in average deposit balances. This increase in average balances is the result of both the Sterling branch acquisition and organic growth. The organic growth was likely the result of the Bank's customers continuing to opt for the safety of federally insured deposits, notwithstanding historically low rates on such deposits, over the risks and uncertainty of the capital markets. The average balances increased from \$287.33 million to \$426.75 million, an increase of \$139.42 million. All account types experienced some decrease in average rates. Money market accounts declined one basis point to 13 basis points down from 14 basis points. Interest bearing checking account rates declined two basis points to 4 basis points down from 6 basis



points. Savings account rates declined to 0.05% from 0.09%, and certificates of deposit rates decreased from 1.13% to 0.70%. Because of the increase in retail funding due to deposit growth average balances in borrowings decreased to \$33.34 million for the quarter ended December 31, 2013, compared to \$36.86 million for the same quarter in the previous year. A decline in the average rate paid to 2.44% from 2.75%, along with the decrease in average borrowing balances, resulted in a decrease in interest expense for borrowings to \$183,000 for the quarter ended December 31, 2013 versus \$230,000 in the previous year. The average rate paid on all interest-bearing liabilities decreased 31 basis points from the quarter ended December 31, 2012 to the quarter ended December 31, 2013.

**Provision for Loan Losses.** Provisions for loan losses are charged to earnings to maintain the total allowance for loan losses at a level considered adequate by management of the Bank, to provide for probable loan losses based on prior loss experience, volume and type of lending conducted by the Bank, national and local economic conditions, and past due loans in portfolio. The Bank's policies require a review of assets on a quarterly basis. The Bank classifies loans as well as other assets if warranted. While the Bank believes it uses the best information available to make a determination with respect to the allowance for loan losses, it recognizes that future adjustments may be necessary. The Bank recorded \$153,000 in provision for loan losses for the quarter ended December 31, 2013 and \$187,000 in the quarter ended December 31, 2012. This decrease from 2012 was based on an analysis of a variety of factors including delinquencies within the loan portfolio. Total nonperforming loans, including restructured loans, net decreased from \$1.50 million at December 31, 2012 to \$992,000 at December 31, 2013. The Bank currently has \$419,000 in foreclosed real estate property and other repossessed property.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

Results of Operations for the Three Months Ended December 31, 2013 and 2012 – continued

**Noninterest Income.** Total noninterest income increased to \$2.47 million for the quarter ended December 31, 2013, from \$1.92 million for the quarter ended December 31, 2012, an increase of \$552,000 or 28.6%. Mortgage loan servicing fees accounted for \$92,000 of the increase, while another \$80,000 was attributable to increased deposit account service charges. These increases can be attributed to the additional account volume after the Sterling acquisition. The gain on sale of securities contributed to the increase in noninterest income. Gain on sale of securities increased to \$405,000 from the prior period's amount of \$245,000.

**Noninterest Expense.** Noninterest expense was \$5.61 million for the quarter ended December 31, 2013, and \$4.79 million for the quarter ended December 31, 2012. The primary cause of this increase was the increase in salaries and employee benefits of \$957,000 resulting from the increase in staff from the Sterling acquisition. Occupancy and equipment expense and data processing also increased as the result of the Sterling acquisition. There were no acquisition costs for the quarter ended December 31, 2013 compared to acquisition costs of \$731,000 for the same quarter last year. There was no valuation loss on OREO recorded for the quarter ended December 31, 2013 compared to \$30,000 in the same period last year. This decrease was due to stabilizing values in the Company's foreclosed properties.

**Income Tax Expense.** Our income tax expense was \$30,000 for the quarter ended December 31, 2013, compared to income tax benefit of \$103,000 for the quarter ended December 31, 2012. The effective tax rate for the quarter ended December 31, 2013 was 5.95% and was -72.03% for the quarter ended December 31, 2012.

Results of Operations for the Six Months Ended December 31, 2013 and 2012

**Net Income.** Eagle's net income for the six months ended December 31, 2013 was \$1.14 million compared to \$382,000 for the six months ended December 31, 2012. The increase of \$759,000 was due to increases in net interest income of \$1.85 million and noninterest income of \$2.08 million, and reductions in provision for loan losses of \$110,000. These were partially offset by an increase in noninterest expense of \$3.25 million and income tax expense of \$27,000. The increase in noninterest income resulted from an increase in home mortgage refinancing activity, resulting in increased gain on sale of loans. The noninterest income increase was also attributable to an increase in the gain on sale of available-for-sale securities. The provision for loan losses decreased from the prior period due to improved credit indicators such as delinquencies. Eagle's tax provision was \$27,000 lower in the current period. The Company's tax rate is low primarily due to the new market tax credit project initiated in the previous year. Basic earnings per share were \$0.29 for the current period and \$0.10 per share for the prior comparable period.

