

Eagle Bancorp Montana, Inc.  
Form 10-Q  
November 10, 2015

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 September 30, 2015

- ☐ 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.opportunitybank.com](http://www.opportunitybank.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 ☐

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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 November 10, 2015

3,776,916 shares outstanding

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

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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 the management of Eagle Bancorp Montana, Inc. (the “Company”) 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 the Company’s 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 businesses;
- 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 a recurring recession on our loan portfolio (including cash flow and collateral values), investment portfolio, customers and capital market activities;
- the Company’s ability to develop and maintain secure and reliable information technology systems, effectively defend itself against cyberattacks or recover from breaches to its cybersecurity infrastructure;
- 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 transition period from July 1, 2014 to December 31, 2014, 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)

	September 30, 2015	December 31, 2014
<b>ASSETS:</b>		
Cash and due from banks	\$6,529	\$11,889
Interest-bearing deposits in banks	717	613
Total cash and cash equivalents	7,246	12,502
Securities available-for-sale	147,460	161,787
Federal Home Loan Bank stock	2,853	1,968
Federal Reserve Bank stock	642	641
Investment in Eagle Bancorp Statutory Trust I	155	155
Mortgage loans held-for-sale	14,731	17,587
Loans receivable, net of deferred loan fees of \$750 at September 30, 2015 and \$486 at December 31, 2014 and allowance for loan losses of \$3,230 at September 30, 2015 and \$2,450 at December 31, 2014	388,244	316,270
Accrued interest and dividends receivable	2,332	2,318
Mortgage servicing rights, net	4,808	4,115
Premises and equipment, net	18,290	19,964
Cash surrender value of life insurance	12,429	11,735
Real estate and other repossessed assets acquired in settlement of loans, net	619	637
Goodwill	7,034	7,034
Core deposit intangible, net	550	663
Deferred tax asset, net	1,694	1,467
Other assets	2,322	1,364
<b>Total assets</b>	<b>\$611,409</b>	<b>\$560,207</b>

The accompanying notes are an integral part of these 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)

	September 30, 2015	December 31, 2014
<b>LIABILITIES:</b>		
Deposit accounts:		
Noninterest bearing	\$82,842	\$60,924
Interest bearing	398,286	380,476
Total deposits	481,128	441,400
Accrued expenses and other liabilities	5,372	4,161
Federal Home Loan Bank advances and other borrowings	55,534	54,993
Subordinated debentures:		
Principal amount	15,155	5,155
Unamortized debt issuance costs	(204 )	-
Total subordinated debentures less unamortized debt issuance costs	14,951	5,155
Total liabilities	556,985	505,709
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock (no par value; 1,000,000 shares authorized; no shares issued or outstanding)	-	-
Common stock (par value \$0.01 per share; 8,000,000 shares authorized; 4,083,127 shares issued; 3,776,916 and 3,878,781 shares outstanding at September 30, 2015 and December 31, 2014, respectively)	41	41
Additional paid-in capital	22,134	22,122
Unallocated common stock held by Employee Stock Ownership Plan	(1,016 )	(1,141 )
Treasury stock, at cost	(3,338 )	(2,194 )
Retained earnings	36,714	35,885
Net accumulated other comprehensive loss	(111 )	(215 )
Total shareholders' equity	54,424	54,498
Total liabilities and shareholders' equity	\$611,409	\$560,207

The accompanying notes are an integral part of these 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 September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>INTEREST AND DIVIDEND INCOME:</b>				
Interest and fees on loans	\$4,390	\$3,658	\$12,607	\$10,291
Securities available-for-sale	759	1,044	2,255	3,227
Federal Home Loan Bank and Federal Reserve Bank dividends	5	-	25	-
Interest on deposits in banks	-	1	6	5
Total interest and dividend income	5,154	4,703	14,893	13,523
<b>INTEREST EXPENSE:</b>				
Deposits	400	338	1,093	999
Federal Home Loan Bank advances and other borrowings	130	156	401	455
Subordinated debentures	191	21	254	63
Total interest expense	721	515	1,748	1,517
<b>NET INTEREST INCOME</b>	<b>4,433</b>	<b>4,188</b>	<b>13,145</b>	<b>12,006</b>
Loan loss provision	310	215	960	511
<b>NET INTEREST INCOME AFTER LOAN LOSS PROVISION</b>	<b>4,123</b>	<b>3,973</b>	<b>12,185</b>	<b>11,495</b>
<b>NONINTEREST INCOME:</b>				
Service charges on deposit accounts	317	284	783	763
Net gain on sale of loans (includes \$462 and \$461 for the three months ended September 30, 2015 and 2014, respectively, and \$1,487 and \$1,065 for the nine months ended September 30, 2015 and 2014, respectively, related to accumulated other comprehensive earnings reclassification)	1,639	1,398	5,126	3,430
Mortgage loan servicing fees	523	380	1,360	1,099
Wealth management income	174	112	470	383
Net gain on sale of available-for-sale securities (includes \$0 and \$194 for the three months ended September 30, 2015 and 2014, respectively, and \$234 and \$431 for the nine months ended				

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September 30, 2015 and 2014, respectively, related to  
accumulated

other comprehensive earnings reclassification)	-	194	234	431
Net loss on sale of real estate owned and other repossessed property	(2 )	(1 )	(4 )	(1 )
Net loss on fair value hedge	-	(47 )	(93 )	(181 )
Other noninterest income	261	337	1,193	1,207
Total noninterest income	2,912	2,657	9,069	7,131

The accompanying notes are an integral part of these 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 September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>NONINTEREST EXPENSE:</b>				
Salaries and employee benefits	3,660	3,131	10,678	9,523
Occupancy and equipment expense	838	695	2,307	2,094
Data processing	560	540	1,605	1,479
Advertising	170	166	563	525
Amortization of mortgage servicing rights	218	166	640	462
Amortization of core deposit intangible and tax credits	116	105	317	315
Federal insurance premiums	83	73	251	176
Postage	63	44	152	127
Legal, accounting and examination fees	126	262	415	548
Consulting fees	72	176	523	558
Write-down on real estate owned and other repossessed property	-	-	-	10
Other noninterest expense	586	507	1,874	1,490
Total noninterest expense	6,492	5,865	19,325	17,307
<b>INCOME BEFORE INCOME TAXES</b>	<b>543</b>	<b>765</b>	<b>1,929</b>	<b>1,319</b>
Income tax expense (benefit) (includes \$671 and \$688 for the three months ended September 30, 2015 and 2014, respectively, and \$71 and \$3,067 for the nine months ended September 30, 2015 and 2014, respectively related to income tax expense from reclassification items)	22	47	230	(369)
<b>NET INCOME</b>	<b>\$521</b>	<b>\$718</b>	<b>\$1,699</b>	<b>\$1,688</b>
<b>BASIC EARNINGS PER SHARE</b>	<b>\$0.14</b>	<b>\$0.18</b>	<b>\$0.44</b>	<b>\$0.43</b>
<b>DILUTED EARNINGS PER SHARE</b>	<b>\$0.14</b>	<b>\$0.18</b>	<b>\$0.44</b>	<b>\$0.43</b>
<b>WEIGHTED AVERAGE SHARES OUTSTANDING (BASIC EPS)</b>	<b>3,804,532</b>	<b>3,889,603</b>	<b>3,823,896</b>	<b>3,907,259</b>
<b>WEIGHTED AVERAGE SHARES OUTSTANDING (DILUTED EPS)</b>	<b>3,841,787</b>	<b>3,944,406</b>	<b>3,861,151</b>	<b>3,962,062</b>

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in Thousands)

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
NET INCOME	\$521	\$718	\$1,699	\$1,688
OTHER ITEMS OF COMPREHENSIVE INCOME (LOSS):				
Change in fair value of investment securities available for sale, before income taxes	1,688	1,713	485	7,692
Reclassification for realized gains and losses on investment securities included in income, before income tax	-	(194 )	(234 )	(431 )
Change in fair value of derivatives designated as cash flow hedges, before income taxes	420	630	1,411	1,329
Reclassification for realized gains on derivatives designated as cash flow hedges, before income taxes	(462 )	(461 )	(1,487 )	(1,065 )
Total other items of comprehensive income	1,646	1,688	175	7,525
Income tax (expense) benefit related to:				
Investment securities	(688 )	(619 )	(102 )	(2,959 )
Derivatives designated as cash flow hedges	17	(69 )	31	(108 )
	(671 )	(688 )	(71 )	(3,067 )
COMPREHENSIVE INCOME	\$1,496	\$1,718	\$1,803	\$6,146

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Nine Months Ended September 30, 2015 and 2014

(Dollars in Thousands, Except for Per Share Data)

(Unaudited)

