

Eagle Bancorp Montana, Inc.
Form 10-Q
May 13, 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 March 31, 2014

- 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.
(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
(Address of principal executive offices)

(406) 442-3080
(Issuer's telephone number)

Website address: 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	As of May 13, 2014	3,918,399 shares outstanding
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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

PART I.	FINANCIAL INFORMATION	PAGE
Item 1.	Financial Statements (Unaudited)	
	<u>Consolidated Statements of Financial Condition as of March 31, 2014 and June 30, 2013</u>	1
	<u>Consolidated Statements of Income for the three and nine months ended March 31, 2014 and 2013</u>	3
	<u>Consolidated Statements of Comprehensive Income for the three and nine months ended March 31, 2014 and 2013</u>	5
	<u>Consolidated Statements of Changes in Stockholders' Equity for the nine months ended March 31, 2014 and 2013</u>	6
	<u>Consolidated Statements of Cash Flows for the nine months ended March 31, 2014 and 2013</u>	7
	<u>Notes to the Unaudited Consolidated Financial Statements</u>	9
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	36
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	43
<u>Item 4.</u>	<u>Controls and Procedures</u>	44
PART II.	OTHER INFORMATION	
<u>Item 1.</u>	<u>Legal Proceedings</u>	45
<u>Item 1A.</u>	<u>Risk Factors</u>	45
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	45
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>	45
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	45
<u>Item 5.</u>	<u>Other Information</u>	45
<u>Item 6.</u>	<u>Exhibits</u>	45
	<u>Signatures</u>	46
Exhibit 31.1		
Exhibit 31.2		

Exhibit 32.1

Exhibit 32.1

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

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.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

	March 31, 2014	June 30, 2013
ASSETS		
Cash and due from banks	\$6,278	\$3,776
Interest-bearing deposits with banks	3,013	2,385
Total cash and cash equivalents	9,291	6,161
Securities available-for-sale, at market value	191,280	218,963
Federal Home Loan Bank stock, at cost	1,878	1,931
Investment in Eagle Bancorp Statutory Trust I	155	155
Mortgage loans held-for-sale	9,405	20,807
Loans receivable, net of deferred loan expenses of \$414 at March 31, 2014 and \$117 at June 30, 2013 and allowance for loan losses of \$2,175 at March 31, 2014 and \$2,000 at June 30, 2013	258,592	214,677
Accrued interest and dividends receivable	2,219	2,387
Mortgage servicing rights, net	3,602	3,192
Premises and equipment, net	19,655	18,943
Cash surrender value of life insurance	11,004	10,869
Real estate and other repossessed assets acquired in settlement of loans, net	458	550
Goodwill	7,034	6,890
Core deposit intangible, net	788	922
Other assets	4,470	4,087
Total assets	\$519,831	\$510,534

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)

	March 31, 2014	June 30, 2013
LIABILITIES		
Deposit accounts:		
Noninterest bearing	\$59,889	\$52,972
Interest bearing	378,913	364,779
Total deposits	438,802	417,751
Accrued expenses and other liabilities	3,164	3,535
FHLB advances and other borrowings	23,211	34,861
Subordinated debentures	5,155	5,155
Total liabilities	470,332	461,302
EQUITY		
Preferred stock (no par value, 1,000,000 shares authorized, none issued or outstanding)	-	-
Common stock (par value \$0.01 per share; 8,000,000 shares authorized; 4,083,127 shares issued; 3,918,399 and 3,898,685 shares outstanding at March 31, 2014 and June 30, 2013, respectively)	41	41
Additional paid-in capital	22,120	22,109
Unallocated common stock held by employee stock ownership plan ("ESOP")	(1,265)	(1,390)
Treasury stock, at cost	(1,800)	(1,993)
Retained earnings	34,246	33,849
Accumulated other comprehensive loss	(3,843)	(3,384)
Total equity	49,499	49,232
Total liabilities and equity	\$519,831	\$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 March 31,		Nine Months Ended March 31,	
	2014	2013	2014	2013
Interest and Dividend Income:				
Interest and fees on loans	\$3,254	\$3,012	\$9,606	\$8,316
Securities available-for-sale	1,066	1,087	3,168	2,491
Interest on deposits with banks	1	10	5	26
Total interest and dividend income	4,321	4,109	12,779	10,833
Interest Expense:				
Deposits	329	305	962	886
FHLB advances & other borrowings	152	208	517	732
Subordinated debentures	21	22	63	69
Total interest expense	502	535	1,542	1,687
Net interest income	3,819	3,574	11,237	9,146
Loan loss provision	128	116	440	538
Net interest income after loan loss provision	3,691	3,458	10,797	8,608
Noninterest Income:				
Service charges on deposit accounts	226	197	769	547
Net gain on sale of loans (includes \$366 and \$396 for the three months ended March 31, 2014 and 2013, respectively, and \$582 and \$192 for the nine months ended March 31, 2014 and 2013, respectively, related to accumulated other comprehensive earnings reclassification)	836	1,718	3,390	3,492
Mortgage loan servicing fees	359	262	1,012	743
Net gain on sale of available for sale securities (includes \$196 and (\$564) for the three months ended March 31, 2014 and 2013, respectively, and \$1,032 and (\$716) for the nine months ended March 31, 2014 and 2013, respectively related to accumulated other comprehensive earnings reclassification)	196	465	1,032	777
Net loss on sale of OREO	-	(9)	(50)	(32)
Net (loss) gain on fair value hedge	(72)	43	(1)	108
Other	578	597	1,538	1,130
Total noninterest income	2,123	3,273	7,690	6,765