**Net Interest Income.** Net interest income increased to \$7.42 million for the six months ended December 31, 2013, from \$5.57 million for the previous year. This increase of \$1.85 million was the result of an increase in interest and dividend income of \$1.73 million and by a decrease in interest expense of \$112,000.

**Interest and Dividend Income.** Total interest and dividend income was \$8.46 million for the six months ended December 31, 2013, compared to \$6.72 million for the six months ended December 31, 2012, an increase of \$1.74 million, or 25.9%. Interest and fees on loans increased to \$6.35 million for the six months ended December 31, 2013 from \$5.30 million for the same period ended December 31, 2012. This increase of \$1.05 million, or 19.8%, was due to an increase in the average balance of loans partially offset by a decrease in the average yield of loans for the six

months ended December 31, 2013. The average interest rate earned on loans receivable decreased by 61 basis points, from 5.70% to 5.09%. Average balances for loans receivable, net, including loans held for sale, for the six months ended December 31, 2013 were \$249.58 million, compared to \$186.24 million for the prior year period. This represents an increase of \$63.34 million, or 34.0%. Interest and dividends on investment securities AFS increased by \$698,000 for the six months ended December 31, 2013 from \$1.40 million for the same period last year. Average balances on investments increased to \$205.19 million for the six months ended December 31, 2013, from \$108.74 million for the six months ended December 31, 2012. The average interest rate earned on investments decreased to 2.05% from 2.58%. Interest on deposits with banks decreased to \$4,000 from \$16,000, due to a decrease in average balances partially offset by an increase in the average rates. Average balances on deposits with banks decreased to \$1.93 million for the six months ended December 31, 2013, compared to \$18.94 million for the six months ended December 31, 2012 and the average rates on such deposits with banks increased from 0.17% at December 31, 2012 to 0.41% at December 31, 2013.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

Results of Operations for the Six Months Ended December 31, 2013 and 2012 – continued

**Interest Expense.** Total interest expense declined for the six months ended December 31, 2013 to \$1.04 million from \$1.15 million for the six months ended December 31, 2012, a decrease of \$112,000, or 9.6%. The decrease was attributable to decreases in interest on borrowings partially offset by an increase in expense on deposits. The average rates on deposits, which include non-interest bearing deposits, decreased from 46 basis points to 30 basis points, but this was offset by the growth in average deposit balances. This increase in average balances is the result of both the Sterling branch acquisition and organic growth. The organic growth was likely the result of the Bank's customers continuing to opt for the safety of federally insured deposits, notwithstanding historically low rates on such deposits, over the risks and uncertainty of the capital markets. The average balances increased from \$253.34 million to \$424.52 million, an increase of \$171.18 million. All account types experienced some decrease in average rates. Money market accounts declined two basis points to 12 basis points down from 14 basis points. Interest bearing checking account rates declined one basis point to 4 basis points down from 5 basis points. Savings account rates declined to 0.05% from 0.09%, and certificates of deposit rates decreased from 1.12% to 0.71%. Because of the increase in retail funding due to deposit growth average balances in borrowings decreased to \$36.89 million for the six months ended December 31, 2013, compared to \$38.89 million for the same period in the previous year. The average rate paid, along with the decrease in average borrowing balances, resulted in a decrease in interest expense for borrowings to \$365,000 for the six months ended December 31, 2013 versus \$524,000 in the previous period. The average rate paid on borrowings decreased from 2.94% last year to 2.21% for the six months ended December 31, 2013. The average rate paid on all interest-bearing liabilities decreased 36 basis points from the six months ended December 31, 2012 to the six months ended December 31, 2013.

**Provision for Loan Losses.** Provisions for loan losses are charged to earnings to maintain the total allowance for loan losses at a level considered adequate by management of the Bank, to provide for probable loan losses based on prior loss experience, volume and type of lending conducted by the Bank, national and local economic conditions, and past due loans in portfolio. The Bank's policies require a review of assets on a quarterly basis. The Bank classifies loans as well as other assets if warranted. While the Bank believes it uses the best information available to make a determination with respect to the allowance for loan losses, it recognizes that future adjustments may be necessary. The Bank recorded \$312,000 in provision for loan losses for the six months ended December 31, 2013 and \$422,000 for the six months ended December 31, 2012. This decrease from 2012 was based on an analysis of a variety of factors including delinquencies within the loan portfolio. Total nonperforming loans, including restructured loans, decreased from \$1.50 million at December 31, 2012 to \$992,000 at December 31, 2013. The Bank currently has \$419,000 in foreclosed real estate property and other repossessed property.