	PREFERRED STOCK	COMMON STOCK	PAID-IN CAPITAL	UNALLOCATED ESOP SHARES	TREASURY STOCK	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME	TOTAL
Balance at December 31, 2013	\$ -	\$ 41	\$ 22,118	\$ (1,307 )	\$ (1,800 )	\$ 34,422	\$ (5,717 )	\$ 47,757
Net income						1,688		1,688
Other comprehensive income							4,458	4,458
Dividends paid						(858 )		(858 )
Employee Stock Ownership Plan shares allocated or committed to be released for allocation (12,462 shares)			8	125				133
Treasury stock purchased (50,000 shares at \$10.65 average cost per share)					(533 )			(533 )
Balance at September 30, 2014	\$ -	\$ 41	\$ 22,126	\$ (1,182 )	\$ (2,333 )	\$ 35,252	\$ (1,259 )	\$ 52,645
Balance at December 31, 2014	\$ -	\$ 41	\$ 22,122	\$ (1,141 )	\$ (2,194 )	\$ 35,885	\$ (215 )	\$ 54,498
Net income						1,699		1,699
Other comprehensive income							104	104

Dividends paid					(870 )			(870 )
Employee Stock Ownership Plan shares allocated or committed to be released for allocation (12,462 shares)	12		125					137
Treasury stock purchased (101,865 shares at \$11.23 average cost per share)					(1,144 )			(1,144 )
Balance at September 30, 2015	\$-	\$41	\$22,134	\$(1,016 )	\$(3,338 )	\$36,714	\$(111 )	\$54,424

The accompanying notes are an integral part of these 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 September 30,	
	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$1,699	\$1,688
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Loan loss provision	960	511
Write-down on real estate owned and other repossessed assets	-	10
Depreciation	924	864
Net amortization of investment securities premium and discounts	1,530	1,792
Amortization of mortgage servicing rights	640	462
Amortization of core deposit intangible and tax credits	317	315
Deferred income tax benefit	(207)	(176)
Net gain on sale of loans	(5,126)	(3,430)
Net gain on sale of available-for-sale securities	(234)	(431)
Net loss on sale of real estate owned and other repossessed assets	4	1
Net loss on fair value hedge	93	181
Net (gain) loss on sale/disposal of premises and equipment	(304)	11
Net appreciation in cash surrender value of life insurance	(244)	(232)
Net change in:		
Accrued interest and dividends receivable	(14)	48
Loans held-for-sale	7,906	(3,252)
Other assets	(1,311)	(208)
Accrued expenses and other liabilities	1,326	1,533
Net cash provided by (used in) operating activities	7,959	(313)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Activity in available-for-sale securities:		
Sales	31,043	27,326
Maturities, principal payments and calls	8,851	11,913
Purchases	(26,612)	(16,760)
Federal Home Loan Bank stock (purchased) redeemed	(885)	18
Federal Reserve Bank stock purchased	(1)	-
Loan origination and principal collection, net	(74,276)	(52,809)
Proceeds from Bank owned life insurance	-	109
Purchases of Bank owned life insurance	(450)	(495)
Proceeds from sale of real estate and other repossessed assets acquired in settlement of loans	23	5
Insurance proceeds related to premises and equipment	-	3
Proceeds from sale of premises and equipment	1,437	-
Additions to premises and equipment	(396)	(1,760)
Net cash used in investing activities	(61,266)	(32,450)



The accompanying notes are an integral part of these 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)

	Nine Months Ended September 30,	
	2015	2014
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Net increase in deposits	\$39,728	\$7,904
Net short-term (payments) advances on Federal Home Loan Bank and other borrowings	(4,747 )	23,255
Long-term advances from Federal Home Loan Bank and other borrowings	13,000	5,000
Payments on long-term Federal Home Loan Bank and other borrowings	(7,712 )	(5,150 )
Proceeds from issuance of subordinated debentures	10,000	-
Payment for debt issuance costs	(204 )	-
Dividends paid	(870 )	(858 )
Purchase of treasury stock, at cost	(1,144 )	(533 )
Net cash provided by financing activities	48,051	29,618
<b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(5,256 )</b>	<b>(3,145 )</b>
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<b>12,502</b>	<b>7,055</b>
<b>CASH AND CASH EQUIVALENTS, end of period</b>	<b>\$7,246</b>	<b>\$3,910</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid during the period for interest	\$1,742	\$1,541
Cash paid during the period for income taxes	\$142	\$81
<b>NON-CASH INVESTING ACTIVITIES:</b>		
Increase in market value of securities available-for-sale	\$251	\$7,261
Mortgage servicing rights recognized	\$1,333	\$848
Loans transferred to real estate and other assets acquired in foreclosure	\$9	\$216
Employee Stock Ownership Plan shares released	\$137	\$133

The accompanying notes are an integral part of these unaudited consolidated financial statements.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## 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 annual 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 our financial position, results of operations, changes in comprehensive income and cash flows for the unaudited interim periods.

The results of operations for the nine month period ended September 30, 2015 are not necessarily indicative of the results to be expected for the year ending December 31, 2015 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 six month transition period ended December 31, 2014.

Certain prior period amounts have been reclassified to conform to the presentation for 2015. These reclassifications had no impact on net income or total shareholders' equity. Certain loan amounts were reclassified for December 31, 2014 and September 30, 2014 to be consistent with loan category classification for September 30, 2015. In addition, to be more consistent with regulatory reporting requirements, advances by borrowers for taxes and interest are included in noninterest bearing deposits at September 30, 2015 on the Consolidated Statement of Financial Condition. The escrow balance of \$417,000 at December 31, 2014 was reclassified from accrued expenses and other liabilities to be consistent with the September 30, 2015 presentation.

The Company evaluated subsequent events for potential recognition and/or disclosure through November 10, 2015 the date the unaudited consolidated financial statements were issued.

## NOTE 2. INVESTMENT SECURITIES

Investment securities are summarized as follows:

	September 30, 2015				December 31, 2014			
	Amortized	Gross		Fair	Amortized	Gross		Fair
	Cost	Unrealized	(Losses)	Value	Cost	Unrealized	(Losses)	Value
				(In Thousands)				
Available-for-Sale:								
U.S. government and agency obligations	\$11,886	\$30	\$(117 )	\$11,799	\$33,472	\$42	\$(333 )	\$33,181
Municipal obligations	67,142	690	(1,250 )	66,582	71,844	1,243	(1,202 )	71,885
Corporate obligations	10,655	3	(103 )	10,555	5,990	27	(12 )	6,005
MBSs -								
government-backed	32,447	381	(82 )	32,746	22,097	56	(189 )	21,964
CMOs - government backed	25,938	39	(199 )	25,778	29,243	26	(517 )	28,752
Total	\$148,068	\$1,143	\$(1,751 )	\$147,460	\$162,646	\$1,394	\$(2,253 )	\$161,787

There were no sales of securities available-for-sale during the three months ended September 30, 2015. During the three months ended September 30, 2014, net proceeds from sales of securities available-for-sale were \$9,646,000. For the three months ended September 30, 2014, gross realized gains were \$245,000 and gross realized losses were \$51,000. For the nine months ended September 30, 2015 and 2014, net proceeds from sales of securities available-for-sale were \$31,043,000 and \$27,326,000, respectively. For the nine months ended September 30, 2015 and 2014, gross realized gains were \$534,000 and \$612,000, respectively and gross realized losses were \$300,000 and \$181,000, respectively.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 2. INVESTMENT SECURITIES - continued

The amortized cost and fair value of securities at September 30, 2015 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 (In Thousands)	Fair Value
Due in one year or less	\$ 999	\$ 1,000
Due from one to five years	8,370	8,351
Due from five to ten years	19,222	19,110
Due after ten years	61,092	60,475
	89,683	88,936
MBSs - government-backed	32,447	32,746
CMOs - government-backed	25,938	25,778
Total	\$ 148,068	\$ 147,460

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

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 were as follows:

	September 30, 2015			
	Less Than 12 Months	Gross Unrealized Losses	12 Months or Longer	Gross Unrealized Losses
	Fair Value		Fair Value	
	(In Thousands)			
U.S. government and agency	\$2,196	\$(8 )	\$7,140	\$(109 )
Municipal obligations	21,203	(316 )	24,301	(934 )
Corporate obligations	5,356	(47 )	2,944	(56 )
MBSs and CMOs - government-backed	13,997	(95 )	15,912	(186 )
Total	\$42,752	\$(466 )	\$50,297	\$(1,285 )

	December 31, 2014			
	Less Than 12 Months	Gross Unrealized Losses	12 Months or Longer	Gross Unrealized Losses
	Fair Value		Fair Value	
	(In Thousands)			
U.S. government and agency	\$1,611	\$(19 )	\$27,733	\$(314 )
Municipal obligations	2,330	(48 )	44,386	(1,154 )

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Corporate obligations	997	(2	)	1,990	(10	)
MBSs and CMOs - government-backed	9,091	(68	)	35,333	(638	)
Total	\$ 14,029	\$(137	)	\$ 109,442	\$(2,116	)

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 2. INVESTMENT SECURITIES - continued

Management evaluates securities for other-than-temporary impairment at least quarterly, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. As of September 30, 2015 and December 31, 2014, there were 90 and 87, respectively, securities in an unrealized loss position and that were considered to be temporarily impaired and therefore an impairment charge has not been recorded.