See accompanying notes to the unaudited consolidated financial statements.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME (Continued)

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2014	2013	2014	2013
Noninterest Expense:				
Salaries and employee benefits	3,209	3,193	9,639	6,765
Occupancy and equipment expense	711	692	2,086	1,542
Data processing	458	512	1,389	852
Advertising	211	278	668	697
Amortization of mortgage servicing rights	132	158	466	566
Amortization of core deposit intangible and tax credits	105	145	322	193
Federal insurance premiums	84	82	252	174
Postage	40	36	132	99
Legal, accounting, and examination fees	111	123	380	336
Consulting fees	164	14	319	75
Acquisition costs	-	712	-	1,920
Valuation loss on OREO	-	93	-	191
Other	474	415	1,512	1,264
Total noninterest expense	5,699	6,453	17,165	14,674
Income before provision for income taxes	115	278	1,322	699
Income Tax Expense (Benefit) (includes \$1,291 and (\$796) for the three months ended March, 2014 and 2013, respectively, and (\$314) and (\$1,020) for the nine months ended March 31, 2014 and 2013, respectively, related to income tax expense (benefit) from reclassification items)	7	(629)	73	(590)
Net Income	\$108	\$907	\$1,249	\$1,289
Basic earnings per common share	\$0.03	\$0.24	\$0.32	\$0.34
Diluted earnings per common share	\$0.03	\$0.23	\$0.31	\$0.33
Weighted average shares outstanding (basic eps)	3,918,399	3,752,813	3,909,549	3,739,806
Weighted average shares outstanding (diluted eps)	3,973,202	3,937,255	3,976,599	3,933,105

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 March 31,		Nine Months Ended March 31,	
	2014	2013	2014	2013
NET INCOME	\$108	\$907	\$1,249	\$1,289
OTHER ITEMS OF COMPREHENSIVE INCOME (LOSS):				
Change in fair value of investment securities available for sale, before income taxes	3,489	(2,500)	603	(3,406)
Reclassification for realized gains and losses on investment securities included in net earnings, before income tax	(196)	564	(1,032)	716
Change in fair value of derivatives designated as cash flow hedges, before income taxes	238	379	238	379
Reclassification for realized gains and losses on derivatives designated as cash flow hedges, before income taxes	(366)	(396)	(582)	(192)
Total other items of comprehensive income (loss)	3,165	(1,953)	(773)	(2,503)
Income tax (expense) benefit related to:				
Investment securities	(1,343)	789	174	1,096
Derivatives designated as cash flow hedges	52	7	140	(76)
	(1,291)	796	314	1,020
COMPREHENSIVE INCOME (LOSS)	\$1,982	\$(250)	\$790	\$(194)

See accompanying notes to the unaudited consolidated financial statements.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