**Noninterest Income.** Due to the continued historic low long term interest rates, the Bank continued to experience significant refinancing activity in residential real estate as well as benefiting from operating the mortgage banking activities resulting from the Sterling acquisition which augmented our existing mortgage lending. This increased activity had a significant effect on the amount of noninterest income with total noninterest income increasing to \$5.57 million for the six months ended December 31, 2013, from \$3.49 million for the six months ended December 31, 2012, an increase of \$2.08 million or 59.6%. Of this amount, net gain on sale of loans increased to \$2.55 million for the six months ended December 31, 2013 from \$1.77 million for the six months ended December 31, 2012. During this period, \$118.23 million of 1-4 family mortgage loans were originated compared to \$89.48 million in the six months ended December 31, 2012. In addition, \$105.63 million of mortgage loans were sold during the period compared to \$84.61 million sold for the six months ended December 31, 2012, an increase of \$21.02 million. Service

charge income on deposit accounts increased \$193,000 to \$543,000 for the six months ended December 31, 2013 due to the increased number of deposit accounts as a result of the Sterling branch acquisition. Mortgage loan servicing fees increased \$172,000 to \$653,000 for the six months ended December 31, 2013 primarily due to the higher balances of residential mortgage loans serviced by the Company. The gain on sale of securities also contributed to the increase in noninterest income. Gain on sale of securities increased to \$836,000 from the prior period amount of \$312,000.

**Noninterest Expense.** Noninterest expense was \$11.47 million for the six months ended December 31, 2013, and \$8.22 million for the six months ended December 31, 2012. The primary cause of this increase was the increase in salaries and employee benefits of \$2.86 million resulting from the increase in staff from the Sterling acquisition. Occupancy and equipment expense and data processing also increased as the result of the Sterling acquisition and now operating a larger entity. There were no acquisition costs for the six months ended December 31, 2013 compared to \$1.21 million for the same period last year as the acquisition was fully completed by the third quarter of fiscal year 2013. There was no valuation losses on OREO recorded for the six months ended December 31, 2013 compared to \$98,000 in the same period last year. This decrease was due to stabilizing values in the Company's foreclosed properties.

**Income Tax Expense.** Our income tax expense was \$66,000 for the six months ended December 31, 2013, compared to \$39,000 for the six months ended December 31, 2012. The effective tax rate for the six months ended December 31, 2013 was 5.47% and was 9.26% for the six months ended December 31, 2012. The Company's tax rate is significantly lower than in previous years primarily due to the new market tax credit project initiated in the previous year. Also, the deductibility for tax purposes of goodwill resulting from the Sterling acquisition has helped reduce the effective tax rate. Previous filings have further detail on the new market tax credits owned by the Company. The Company has equity investments in Certified Development Entities which have received allocations of New Markets Tax Credits ("NMTC"). Administered by the Community Development Financial Institutions Fund of the U.S. Department of the Treasury, the NMTC program is aimed at stimulating economic and community development and job creation in low-income communities. The federal income tax credits received are claimed over a seven-year credit allowance period.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

Liquidity, Interest Rate Sensitivity and Capital Resources

The Bank is required to maintain minimum levels of liquid assets as defined by the Office of the Comptroller of the Currency ("OCC") regulations. The OCC has eliminated the statutory requirement based upon a percentage of deposits and short-term borrowings. The OCC states that the liquidity requirement is retained for safety and soundness purposes, and that appropriate levels of liquidity will depend upon the types of activities in which the company engages. For internal reporting purposes, the Bank uses policy minimums of 1.0%, and 8.0% for "basic surplus" and "basic surplus with FHLB" as internally defined. In general, the "basic surplus" is a calculation of the ratio of unencumbered short-term assets reduced by estimated percentages of CD maturities and other deposits that may leave the Bank in the next 90 days divided by total assets. "Basic surplus with FHLB" adds to "basic surplus" the additional borrowing capacity the Bank has with the FHLB of Seattle. The Bank exceeded those minimum ratios as of both December 31, 2013 and December 31, 2012.

The Bank's primary sources of funds are deposits, repayment of loans and mortgage-backed and collateralized mortgage obligation securities, maturities of investments, funds provided from operations, and advances from the Federal Home Loan Bank of Seattle and other borrowings. Scheduled repayments of loans and mortgage-backed and collateralized mortgage obligation securities and maturities of investment securities are generally predictable. However, other sources of funds, such as deposit flows and loan prepayments, can be greatly influenced by the general level of interest rates, economic conditions and competition. The Bank uses liquidity resources principally to fund existing and future loan commitments. It also uses them to fund maturing certificates of deposit, demand deposit withdrawals and to invest in other loans and investments, maintain liquidity, and meet operating expenses.