At September 30, 2015, 65 U.S. government and agency securities and municipal obligations had unrealized losses with aggregate depreciation of approximately 2.43% from the Company's amortized cost basis of these securities. At December 31, 2014, 69 U.S. government and agency securities and municipal obligations had unrealized losses with aggregate depreciation of approximately 1.98% from the Company's amortized cost basis of these securities. These unrealized losses are principally due to changes in interest rates and credit spreads. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and industry analysts' reports. As management has the ability to hold debt securities until maturity, or for the foreseeable future, no declines are deemed to be other than temporary.

At September 30, 2015, 12 corporate obligations had an unrealized loss of approximately 1.23% from the Company's amortized cost basis of these securities. At December 31, 2014, 3 corporate obligations had an unrealized loss with aggregate depreciation of approximately 0.40% from the Company's cost basis. This unrealized loss is principally due to changes in interest rates. No credit issues have been identified that cause management to believe the declines in market value are other than temporary. In analyzing the issuer's financial condition, management considers industry analysts' reports, financial performance and projected target prices of investment analysts within a one-year time frame. As management has the ability to hold debt securities until maturity, or for the foreseeable future, no declines are deemed to be other than temporary.

At September 30, 2015, 13 MBSs and CMOs had unrealized losses with aggregate depreciation of approximately 0.93% from the Company's cost basis of these securities. At December 31, 2014, 15 mortgage backed and CMO securities have unrealized losses with aggregate depreciation of approximately 1.56% from the Company's cost basis. We believe these unrealized losses are principally due to the credit market's concerns regarding the stability of the mortgage market, changes in interest rates and credit spreads and uncertainty of future prepayment speeds. 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 September 30, 2015 revealed no expected credit losses on the securities and therefore, declines are not deemed to be other than temporary.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE

Loans receivable consisted of the following:

	September 30, 2015	December 31, 2014
	(In Thousands)	
First mortgage loans:		
Residential mortgage (1-4 family)	\$ 117,320	\$ 103,420
Commercial real estate	157,179	117,060
Real estate construction	22,656	9,526
Other loans:		
Home equity	46,632	40,123
Consumer	14,885	13,827
Commercial	33,552	35,250
Total	392,224	319,206
Allowance for loan losses	(3,230 )	(2,450 )
Deferred loan fees, net	(750 )	(486 )
Total loans, net	\$ 388,244	\$ 316,270

Within the commercial real estate loan category above, \$12,244,000 and \$12,612,000 was guaranteed by the United States Department of Agriculture Rural Development, at September 30, 2015 and December 31, 2014, respectively. In addition, within the commercial loan category above, \$1,978,000 and \$3,704,000 were in loans originated through a syndication program where the business resides outside of Montana, at September 30, 2015, and December 31, 2014, respectively.

The following table includes information regarding nonperforming assets.

	September 30, 2015	December 31, 2014
	(Dollars in Thousands)	
Non-accrual loans	\$ 556	\$ 962
Accruing loans delinquent 90 days or more	888	-
Restructured loans, net	47	48
Total nonperforming loans	1,491	1,010
Real estate owned and other repossessed assets, net	619	637
Total nonperforming assets	\$ 2,110	\$ 1,647



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Total non-performing assets as a percentage of total assets	0.35	%	0.29	%
Allowance for loan losses	\$3,230		\$2,450	
Percent of allowance for loan losses to non-performing loans	216.63	%	242.57	%
Percent of allowance for loan losses to non-performing assets	153.08	%	148.76	%

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

Allowance for loan losses activity was as follows:

	Residential Mortgage (1-4 Family)	Commercial Real Estate	Real Estate Construction	Home Equity	Consumer	Commercial	Total (In Thousands)
Allowance for loan losses:							
Beginning balance, July 1, 2015	\$ 685	\$ 1,425	\$ 45	\$ 326	\$ 52	\$ 417	\$ 2,950
Charge-offs	-	-	-	-	(14 )	(25 )	(39 )
Recoveries	-	-	-	-	8	1	9
Provision	67	168	34	10	16	15	310
Ending balance, September 30, 2015	\$ 752	\$ 1,593	\$ 79	\$ 336	\$ 62	\$ 408	\$ 3,230
Allowance for loan losses:							
Beginning balance, January 1, 2015	\$ 684	\$ 1,098	\$ 35	\$ 270	\$ 46	\$ 317	\$ 2,450
Charge-offs	(137 )	-	-	-	(29 )	(25 )	(191 )
Recoveries	-	-	-	-	10	1	11
Provision	205	495	44	66	35	115	960
Ending balance, September 30, 2015	\$ 752	\$ 1,593	\$ 79	\$ 336	\$ 62	\$ 408	\$ 3,230
Ending balance, September 30, 2015 allocated to loans individually evaluated for impairment	\$ -	\$ -	\$ -	\$ -	\$ 15	\$ -	\$ 15
Ending balance, September 30, 2015 allocated to loans collectively	\$ 752	\$ 1,593	\$ 79	\$ 336	\$ 47	\$ 408	\$ 3,215

evaluated for  
impairment

Loans receivable:

Ending balance,  
September 30,

2015                   \$ 117,320       \$ 157,179       \$ 22,656       \$ 46,632       \$ 14,885       \$ 33,552       \$ 392,224

Ending balance,  
September 30,

2015 of loans  
individually

evaluated for  
impairment

\$ 1,207           \$ 1,554           \$ 177           \$ 282           \$ 61           \$ 284           \$ 3,565

Ending balance,  
September 30,

2015 of loans  
collectively

evaluated for  
impairment

\$ 116,113       \$ 155,625       \$ 22,479       \$ 46,350       \$ 14,824       \$ 33,268       \$ 388,659

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

	Residential Mortgage (1-4 Family)	Commercial Real Estate	Real Estate Construction	Home Equity	Consumer	Commercial	Total
	(In Thousands)						
Allowance for loan losses:							
Beginning balance, July 1, 2014	\$ 485	\$ 974	\$ 30	\$ 299	\$ 49	\$ 288	\$ 2,125
Charge-offs	-	-	-	(31 )	(34 )	(15 )	(80 )
Recoveries	-	31	-	-	9	-	40
Provision	20	43	4	90	25	33	215
Ending balance, September 30, 2014	\$ 505	\$ 1,048	\$ 34	\$ 358	\$ 49	\$ 306	\$ 2,300
Allowance for loan losses:							
Beginning balance, January 1, 2014	\$ 463	\$ 914	\$ 25	\$ 324	\$ 51	\$ 343	\$ 2,120
Charge-offs	-	(21 )	-	(99 )	(111 )	(159 )	(390 )
Recoveries	-	48	-	-	11	-	59
Provision	42	107	9	133	98	122	511
Ending balance, September 30, 2014	\$ 505	\$ 1,048	\$ 34	\$ 358	\$ 49	\$ 306	\$ 2,300
Ending balance, September 30, 2014 allocated to loans individually evaluated for impairment	\$ -	\$ -	\$ -	\$ 128	\$ 20	\$ 9	\$ 157
Ending balance, September 30, 2014 allocated to loans collectively evaluated for	\$ 505	\$ 1,048	\$ 34	\$ 230	\$ 29	\$ 297	\$ 2,143

## impairment

## Loans receivable:

Ending balance,  
September 30,

2014	\$ 99,224	\$ 101,153	\$ 11,133	\$ 39,408	\$ 13,692	\$ 36,759	\$ 301,369
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Ending balance,  
September 30,  
2014 of loans  
individually  
evaluated for  
impairment

\$ 656	\$ -	\$ 217	\$ 438	\$ 86	\$ 636	\$ 2,033
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Ending balance,  
September 30,  
2014 of loans  
collectively  
evaluated for  
impairment

\$ 98,568	\$ 101,153	\$ 10,916	\$ 38,970	\$ 13,606	\$ 36,123	\$ 299,336
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The Company utilizes a 5 point internal loan rating system, largely based on regulatory classifications, as follows:

Loans rated Pass: 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: loans that have potential weaknesses and are watched closely by management. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset at some future date.