For the Nine Months Ended March 31, 2014 and 2013

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

	PREFERRED STOCK	COMMON STOCK	ADDITIONAL UNALLOCATED PAID-IN CAPITAL	ESOP SHARES	TREASURY STOCK	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TOTAL
Balance, July 1, 2012	\$ -	\$ 41	\$ 22,112	\$ (1,556)	\$ (2,210)	\$ 32,990	\$ 2,273	\$ 53,650
Net income						1,289		1,289
Other comprehensive loss							(1,483)	(1,483)
Dividends paid (\$0.07125 per share per quarter)						(832)		(832)
Treasury stock reissued			(11)		217			206
ESOP shares allocated or committed to be released for allocation (12,462 shares)			5	125				130
Balance, March 31, 2013	\$ -	\$ 41	\$ 22,106	\$ (1,431)	\$ (1,993)	\$ 33,447	\$ 790	\$ 52,960
Balance, July 1, 2013	\$-	\$41	\$22,109	\$(1,390)	\$(1,993)	\$33,849	\$(3,384)	\$49,232
Net income						1,249		1,249
Other comprehensive loss							(459)	(459)
Dividends paid (\$0.0725 per share)						(852)		(852)

per quarter)

Treasury stock reissued				193				193
ESOP shares allocated or committed to be released for allocation (12,462 shares)			11	125				136
Balance, March 31, 2014	\$-	\$41	\$22,120	\$(1,265)	\$(1,800)	\$34,246	\$(3,843)	\$49,499

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)

	Nine Months Ended March 31,	
	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$1,249	\$1,289
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Provision for loan losses	440	538
Valuation losses on OREO	-	191
Depreciation	858	652
Net amortization of marketable securities premium and discounts	2,290	1,235
Amortization of capitalized mortgage servicing rights	466	566
Amortization of core deposit intangible and tax credits	322	193
Gain on sale of loans	(3,390)	(3,492)
Net realized gain on sale of available-for-sale securities	(1,032)	(777)
Loss on sale of OREO	50	32
Loss (gain) on fair value hedge	1	(108)
Net gain on sale/disposal of fixed assets	(15)	(285)
Appreciation in cash surrender value of life insurance, net	(244)	(221)
Change in assets and liabilities:		
Decrease (increase) in assets:		
Accrued interest and dividends receivable	168	(866)
Loans held-for-sale	14,446	1,664
Other assets	(256)	(1,672)
(Decrease) increase in liabilities:		
Accrued expenses and other liabilities	(41)	167
Net cash provided by (used in) operating activities	15,312	(894)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Activity in available-for-sale securities		
Sales	38,333	15,060
Maturities, principal payments, calls	18,665	21,235
Purchases	(31,002)	(176,163)
FHLB stock redeemed	53	54
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) decrease in loan receivable, excludes transfers to real estate acquired in settlement of loans	(45,273)	2,066
Proceeds from bank owed life insurance	109	-
Proceeds from the sale of real estate and other repossessed property acquired in the settlement of loans	83	1,314
Insurance proceeds related to property and equipment	31	-
Proceeds from the sale of fixed assets	-	647

Purchase of property and equipment	(1,586)	(1,207)
Net cash used in investing activities	(20,731)	(6,900)

See accompanying notes to the unaudited consolidated financial statements.

-7-

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

	Nine Months Ended March 31,	
	2014	2013
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in checking and savings accounts	\$21,051	\$19,135
Net payments on short-term FHLB and other borrowings	(7,500)	-
Long-term advances from FHLB and other borrowings	-	865
Payments on long-term FHLB and other borrowings	(4,150)	(14,150)
Dividends paid	(852)	(832)
Net cash provided by financing activities	8,549	5,018
Net increase (decrease) in cash	3,130	(2,776)
CASH AND CASH EQUIVALENTS, beginning of period	6,161	19,814
CASH AND CASH EQUIVALENTS, end of period	\$9,291	\$17,038
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$1,552	\$1,750
Cash paid during the period for income taxes	\$108	\$372
NON-CASH INVESTING ACTIVITIES:		
Decrease in market value of securities available-for-sale	\$429	\$2,689
Mortgage servicing rights recognized	\$876	\$1,180
Loans transferred to real estate and other assets acquired in foreclosure	\$51	\$569
Real estate acquired in foreclosure transferred to premises and equipment	\$-	\$306
Treasury shares reissued for compensation	\$193	\$206
ESOP shares released	\$136	\$130

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 nine month period ended March 31, 2014 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 May 13, 2014 the date the consolidated financial statements were issued.