Liquidity may be adversely affected by unexpected deposit outflows, higher interest rates paid by competitors, and similar matters. Management monitors projected liquidity needs and determines the level desirable, based in part on commitments to make loans and management's assessment of the Bank's ability to generate funds.

At November 30, 2013, the Bank's measure, as internally determined, of sensitivity to interest rate movements, as measured by a 200 basis point rise in interest rates scenario, decreased the economic value of equity ("EVE") by 16.8%. The Bank is well within the guidelines set forth by the Board of Directors for interest rate risk sensitivity. The Bank's tier I core capital ratio, as measured under OCC rules, increased from 8.46% as of December 31, 2012 to 8.58% as of December 31, 2013. The Bank's strong capital position helps to mitigate its interest rate risk exposure.

As of December 31, 2013, the Bank's regulatory capital was in excess of all applicable regulatory requirements. At December 31, 2013, the Bank's tangible, core, and risk-based capital ratios amounted to 8.58%, 8.58%, and 15.20%, respectively, compared to regulatory requirements of 1.50%, 3.00%, and 8.00%, respectively. See the following table:

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Liquidity, Interest Rate Sensitivity and Capital Resources – continued

|                     | At December 31, 2013<br>(Unaudited)<br>(Dollars in Thousands) |                |
|---------------------|---|----------------|
|                     | Dollar<br>Amount  | % of<br>Assets |
| Tangible capital:   |   |                |
| Capital level       | \$43,910  | 8.58           |
| Requirement         | 7,680   | 1.50           |
| Excess              | 36,230  | 7.08           |
| Core capital:       |   |                |
| Capital level       | 43,910  | 8.58           |
| Requirement         | 15,359  | 3.00           |
| Excess              | 28,551  | 5.58           |
| Risk-based capital: |   |                |
| Capital level       | 46,030  | 15.20          |
| Requirement         | 24,221  | 8.00           |
| Excess              | 21,809  | 7.20           |

## Impact of Inflation and Changing Prices

Our financial statements and the accompanying notes have been prepared in accordance with generally accepted accounting principles, which require the measurement of financial position and operating results in terms of historical dollars without considering the change in the relative purchasing power of money over time and due to inflation. The impact of inflation is reflected in the increased cost of our operations. Interest rates have a greater impact on our performance than do the general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Item 3. Quantitative and Qualitative Disclosures About Market Risk

This item has been omitted based on Eagle's status as a smaller reporting company.

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

CONTROLS AND PROCEDURES

Item 4. Controls and Procedures

As of the end of the period covered by this report, we conducted an evaluation under the supervision and with the participation of our management including our Chief Executive Officer (“CEO”) and Interim Chief Financial Officer (“CFO”) of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms, including to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure. Based on that evaluation, our CEO and Interim CFO concluded that as of December 31, 2013, our disclosure controls and procedures were effective.

During the last fiscal quarter, there were no changes in the Company’s internal control over financial reporting that have materially affected, or were reasonably likely to materially affect, the Company’s internal control over financial reporting.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

Part II - OTHER INFORMATION

Item 1. Legal Proceedings.

Neither the Company nor the Bank is involved in any pending legal proceeding other than non-material legal proceedings occurring in the ordinary course of business.

Item 1A. Risk Factors.

There have not been any material changes in the risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2013.

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

On April 26, 2011, the Company announced that its Board of Directors authorized a common stock repurchase program for 204,156 shares of common stock, effective April 27, 2011. The program was intended to be implemented through purchases made from time to time in the open market or through private transactions. The program was scheduled to terminate on April 19, 2012. All of the 204,156 shares were purchased by December 27, 2011.

On July 1, 2013, the Company announced its Board of Directors has approved a stock repurchase program for the shares of the Company's common stock. Pursuant to the program, Eagle may acquire up to 150,000 shares of its common stock, subject to market conditions, on the open market or in privately negotiated transactions. The repurchase program expires on June 30, 2014.

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information.

None.

Item 6. Exhibits.

31.1 Certification by Peter J. Johnson, Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 (a) of the Sarbanes-Oxley Act of 2002.

31.2 Certification by Peter J. Johnson, Interim Chief Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 (a) of the Sarbanes-Oxley Act of 2002.

32.1 Certification by Peter J. Johnson, Chief Executive Officer and Interim Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

SIGNATURES

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

EAGLE BANCORP MONTANA, INC.

Date: February 12, 2014

By: /s/ Peter J. Johnson  
Peter J. Johnson  
President/CEO

Date: February 12, 2014

By: /s/ Miranda J. Spaulding  
Miranda J. Spaulding  
Interim Principal Accounting Officer