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

Loans rated Loss: loans that are considered uncollectible and of such small value that 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.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

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.

Internal classification of the loan portfolio was as follows:

September 30, 2015

	Residential Mortgage (1-4 Family)	Commercial Real Estate	Real Estate Construction	Home Equity	Consumer	Commercial	Total
(In Thousands)							
Grade:							
Pass	\$ 116,113	\$ 155,625	\$ 22,479	\$ 46,350	\$ 14,824	\$ 33,268	\$ 388,659
Special mention	-	-	-	-	-	-	-
Substandard	1,207	1,554	177	201	41	284	3,464
Doubtful	-	-	-	81	5	-	86
Loss	-	-	-	-	15	-	15
Total	\$ 117,320	\$ 157,179	\$ 22,656	\$ 46,632	\$ 14,885	\$ 33,552	\$ 392,224

Credit risk profile  
based on payment  
activity

Performing	\$ 116,350	\$ 156,847	\$ 22,656	\$ 46,525	\$ 14,860	\$ 33,495	\$ 390,733
Restructured loans	-	-	-	47	-	-	47
Nonperforming	970	332	-	60	25	57	1,444
Total	\$ 117,320	\$ 157,179	\$ 22,656	\$ 46,632	\$ 14,885	\$ 33,552	\$ 392,224

December 31, 2014

	Residential Mortgage (1-4 Family)	Commercial Real Estate	Real Estate Construction	Home Equity	Consumer	Commercial	Total
(In Thousands)							
Grade:							
Pass	\$ 101,949	\$ 117,060	\$ 9,526	\$ 39,795	\$ 13,772	\$ 35,021	\$ 317,123
Special mention	-	-	-	-	-	-	-
Substandard	1,331	-	-	328	41	229	1,929
Doubtful	-	-	-	-	7	-	7
Loss	140	-	-	-	7	-	147
Total	\$ 103,420	\$ 117,060	\$ 9,526	\$ 40,123	\$ 13,827	\$ 35,250	\$ 319,206

Credit risk profile  
based on payment  
activity

Performing	\$ 102,599	\$ 117,060	\$ 9,526	\$ 40,027	\$ 13,811	\$ 35,173	\$ 318,196
Restructured loans	-	-	-	48	-	-	48
Nonperforming	821	-	-	48	16	77	962
Total	\$ 103,420	\$ 117,060	\$ 9,526	\$ 40,123	\$ 13,827	\$ 35,250	\$ 319,206

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

The following tables include information regarding delinquencies within the loan portfolio.

September 30, 2015					Recorded Investment >90 Days and Still Accruing	
	90 Days		Total			Total  Loans
	30-89 Days	and	Past Due	Current		
	Past Due	Greater	Past Due	Current		
	(In Thousands)					
Residential mortgage (1-4 family)	\$887	\$970	\$1,857	\$115,463	\$117,320	\$817
Commercial real estate	857	332	1,189	155,990	157,179	-
Real estate construction	177	-	177	22,479	22,656	-
Home equity	325	60	385	46,247	46,632	-
Consumer	366	25	391	14,494	14,885	14
Commercial	168	57	225	33,327	33,552	57
Total	\$2,780	\$1,444	\$4,224	\$388,000	\$392,224	\$888

December 31, 2014					Recorded Investment >90 Days and Still Accruing	
	90 Days		Total			Total  Loans
	30-89 Days	and	Past Due	Current		
	Past Due	Greater	Past Due	Current		
	(In Thousands)					
Residential mortgage (1-4 family)	\$203	\$821	\$1,024	\$102,396	\$103,420	\$-
Commercial real estate	131	-	131	116,929	117,060	-
Real estate construction	-	-	-	9,526	9,526	-
Home equity	303	48	351	39,772	40,123	-
Consumer	258	16	274	13,553	13,827	-
Commercial	331	77	408	34,842	35,250	-
Total	\$1,226	\$962	\$2,188	\$317,018	\$319,206	\$-



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

The following tables include information regarding impaired loans.

	September 30, 2015				
	Recorded Investment	Unpaid Principal Balance	Related Allowance (In Thousands)	Interest Income Recognized	Average Recorded Investment
With no related allowance:					
Residential mortgage (1-4 family)	\$1,207	\$1,207	\$-	\$23	\$929
Commercial real estate	1,554	1,554	-	25	777
Construction	177	177	-	2	88
Home equity	282	282	-	7	305
Consumer	46	46	-	2	47
Commercial	284	284	-	7	256
With a related allowance:					
Residential mortgage (1-4 family)	-	-	-	-	411
Commercial real estate	-	-	-	-	-
Construction	-	-	-	-	-
Home equity	-	-	-	-	-
Consumer	15	15	15	-	11
Commercial	-	-	-	-	-
Total:					
Residential mortgage (1-4 family)	1,207	1,207	-	23	1,340
Commercial real estate	1,554	1,554	-	25	777
Construction	177	177	-	2	88
Home equity	282	282	-	7	305
Consumer	61	61	15	2	58
Commercial	284	284	-	7	256
Total	\$3,565	\$3,565	\$15	\$66	\$2,824

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 3. LOANS RECEIVABLE - continued

	December 31, 2014				
	Recorded Investment	Unpaid Principal Balance	Related Allowance (In Thousands)	Interest Income Recognized	Average Recorded Investment
With no related allowance:					
Residential mortgage (1-4 family)	\$650	\$650	\$-	\$14	\$655
Commercial real estate	-	-	-	-	140
Construction	-	-	-	2	-
Home equity	328	392	-	6	293
Consumer	48	82	-	2	65
Commercial	229	259	-	9	265
With a related allowance:					
Residential mortgage (1-4 family)	821	821	140	-	411
Commercial real estate	-	-	-	-	-
Construction	-	-	-	-	-
Home equity	-	-	-	-	16
Consumer	7	7	7	-	14
Commercial	-	-	-	-	8
Total:					
Residential mortgage (1-4 family)	1,471	1,471	140	14	1,066
Commercial real estate	-	-	-	-	140
Construction	-	-	-	2	-
Home equity	328	392	-	6	309
Consumer	55	89	7	2	79
Commercial	229	259	-	9	273
Total	\$2,083	\$2,211	\$147	\$33	\$1,867

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

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 that fiscal year starting 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 September 30, 2015, 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 \$47,000 (310-40-65-1(b)), and there was no allowance for credit losses associated with these receivables, on the basis of a current evaluation of loss (310-40-65-1(b)). There was \$34,000 charged-off at the time of restructure related to these receivables.

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.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 4. TROUBLED DEBT RESTRUCTURINGS - continued

The following tables present troubled debt restructurings.

	September 30, 2015		
	Accrual Status	Non-Accrual Status	Total Modification
	(In Thousands)		
Residential mortgage (1-4 family)	\$ -	\$ -	\$ -
Commercial real estate	-	-	-
Real estate construction	-	-	-
Home equity	47	-	47
Consumer	-	-	-
Commercial	-	-	-
Total	\$ 47	\$ -	\$ 47

	December 31, 2014		
	Accrual Status	Non-Accrual Status	Total Modification
	(In Thousands)		
Residential mortgage (1-4 family)	\$ -	\$ -	\$ -
Commercial real estate	-	-	-
Real estate construction	-	-	-
Home equity	48	-	48
Consumer	-	-	-
Commercial	-	-	-
Total	\$ 48	\$ -	\$ 48

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.

During the three and nine months ended September 30, 2015 and 2014, there were no new restructured loans.

There were no loans modified as a troubled debt restructured loan within the previous nine months for which there was a payment default during the nine months ended September 30, 2015.

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 September 30, 2015 and December 31, 2014, 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 SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 5. DEPOSITS

Deposits are summarized as follows:

	September 30, 2015	December 31, 2014
	(In Thousands)	
Noninterest checking	\$82,842	\$60,924
Interest-bearing checking	83,565	76,367
Savings	67,162	62,455
Money market	94,547	91,431
Time certificates of deposit	153,012	150,223
Total	\$481,128	\$441,400

## NOTE 6. SUBORDINATED DEBENTURES

Subordinated debentures consisted of the following:

	September 30, 2015		December 31, 2014	
	Unamortized Debt		Unamortized Debt	
	Principal Amount	Issuance Costs	Principal Amount	Issuance Costs
	(In Thousands)			
Subordinated debentures:				
Variable at 3-Month Libor plus 1.42%, due 2035	\$5,155	\$-	\$5,155	\$-
Fixed at 6.75%, due 2025	10,000	(204 )	-	-
Total	\$15,155	\$(204 )	\$5,155	\$-

In September 2005, the Company completed the private placement of \$5,155,000 in subordinated debentures to Eagle Bancorp Statutory Trust I ("the Trust"). The Trust funded the purchase of the subordinated debentures through the sale of trust preferred securities to First Tennessee Bank, N.A. with a liquidation value of \$5,155,000. Using interest payments made by the Company on the debentures, the Trust began paying quarterly dividends to preferred security holders in December 2005. The annual percentage rate of the interest payable on the subordinated debentures and distributions payable on the preferred securities was fixed at 6.02% until December 2010 then became variable at 3-Month LIBOR plus 1.42%, making the rate 1.745% and 1.676% as of September 30, 2015 and December 31, 2014, respectively. Dividends on the preferred securities are cumulative and the Trust may defer the payments for up to five years. The preferred securities mature in December 2035 unless the Company elects and obtains regulatory approval to accelerate the maturity date.