NOTE 2. INVESTMENT SECURITIES

Investment securities are summarized as follows:

(In Thousands)	March 31, 2014			June 30, 2013				
	Amortized Cost	Gross Unrealized Gains	(Losses) Fair Value	Amortized Cost	Gross Unrealized Gains	(Losses) Fair Value		
Available-for-sale:								
U.S. government and agency obligations	\$44,084	\$36	\$(940)	\$43,180	\$50,904	\$514	\$(487)	\$50,931
Municipal obligations	84,167	609	(4,903)	79,873	88,948	1,072	(5,584)	84,436
Corporate obligations	5,980	20	(83)	5,917	9,130	84	(153)	9,061
Mortgage-backed securities -								
government backed	28,108	28	(694)	27,442	27,680	35	(813)	26,902
CMOs - government backed	35,663	240	(1,035)	34,868	48,594	307	(1,268)	47,633
Total	\$198,002	\$933	\$(7,655)	\$191,280	\$225,256	\$2,012	\$(8,305)	\$218,963

For the three months ended March 31, 2014 and 2013, net proceeds from sales of securities available for sale amounted to \$3,955,000 and \$6,722,000, respectively. For the three months ended March 31, 2014 and 2013 gross realized gains amounted to \$213,000 and \$465,000, respectively and gross realized losses amounted to \$17,000 and \$0, respectively. For the nine months ended March 31, 2014 and 2013, net proceeds from sales of securities available for sale amounted to \$38,333,000 and \$15,060,000, respectively. For the nine months ended March 31, 2014 and 2013, gross realized gains amounted to \$1,132,000 and \$833,000, respectively and gross realized losses amounted to \$100,000 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 March 31, 2014 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 Cost	Fair Value
	(In Thousands)	
Due in one year or less	\$ 1,000	\$ 1,021
Due from one to five years	3,726	3,741
Due from five to ten years	20,846	20,092
Due after ten years	108,659	104,116
	134,231	128,970
Mortgage-backed securities - government-backed	28,108	27,442
CMOs - government backed	35,663	34,868
Total	\$ 198,002	\$ 191,280

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

The following table discloses, as of March 31, 2014 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:

	March 31, 2014			
	Less Than 12 Months		12 Months or Longer	
	(In Thousands)			
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
U.S. government and agency	\$27,753	\$479	\$10,023	\$461
Corporate obligations	3,932	68	985	15
Municipal obligations	31,422	1,859	29,296	3,044
Mortgage-backed and CMOs	11,015	242	34,415	1,487
Total	\$74,122	\$2,648	\$74,719	\$5,007

June 30, 2013			
Less Than 12 Months		12 Months or Longer	
(In Thousands)			
	Gross		Gross

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	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. government and agency	\$19,615	\$487	\$-	\$-
Corporate obligations	5,017	153	-	-
Municipal obligations	60,910	5,495	539	89
Mortgage-backed & CMOs	52,548	2,080	309	1
Total	\$138,090	\$8,215	\$848	\$90

-10-

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 March 31, 2014 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 March 31, 2014 and June 30, 2013, there were, respectively, 119 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 March 31, 2014, 11 U.S. government and agency obligations had unrealized losses with aggregate depreciation of approximately 2.43% 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 March 31, 2014, 5 corporate obligations had unrealized losses of approximately 1.66% 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 March 31, 2014, 86 municipal obligations had unrealized losses with aggregate depreciation of approximately 7.47% 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 March 31, 2014, 17 mortgage backed and CMO securities had unrealized losses with aggregate depreciation of approximately 3.66% 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 March 31, 2014 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:

	March 31, 2014	June 30, 2013
	(In Thousands)	
First mortgage loans:		
Residential mortgage (1-4 family)	\$88,507	\$70,453
Commercial real estate	89,896	74,395
Real estate construction	5,050	2,738
Other loans:		
Home equity	35,952	35,660
Consumer	12,299	11,773
Commercial	29,477	21,775
Total	261,181	216,794
Allowance for loan losses	(2,175)	(2,000)
Deferred loan fees, net	(414)	(117)
Total loans, net	\$258,592	\$214,677

Within the commercial real estate loan category above, \$12,948,000 and \$13,134,000 was guaranteed by the United States Department of Agriculture Rural Development, at March 31, 2014 and June 30, 2013, respectively. Within the commercial loan category above, \$3,937,000 and \$0 were in loans originated through a syndication program where the business resides outside of Montana, at March 31, 2014, and June 30, 2013, respectively.