In June 2015, the Company completed the issuance of \$10,000,000 in aggregate principal amount of subordinated notes due in 2025 in a private placement transaction to an institutional accredited investor. The notes will bear

interest at an annual fixed rate of 6.75% and interest will be paid quarterly through maturity date or earlier redemption.

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 7. EARNINGS PER SHARE

Basic earnings per share for the three months ended September 30, 2015 was computed using 3,804,532 weighted average shares outstanding. Basic earnings per share for the three months ended September 30, 2014 was computed using 3,889,603 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 3,841,787 for the three months ended September 30, 2015 and 3,944,406 for the three months ended September 30, 2014.

Basic earnings per share for the nine months ended September 30, 2015 was computed using 3,823,896 weighted average shares outstanding. Basic earnings per share for the nine months ended September 30, 2014 was computed using 3,907,259 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 3,861,151 for the nine months ended September 30, 2015 and 3,962,062 for the nine months ended September 30, 2014.

NOTE 8. DIVIDENDS AND STOCK REPURCHASE PROGRAM

For the six month transition period from July 1, 2014 through December 31, 2014, Eagle paid dividends of \$0.075 per share each quarter. A dividend of \$0.075 per share was declared on January 22, 2015, and paid March 6, 2015 to shareholders of record on February 13, 2015. A dividend of \$0.075 per share was declared on April 23, 2015, payable on June 6, 2015 to shareholders of record on May 13, 2015. A dividend of \$0.0775 per share was declared on July 23, 2015, payable on September 4, 2015 to shareholders of record on August 14, 2015. A dividend of \$0.0775 per share was declared on October 22, 2015, payable on December 4, 2015 to shareholders of record on November 13, 2015.

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 Company did not purchase any shares of our common stock during the fiscal year ended June 30, 2014. The repurchase program expired on June 30, 2014.

On July 1, 2014, the Company announced that its Board of Directors had authorized the repurchase of up to 200,000 shares of its common stock. Under the plan, shares could be purchased by the company on the open market or in privately negotiated transactions. During the six month transition period ended December 31, 2014, 55,000 shares were purchased at an average price of \$10.66 per share. During the six months ended June 30, 2015, 55,800 shares were purchased at an average price of \$11.03 per share. The repurchase program expired on June 30, 2015.

On July 23, 2015, the Board of Directors authorized the repurchase of up to 100,000 shares of its common stock. Under the plan, shares may be purchased by the Company on the open market or in privately negotiated transactions. The extent to which the company repurchases its shares and the timing of such repurchase will depend upon market conditions and other corporate considerations. During the three months ended September 30, 2015, 46,065 shares were purchased at an average price of \$11.47 per share. There are 53,935 shares remaining to be purchased under the plan. The repurchase program expires on July 23, 2016.





## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 9. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table includes information regarding the activity in accumulated other comprehensive income (loss).

	Unrealized Gains (Losses) on Derivatives Designated as Cash Flow Hedges	Unrealized (Losses) Gains on Investment Securities Available for Sale (In Thousands)	Total
Balance, January 1, 2015	\$ 294	\$ (509 )	\$ (215 )
Other comprehensive income (loss), before reclassifications and income taxes	991	(1,203 )	(212 )
Amounts reclassified from accumulated other comprehensive income (loss), before income taxes	(1,025 )	(234 )	(1,259 )
Income tax benefit	14	586	600
Total other comprehensive loss	(20 )	(851 )	(871 )
Balance, June 30, 2015	274	(1,360 )	(1,086 )
Other comprehensive income, before reclassifications and income taxes	420	1,688	2,108
Amounts reclassified from accumulated other comprehensive income, before income taxes	(462 )	-	(462 )
Income tax benefit (expense)	17	(688 )	(671 )
Total other comprehensive (loss) income	(25 )	1,000	975
Balance, September 30, 2015	\$ 249	\$ (360 )	\$ (111 )
Balance, January 1, 2014	\$ 217	\$ (5,934 )	\$ (5,717 )
Other comprehensive income, before reclassifications and income taxes	699	5,979	6,678
Amounts reclassified from accumulated other comprehensive income, before income taxes	(604 )	(237 )	(841 )
Income tax expense	(39 )	(2,340 )	(2,379 )
Total other comprehensive income	56	3,402	3,458
Balance, June 30, 2014	273	(2,532 )	(2,259 )
Other comprehensive income, before reclassifications and income taxes	630	1,713	2,343
Amounts reclassified from accumulated other comprehensive income, before income taxes	(461 )	(194 )	(655 )
Income tax expense	(69 )	(619 )	(688 )
Total other comprehensive income	100	900	1,000
Balance, September 30, 2014	\$ 373	\$ (1,632 )	\$ (1,259 )



EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 10. 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 designated the interest rate swap on this fixed-rate loan as a fair value hedge.

The Company was exposed to credit-related losses in the event of nonperformance by the counterparties to this agreement. The Company controlled the credit risk of its financial contracts through credit approvals, limits and monitoring procedures, and did 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 had an original maturity of 20 years and was not callable. This loan was hedged with a “pay fixed rate, receive variable rate” swap with a similar notional amount, maturity, and fixed rate coupons. The swap was not callable. At December 31, 2014, the loan had an outstanding principal balance of \$10,641,000 and the interest rate swap had a notional value of \$10,673,000.

At December 31, 2014, the interest rate swap on the fixed-rate loan was ineffective. The Bank recorded a loss of \$317,000 in noninterest income during the quarter ended December 31, 2014 related to the ineffectiveness. The interest rate swap was terminated during the quarter ended March 31, 2015. The Bank recorded a loss of \$93,000 in noninterest income during the quarter ended March 31, 2015 related to the swap termination. The loan fair value adjustment of \$138,000 at March 31, 2015 will be amortized over the remaining life of the loan which matures September 1, 2030.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 10. DERIVATIVES AND HEDGING ACTIVITIES - continued

Effect of Derivative Instruments on Statement of Financial Condition								
Fair Value of Derivative Instruments								
Asset Derivatives					Liabilities Derivatives			
September 30, 2015		December 31, 2014		September 30, 2015		December 31, 2014		
Balance		Balance		Balance		Balance		
Sheet	Fair	Sheet	Fair	Sheet	Fair	Sheet	Fair	
Location	Value	Location	Value	Location	Value	Location	Value	
(In Thousands)								
Derivatives designated as hedging instruments under ASC 815						Other		
Interest rate contracts	n/a	\$ -	n/a	\$ -	n/a	\$ -	Liabilities	\$ 579
Change in fair value of financial instrument being hedged under ASC 815								
Interest rate contracts	Loans	\$ 135	Loans	\$ 138	n/a	\$ -	n/a	\$ -

Effect of Derivative Instruments on Statement of Income			
For the Three Months Ended September 30, 2015 and 2014			
(In Thousands)			
Derivatives Designated as Hedging Instruments		Location of Gain or (Loss)	Amount of Gain or (Loss)
Under ASC 815		Recognized in Income on Derivative	Recognized in Income on Derivative
Interest rate contracts		Noninterest income	2015 2014
			- \$ (47 )

Effect of Derivative Instruments on Statement of Income  
For the Nine Months Ended September 30, 2015 and 2014

(In Thousands)			
Derivatives Designated as Hedging Instruments	Location of	Amount of	
	Gain or (Loss)	Gain or (Loss)	
	Recognized in	Recognized in	
	Income on	Income on Derivative	
Under ASC 815	Derivative	2015	2014
Interest rate contracts	Noninterest income	(93 )	\$ (181 )

Derivative loan commitments – Mortgage loan commitments are referred to as derivative loan commitments if the loan that will result from exercise of the commitment will be held-for-sale upon funding. The Company enters into commitments to fund residential mortgage loans at specified times in the future, with the intention that these loans will subsequently be sold in the secondary market. A mortgage loan commitment binds the Company to lend funds to a potential borrower at a specified interest rate and within a specified period of time, generally up to 60 days after inception of the rate lock.

Outstanding derivative loan commitments expose the Company to the risk that the price of the loans arising from exercise of the loan commitment might decline from inception of the rate lock to funding of the loan due to increases in mortgage interest rates. If interest rates increase, the value of these loan commitments decreases. Conversely, if interest rates decrease, the value of these loan commitments increases. The notional amount of interest rate lock commitments was \$21,164,000 and \$12,276,000 at September 30, 2015 and December 31, 2014, respectively.

The Company has no other off-balance-sheet arrangements or transactions with unconsolidated, special purpose entities that would expose the Company to liability that is not reflected on the face of the financial statements.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 11. 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.

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.



EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 11. FAIR VALUE DISCLOSURES – continued

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.

Reposessed 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 previously had one loan that was carried at fair value subject to a fair value hedge. Fair value was determined utilizing valuation models that considered the scheduled cash flows through anticipated maturity and was considered a Level 2 input. The interest rate swap was terminated during the quarter ended March 31, 2015. See Note 10 – Derivatives and Hedging Activities for more information.

Derivative financial instruments – Fair values for interest rate swap agreements were based upon the amounts required to settle the contracts. These instruments were valued using Level 3 inputs utilizing valuation models that considered: (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 utilized counterparties' valuations to assess the reasonableness of its prices and valuation techniques, there was not sufficient corroborating market evidence to support classifying these assets and liabilities as Level 2. The interest rate swap was terminated during the quarter ended March 31, 2015. See Note 10 – Derivatives and Hedging Activities for more information.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 11. FAIR VALUE DISCLOSURES - continued

The following tables summarize financial assets and financial liabilities measured at fair value on a recurring basis, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value.

	September 30, 2015			
	Level 1	Level 2	Level 3	Total Fair
	Inputs	Inputs	Inputs	Value
	(In Thousands)			
Financial Assets:				
Available-for-sale securities				
U.S. government and agency	\$ -	\$ 11,799	\$ -	\$ 11,799
Municipal obligations	-	66,582	-	66,582
Corporate obligations	-	10,555	-	10,555
MBSs - government-backed	-	32,746	-	32,746
CMOs - government backed	-	25,778	-	25,778
Loans held-for-sale	-	14,731	-	14,731
	December 31, 2014			
	Level 1	Level 2	Level 3	Total Fair
	Inputs	Inputs	Inputs	Value
	(In Thousands)			
Financial Assets:				
Available-for-sale securities				
U.S. government and agency	\$ -	\$ 33,181	\$ -	\$ 33,181
Municipal obligations	-	71,885	-	71,885
Corporate obligations	-	6,005	-	6,005
MBSs - government-backed	-	21,964	-	21,964
CMOs - government backed	-	28,752	-	28,752
Loans held-for-sale	-	17,587	-	17,587
Financial Liability:				
Derivative financial instruments	-	579	-	579

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).

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 11. FAIR VALUE DISCLOSURES - continued

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

	September 30, 2015			
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
	(In Thousands)			
Impaired loans	\$ -	\$ -	\$ 3,550	\$ 3,550
Reposessed assets	-	-	619	619

  

	December 31, 2014			
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
	(In Thousands)			
Impaired loans	\$ -	\$ -	\$ 1,936	\$ 1,936
Reposessed assets	-	-	637	637

During the nine months ended September 30, 2015, 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 \$3,565,000 were reduced by specific valuation allowance allocations totaling \$15,000 to a total reported fair value of \$3,550,000 based on collateral valuations utilizing Level 3 valuation inputs.

During the six months ended December 31, 2014, 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 \$2,083,000 were reduced by specific valuation allowance allocations totaling \$147,000 to a total reported fair value of \$1,936,000 based on collateral valuations utilizing Level 3 valuation inputs.

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	Fair Value at		Principal	Significant	Range of
	September 30,	December 31,	Valuation	Unobservable	Significant
	2015	2014	Technique	Inputs	Input
(Dollars In Thousands)					
			Appraisal of	Appraisal	

Impaired loans	\$ 3,550	\$ 1,936	collateral (1)	adjustments	10-30	%
Repossessed Assets	\$ 619	\$ 637	Appraisal of collateral (1)(3)	Liquidation 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.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 11. FAIR VALUE DISCLOSURES - continued

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 September 30, 2015 and December 31, 2014, 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.

	September 30, 2015				
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs (In Thousands)	Total Estimated Fair Value	Carrying Amount
Financial Assets:					
Cash and cash equivalents	\$ 7,246	\$ -	\$ -	\$ 7,246	\$ 7,246
Federal Home Loan Bank stock	2,853	-	-	2,853	2,853
Federal Reserve Bank stock	642	-	-	642	642
Loans receivable, net	-	-	393,888	393,888	384,694
Accrued interest and dividends receivable	2,332	-	-	2,332	2,332
Mortgage servicing rights	-	-	6,105	6,105	4,808
Cash surrender value of life insurance	12,429	-	-	12,429	12,429
Financial Liabilities:					
Non-maturing interest bearing deposits	-	245,274	-	245,274	245,274
Non-interest bearing deposits	82,842	-	-	82,842	82,842
Time certificates of deposit	-	-	153,716	153,716	153,012
Accrued expenses and other liabilities	5,372	-	-	5,372	5,372
Federal Home Loan Bank advances and other borrowings	-	-	55,778	55,778	55,534
Subordinated debentures	-	-	14,352	14,352	15,155
Off-balance-sheet instruments					

Forward loan sales commitments	-	-	-	-	-
Commitments to extend credit	-	-	-	-	-
Rate lock commitments	-	-	-	-	-

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## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

## NOTE 11. FAIR VALUE DISCLOSURES – continued

	December 31, 2014				
	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs (In Thousands)	Total Estimated Fair Value	Carrying Amount
Financial Assets:					
Cash and cash equivalents	\$ 12,502	\$ -	\$ -	\$ 12,502	\$ 12,502
Federal Home Loan Bank stock	1,968	-	-	1,968	1,968
Federal Reserve Bank stock	641	-	-	641	641
Loans receivable, net	-	-	321,312	321,312	314,334
Accrued interest and dividends receivable	2,318	-	-	2,318	2,318
Mortgage servicing rights	-	-	5,168	5,168	4,115
Cash surrender value of life insurance	11,735	-	-	11,735	11,735
Financial Liabilities:					
Non-maturing interest bearing deposits	-	230,253	-	230,253	230,253
Non-interest bearing deposits	60,924	-	-	60,924	60,924
Time certificates of deposit	-	-	151,004	151,004	150,223
Accrued expenses and other liabilities	4,161	-	-	4,161	4,161
Federal Home Loan Bank advances and other borrowings	-	-	55,273	55,273	54,993
Subordinated debentures			3,854	3,854	5,155
Off-balance-sheet instruments					
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 Form 10-K for the six month transition period ended December 31, 2014 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 and FRB – The fair value of stock 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.

Mortgage servicing rights – the fair value of servicing rights was determined using discount rates ranging from approximately 10.00% to 12.00%, prepayment speeds ranging from approximately 100.00% to 399.00% PSA, depending on stratification of the specific right. The fair value was also adjusted for the effect of potential past dues and foreclosures.



EAGLE BANCORP MONTANA, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

NOTE 11. FAIR VALUE DISCLOSURES - continued

Cash surrender value of life insurance – The carrying amount for cash surrender value of life insurance approximates fair value as policies are recorded at redemption value.

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 and 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 September 30, 2015 and December 31, 2014, 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 12. RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued Accounting Standards Update No. 2014-9, Revenue from Contracts with Customers (Topic 606). This guidance is a comprehensive new revenue recognition standard that will supersede substantially all existing revenue recognition guidance. The new standard's core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under existing guidance. These may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. On July 9, 2015, the FASB agreed to delay the effective date of the standard by one year. Therefore, the new standard will be effective in the first quarter of 2018 and is not expected to have a significant impact to the Company's financial statements.

In 2015, the FASB amended its authoritative guidance related to debt issuance costs. The amendment requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability. However, the recognition and measurement guidance related to debt issuance costs is not affected by this amendment. The amendment is effective for annual and interim reporting periods beginning after December 15, 2015 and is to be applied on a retrospective basis. Early adoption is permitted. The Company adopted this standard during the quarter ended June 30, 2015 and has included the required disclosures in this report on Form 10-Q.