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

	March 31, 2014	June 30, 2013
	(Dollars in Thousands)	
Non-accrual loans	\$404	\$470
Accruing loans delinquent 90 days or more	-	-
Restructured loans, net	214	303
Total nonperforming loans	618	773
Real estate owned and other repossessed assets, net	458	550
Total	\$1,076	\$1,323

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Total non-performing assets as a percentage of total assets	0.21	%	0.30	%
Allowance for loan losses	\$2,175		\$2,000	
Percent of allowance for loan losses to non-performing loans	351.9	%	258.7	%
Percent of allowance for loan losses to non-performing assets	202.1	%	151.2	%

-12-

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 March 31, 2014 (In Thousands)						Total
	1-4 Family Real Estate	Commercial Real Estate	Construction	Home Equity	Consumer	Commercial	
Allowance for credit losses:							
Beginning balance, January 1, 2014	\$ 463	\$ 914	\$ 25	\$ 324	\$ 51	\$ 343	\$ 2,120
Charge-offs	-	(21)	-	-	(53)	-	(74)
Recoveries	-	-	-	-	1	-	1
Provision	8	23	2	1	45	49	128
Ending balance, March 31, 2014	\$ 471	\$ 916	\$ 27	\$ 325	\$ 44	\$ 392	\$ 2,175

	Nine Months Ended March 31, 2014						Total
	1-4 Family Real Estate	Commercial Real Estate	Construction	Home Equity	Consumer	Commercial	
Allowance for credit losses:							
Beginning balance, July 1, 2013	\$ 423	\$ 952	\$ 15	\$ 290	\$ 40	\$ 280	\$ 2,000
Charge-offs	-	(199)	-	(5)	(64)	-	(268)
Recoveries	-	-	-	-	3	-	3
Provision	48	163	12	40	65	112	440
Ending balance, March 31, 2014	\$ 471	\$ 916	\$ 27	\$ 325	\$ 44	\$ 392	\$ 2,175

	Three Months Ended March 31, 2013 (In Thousands)						Total
	1-4 Family Real Estate	Commercial Real Estate	Construction	Home Equity	Consumer	Commercial	
Allowance for credit losses:							
Beginning balance, January 1,	\$ 398	\$ 905	\$ 13	\$ 166	\$ 76	\$ 267	\$ 1,825

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2013							
Charge-offs	-	-	-	-	(41)	-	(41)
Recoveries	-	-	-	-	-	-	-
Provision	25	47	2	26	4	12	116
Ending balance, March 31, 2013	\$ 423	\$ 952	\$ 15	\$ 192	\$ 39	\$ 279	\$ 1,900

Nine Months Ended
March 31, 2013

Allowance for
credit losses:

Beginning balance, July 1, 2012							
	\$ 403	\$ 772	\$ 10	\$ 156	\$ 78	\$ 206	\$ 1,625
Charge-offs	(73)	(35)	-	(148)	(66)	(1)	(323)
Recoveries	-	-	-	-	5	55	60
Provision	93	215	5	184	22	19	538
Ending balance, March 31, 2013	\$ 423	\$ 952	\$ 15	\$ 192	\$ 39	\$ 279	\$ 1,900

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 March 31, 2014:

	1-4 Family Real Estate	Commercial Real Estate	Construction	Home Equity	Consumer	Commercial	Total
Ending balance allocated to loans individually evaluated for impairment	\$ -	\$ -	\$ -	\$ 68	\$ 24	\$ 144	\$ 236
Ending balance allocated to loans collectively evaluated for impairment	\$ 471	\$ 916	\$ 27	\$ 257	\$ 20	\$ 248	\$ 1,939
Loans receivable:							
Ending balance March 31, 2014	\$ 88,507	\$ 89,896	\$ 5,050	\$ 35,952	\$ 12,299	\$ 29,477	\$ 261,181
Ending balance of loans individually evaluated for impairment March 31, 2014	\$ 303	\$ 130	\$ -	\$ 247	\$ 130	\$ 290	\$ 1,100
Ending balance of loans collectively evaluated for impairment March 31, 2014	\$ 88,204	\$ 89,766	\$ 5,050	\$ 35,705	\$ 12,169	\$ 29,187	\$ 260,081

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

	1-4 Family Real Estate	Commercial Real Estate	Construction	Home Equity	Consumer	Commercial	Total

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Ending balance allocated to loans individually evaluated for impairment	\$ -	\$ -	\$ -	\$ 153	\$ 6	\$ -	\$ 159
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Ending balance allocated to loans collectively evaluated for impairment	\$ 423	\$ 952	\$ 15	\$ 137	\$ 34	\$ 280	\$ 1,841
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Loans receivable:

Ending balance June 30, 2013	\$ 70,453	\$ 74,395	\$ 2,738	\$ 35,660	\$ 11,773	\$ 21,775	\$ 216,794
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Ending balance of loans individually evaluated for impairment June 30, 2013	\$ 315	\$ 722	\$ -	\$ 779	\$ 78	\$ 121	\$ 2,015
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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
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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 affected 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:

	March 31, 2014 (In Thousands)						
	1-4 Family Real Estate	Commercial Real Estate	Construction	Home Equity	Consumer	Commercial	Total
Grade:							
Pass	\$ 88,204	\$ 89,766	\$ 5,050	\$ 35,705	\$ 12,169	\$ 29,187	\$ 260,081
Special mention	-	-	-	-	-	49	49
Substandard	303	130	-	179	98	97	807
Doubtful	-	-	-	-	8	-	8

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Loss	-	-	-	68	24	144	236
Total	\$ 88,507	\$ 89,896	\$ 5,050	\$ 35,952	\$ 12,299	\$ 29,477	\$ 261,181

Credit Risk Profile Based on
Payment Activity

Performing	\$ 88,454	\$ 89,682	\$ 5,050	\$ 35,824	\$ 12,230	\$ 29,323	\$ 260,563
Restructured loans	-	214	-	-	-	-	214
Nonperforming	53	-	-	128	69	154	404
Total	\$ 88,507	\$ 89,896	\$ 5,050	\$ 35,952	\$ 12,299	\$ 29,477	\$ 261,181

-15-

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 3. LOANS RECEIVABLE - continued

Grade:	June 30, 2013 (In Thousands)						
	1-4 Family Real Estate	Commercial Real Estate	Construction	Home 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 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:

	March 31, 2014 (In Thousands)						Recorded Investment >90 Days and Still Accruing
	90 Days			Total			
	30-89 Days	and	Total	Total			
	Past Due	Greater	Past Due	Current	Loans		
1-4 Family real estate	\$402	\$53	\$455	\$88,052	\$88,507	\$-	
Commercial real estate	86	130	216	89,680	89,896	-	
Construction	-	-	-	5,050	5,050	-	
Home equity	352	124	476	35,476	35,952	-	
Consumer	138	51	189	12,110	12,299	-	
Commercial	172	154	326	29,151	29,477	-	
Total	\$1,150	\$512	\$1,662	\$259,519	\$261,181	\$-	

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 3. LOANS RECEIVABLE - continued

	June 30, 2013 (In Thousands)					Recorded Investment >90 Days and Still Accruing
	90 Days		Total	Current	Total	
	30-89 Days	and				
	Past Due	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:

	March 31, 2014 (In Thousands)				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Interest Income Recognized	Average Recorded Investment
With no related allowance:					
1-4 Family	\$ 303	\$ 303	\$ -	\$ 10	\$ 309
Commercial real estate	130	243	-	-	426
Construction	-	-	-	-	-
Home equity	179	179	-	6	290
Consumer	106	116	-	3	89
Commercial	146	174	-	4	134
With a related allowance:					
1-4 Family	-	-	-	-	-
Commercial real estate	-	-	-	-	-
Construction	-	-	-	-	-
Home equity	68	68	68	-	224

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Consumer	24	24	24	-	15
Commercial	144	144	144	-	72
Total:					
1-4 Family	303	303	-	10	309
Commercial real estate	130	243	-	-	426
Construction	-	-	-	-	-
Home equity	247	247	68	6	514