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 business activity is the ownership of its wholly owned subsidiary, Opportunity Bank of Montana (the "Bank"). The Bank is a Montana chartered commercial bank that focuses on both consumer and commercial lending. It engages in typical banking activities: acquiring deposits from local markets and originating loans and investing in securities. Its deposits are insured by the Federal Deposit Insurance Corporation. 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 a large portion 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.). Over the past several years the Bank has focused on adding commercial loans to its portfolio, both real estate and non-real estate. We have made significant progress in this initiative. 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 investment portfolio grew substantially with the Sterling branch acquisition in December 2012. As such, management is also focused on decreasing the investment portfolio as a percentage of total assets and offsetting this with growth in the loan portfolio. The Bank's management recognizes that fee income will also enable it to be less dependent on specialized lending and it now maintains a significant loan serviced portfolio which provides a steady source of fee income. Fee income is also supplemented with fees generated from the Bank's deposit accounts. 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 and certificates of deposits do not automatically reprice as interest rates rise. Gain on sale of loans also provides significant noninterest income in periods of high mortgage loan origination volumes. Such income will be adversely affected in periods of lower mortgage activity.

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. Though deposit growth for the previous year was steady, it may become more difficult to maintain due to significant competition and possible reduced customer demand for deposits as customers may shift into other asset classes.

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 nine

months ended September 30, 2015.

From time to time the Bank has considered growth through mergers or acquisition as an alternative to its strategy of organic growth. In this regard, the Bank has experienced an increase in mortgage loan originations due to the Sterling branch acquisition which closed in December 2012. Deposit fee income has also increased due to the increase in the number of accounts. The addition of the wealth management division from the acquisition has also increased noninterest income. Operating expenses, primarily salaries and employee benefits also increased as a result of the acquisition.

The Bank completed a core systems conversion during the third quarter of this year. Future cost savings are anticipated due to the core systems conversion.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Financial Condition

Comparisons of financial condition in this section are between September 30, 2015 and December 31, 2014.

Total assets at September 30, 2015 were \$611.41 million, an increase of \$51.20 million, or 9.1%, from \$560.21 million at December 31, 2014. Loans receivable increased by \$71.97 million, or 22.8%, to \$388.24 million at September 30, 2015. Securities available-for-sale decreased by \$14.33 million, or 8.9%, to \$147.46 million at September 30, 2015. Total liabilities at September 30, 2015 were \$556.99 million, an increase of \$51.28 million, or 10.1%, from \$505.71 million at December 31, 2014. Total deposits increased \$39.73 million or 9.0%, to \$481.13 million at September 30, 2015. Subordinated debentures less debt issuance costs increased \$9.79 million to \$14.95 million at September 30, 2015. FHLB advances and other borrowings increased \$541,000, or 1.0%, to \$55.53 million at September 30, 2015.

## Balance Sheet Details

## Cash and Cash Equivalents and Investment Securities

The following table summarizes investment securities:

	September 30, 2015			December 31, 2014		
	Fair Value	Percentage of Total (Dollars in Thousands)		Fair Value	Percentage of Total	
Securities available-for-sale:						
U.S. government and agency	\$ 11,799	7.78 %		\$ 33,181	20.11 %	
Municipal obligations	66,582	43.90 %		71,885	43.57 %	
Corporate obligations	10,555	6.96 %		6,005	3.64 %	
MBSs - government-backed	32,746	21.59 %		21,964	13.31 %	
CMOs - government-backed	25,778	17.00 %		28,752	17.42 %	
Total securities available-for-sale	147,460	97.23 %		161,787	98.05 %	
Interest-bearing deposits with banks						
	717	0.47 %		613	0.37 %	
FHLB capital stock, at cost						
	2,853	1.88 %		1,968	1.19 %	
FRB capital stock, at cost						
	642	0.42 %		641	0.39 %	
Total	\$ 151,672	100.00 %		\$ 165,009	100.00 %	

Total cash and cash equivalents decreased \$5.25 million from December 31, 2014 to September 30, 2015. Securities available-for-sale decreased \$14.33 million or 8.9% during the same period. The largest decrease in securities available-for-sale was in U.S. government and agency securities which decreased \$21.39 million largely due to sales activity. Municipal obligations decreased by \$5.30 million and CMOs decreased by \$2.97 million. These decreases were partially offset by increases in MBSs of \$10.78 million and increases in corporate obligations of \$4.55 million largely due to purchase activity.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Financial Condition – continued

## Lending Activities

The following table includes the composition of the Bank's loan portfolio by loan category:

	September 30, 2015			December 31, 2014		
	Amount	Percent of Total (Dollars in thousands)		Amount	Percent of Total	
Real estate loans:						
Residential mortgage (1-4 family) (1)	\$ 117,320	29.91 %		\$ 103,420	32.41 %	
Commercial real estate	157,179	40.07 %		117,060	36.67 %	
Real estate construction	22,656	5.78 %		9,526	2.98 %	
Total real estate loans	297,155	75.76 %		230,006	72.06 %	
Other loans:						
Home equity	46,632	11.89 %		40,123	12.57 %	
Consumer	14,885	3.80 %		13,827	4.33 %	
Commercial	33,552	8.55 %		35,250	11.04 %	
Total other loans	95,069	24.24 %		89,200	27.94 %	
Total loans	392,224	100.00 %		319,206	100.00 %	
Deferred loan fees, net	(750 )			(486 )		
Allowance for loan losses	(3,230 )			(2,450 )		
Total loans, net	\$ 388,244			\$ 316,270		

(1) Excludes loans held for sale.

Commercial real estate loans increased by \$40.12 million, residential mortgage loans increased by \$13.90 million and construction loans increased by \$13.10 million. Home equity and consumer loans also increased. Commercial loans decreased slightly. Total loan originations were \$287.59 million for the nine months ended September 30, 2015, with single family mortgages accounting for \$188.47 million of the total. Commercial real estate and land loan originations totaled \$53.89 million. Construction and home equity loan originations totaled \$12.81 million and \$9.25 million, respectively, for the same period. Consumer loans originated totaled \$6.25 million. Commercial loans originated totaled \$16.92 million, with none originating from loan syndication programs with borrowers residing outside of Montana. Loans held-for-sale decreased to \$14.73 million at September 30, 2015 from \$17.59 million at December 31, 2014.

Nonperforming Assets. Generally, our collection procedures provide that when a loan is 15 or more days delinquent, the borrower is sent a past due notice. If the loan becomes 30 days delinquent, the borrower is sent a written delinquency notice requiring payment. If the delinquency continues, subsequent efforts are made to contact the delinquent borrower, including face to face meetings and counseling to resolve the delinquency. All collection actions are undertaken with the objective of compliance with the Fair Debt Collection Act.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Financial Condition – continued

## Lending Activities– continued

For mortgage loans and home equity loans, if the borrower is unable to cure the delinquency or reach a payment agreement, we will institute foreclosure actions. If a foreclosure action is taken and the loan is not reinstated, paid in full or refinanced, the property is sold at judicial sale at which we may be the buyer if there are no adequate offers to satisfy the debt. Any property acquired as the result of foreclosure, or by deed in lieu of foreclosure, is classified as real estate owned until such time as it is sold or otherwise disposed of. When real estate owned is acquired, it is recorded at its fair market value less estimated selling costs. The initial recording of any loss is charged to the allowance for loan losses. As of September 30, 2015, the Bank had \$619,000 of real estate owned.

The following table sets forth information regarding nonperforming assets:

	September 30, 2015	December 31, 2014
	(Dollars in Thousands)	
Non-accrual loans		
Real estate loans:		
Residential mortgage (1-4 family)	\$ 153	\$ 821
Commercial real estate	332	-
Other loans:		
Home equity	60	48
Consumer	11	16
Commercial	-	77
Accruing loans delinquent 90 days or more	888	-
Restructured loans:		
Home equity	47	48
Total nonperforming loans	1,491	1,010
Real estate owned and other repossessed property, net	619	637
Total nonperforming assets	\$ 2,110	\$ 1,647
Total nonperforming loans to total loans	0.38 %	0.32 %
Total nonperforming loans to total assets	0.24 %	0.18 %
Total allowance for loan loss to nonperforming loans	216.63 %	242.57 %
Total nonperforming assets to total assets	0.35 %	0.29 %

Residential mortgage (1-4 family) non-accrual loans decreased in the nine months ended September 30, 2015 due to one loan paid off via a short sale. Commercial real estate non-accrual loans increased during the nine months ended September 30, 2015 due to one loan moving to non-accrual status. During the nine months ended September 30, 2015 \$888,000 moved into the 90 days past due status. The increase was due primarily to a few residential mortgages that are in the process of collection.





## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Financial Condition – continued

## Deposits and Other Sources of Funds

The following table includes deposit accounts by category:

	September 30, 2015		December 31, 2014	
	Amount	Percent of Total (Dollars in Thousands)	Amount	Percent of Total
Noninterest checking	\$ 82,842	17.22 %	\$ 60,924	13.80 %
Interest bearing checking	83,565	17.37 %	76,367	17.30 %
Savings	67,162	13.96 %	62,455	14.15 %
Money market accounts	94,547	19.65 %	91,431	20.71 %
Total	328,116	68.20 %	291,177	65.97 %
Certificates of deposit accounts:				
IRA certificates	34,477	7.17 %	34,216	7.75 %
Brokered certificates	7,071	1.47 %	4,195	0.95 %
Other certificates	111,464	23.16 %	111,812	25.33 %
Total certificates of deposit	153,012	31.80 %	150,223	34.03 %
Total deposits	\$ 481,128	100.00 %	\$ 441,400	100.00 %

Deposits. Deposits increased \$39.73 million, or 9.0%, to \$481.13 million at September 30, 2015 from \$441.40 million at December 31, 2014. Growth occurred across all deposit products with the exception of other certificates which decreased only slightly. Management attributes the continued organic increase in deposits to increased marketing of checking accounts as well as customers' preference for placing funds in secure, federally insured accounts. Brokered certificates increased \$2.88 million to \$7.07 million at September 30, 2015 from \$4.20 million at December 31, 2014. The increase is due to the purchase of three brokered certificates with coupon rates ranging from 0.55% to 1.35% and maturities ranging from December 2016 through December 2018, partially offset by the call of the \$4.20 million brokered certificate that was outstanding at December 31, 2014.

Borrowings. Advances from the FHLB and other borrowings increased slightly by \$541,000, or 1.0%, to \$55.53 million at September 30, 2015 from \$54.99 million at December 31, 2014. Subordinated debentures, net of issuance costs, increased \$9.79 million to \$14.95 million at September 30, 2015 compared to \$5.16 million at December 31, 2014. In June 2015, the Company completed the issuance of \$10.00 million in aggregate principal amount of subordinated notes due in 2025 in a private placement transaction to an institutional accredited investor. The notes will bear interest at an annual fixed rate of 6.75% and interest will be paid quarterly through maturity date or earlier redemption.

## Shareholders' Equity

Total shareholders' equity decreased slightly by \$74,000, to \$54.42 million at September 30, 2015 from \$54.50 million at December 31, 2014. This was primarily the result of treasury stock purchased of \$1.14 million and dividends paid of \$870,000 partially offset by net income of \$1.70 million.

#### Analysis of Net Interest Income

The Bank's earnings have historically depended primarily upon net interest income, which is the difference between interest income earned on loans and investments and interest paid on deposits and any borrowed funds. It is the single largest component of Eagle's operating income. Net interest income is affected by (i) the difference between rates of interest earned on loans and investments and rates paid on interest-bearing deposits and borrowings (the "interest rate spread") and (ii) the relative amounts of loans and investments and interest-bearing deposits and borrowings.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Analysis of Net Interest Income – continued

The following tables include average balances for balance sheet items, as well as, interest and dividends and average yields related to the average balances. All average balances are daily average balances. Non-accrual loans were included in the computation of average balances, but have been reflected in the table as loans carrying a zero yield. The yields include the effect of deferred fees and discounts and premiums that are amortized or accreted to interest income or expense.

	For the Three Months Ended September 30,						
	2015				2014		
	Average	Interest	Yield/		Average	Interest	Yield/
	Daily	and	Cost(3)		Daily	and	Cost(3)
	Balance	Dividends	(Dollars in Thousands)		Balance	Dividends	
Assets:							
Interest-earning assets:							
FHLB and FRB stock	\$3,021	\$5	0.66	%	\$1,878	\$-	0.00
Loans receivable, net	384,275	4,390	4.57	%	304,791	3,658	4.80
Investment securities	148,013	759	2.05	%	189,469	1,044	2.20
Interest-bearing deposits with banks							
	4,913	-	0.00	%	4,347	1	0.09
Total interest-earning assets	540,222	5,154	3.82	%	500,485	4,703	3.76
Noninterest-earning assets	53,725				46,626		
Total assets	\$593,947				\$547,111		
Liabilities and equity:							
Interest-bearing liabilities:							
Deposit accounts:							
Money market	\$96,076	\$28	0.12	%	\$90,248	\$26	0.12
Savings	65,680	9	0.05	%	60,139	7	0.05
Checking	86,126	8	0.04	%	71,307	6	0.03
Certificates of deposit	154,259	355	0.92	%	152,309	299	0.79
Advances from FHLB and other borrowings including subordinated debt							
	60,623	321	2.12	%	55,750	177	1.27
Total interest-bearing liabilities	462,764	721	0.62	%	429,753	515	0.48
Non-interest checking	76,494				62,041		
Other noninterest-bearing liabilities							
	795				3,018		
Total liabilities	540,053				494,812		
Total equity							
	53,894				52,299		
Total liabilities and equity							
	\$593,947				\$547,111		

Net interest income/interest rate spread(1)	\$4,433	3.20	%	\$4,188	3.28	%
Net interest margin(2)		3.28	%		3.35	%
Total interest-earning assets to interest-bearing liabilities		116.74	%		116.46	%

- (1) Interest rate spread represents the difference between the average yield on interest-earning assets and the average rate on interest-bearing liabilities.
- (2) Net interest margin represents income before the provision for loan losses divided by average interest-earning assets.
- (3) For purposes of this table, tax exempt income is not calculated on a tax equivalent basis.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Analysis of Net Interest Income – continued

	For the Nine Months Ended September 30,								
	2015				2014				
	Average Daily Balance	Interest and Dividends	Yield/ Cost(3)		Average Daily Balance	Interest and Dividends	Yield/ Cost(3)		
	(Dollars in Thousands)								
Assets:									
Interest-earning assets:									
FHLB and FRB stock	\$ 2,951	\$ 25	1.13	%	\$ 1,882	\$ -	0.00	%	
Loans receivable, net	361,355	12,607	4.65	%	282,976	10,291	4.85	%	
Investment securities	151,784	2,255	1.98	%	193,337	3,227	2.23	%	
Interest-bearing deposits with banks	4,835	6	0.17	%	4,137	5	0.16	%	
Total interest-earning assets	520,925	14,893	3.81	%	482,332	13,523	3.74	%	
Noninterest-earning assets	50,023				46,982				
Total assets	\$ 570,948				\$ 529,314				
Liabilities and equity:									
Interest-bearing liabilities:									
Deposit accounts:									
Money market	\$ 94,245	\$ 79	0.11	%	\$ 90,638	\$ 81	0.12	%	
Savings	65,566	22	0.05	%	60,480	23	0.05	%	
Checking	80,662	21	0.03	%	69,896	20	0.04	%	
Certificates of deposit	151,190	971	0.86	%	153,844	875	0.76	%	
Advances from FHLB and other borrowings including subordinated debt	54,178	655	1.61	%	43,200	518	1.60	%	
Total interest-bearing liabilities	445,841	1,748	0.52	%	418,058	1,517	0.48	%	
Non-interest checking	69,153				58,881				
Other noninterest-bearing liabilities	2,253				1,726				
Total liabilities	517,247				478,665				
Total equity									
	53,701				50,649				

Total liabilities and equity	\$ 570,948			\$ 529,314		
Net interest income/interest rate spread(1)	\$ 13,145	3.29	%	\$ 12,006	3.26	%
Net interest margin(2)		3.36	%		3.32	%
Total interest-earning assets to interest-bearing liabilities		116.84	%		115.37	%

(1) Interest rate spread represents the difference between the average yield on interest-earning assets and the average rate on interest-bearing liabilities.

(2) Net interest margin represents income before the provision for loan losses divided by average interest-earning assets.

(3) For purposes of this table, tax exempt income is not calculated on a tax equivalent basis.

## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Rate/Volume Analysis

The following tables present the dollar amount of changes in interest income and interest expense for major components of interest-earning assets and interest-bearing liabilities. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to: (1) changes in volume multiplied by the old rate; (2) changes in rate, which are changes in rate multiplied by the old volume; and (3) changes not solely attributable to rate or volume, which have been allocated proportionately to the change due to volume and the change due to rate.

	For the Three Months Ended September 30,					
	2015			2014		
	Volume	Due to Rate	Net	Volume	Due to Rate	Net
(In Thousands)						
Interest earning assets:						
Loans receivable, net	\$954	\$(222 )	\$732	\$769	\$(232 )	\$537
Investment securities	(229 )	(56 )	(285 )	(103 )	128	25
Interest-bearing						
deposits with banks	-	(1 )	(1 )	1	(1 )	-
Other earning assets	-	5	5	-	-	-
Total interest earning assets	725	(274 )	451	667	(105 )	562
Interest-bearing liabilities:						
Savings, money market and checking accounts	4	2	6	3	(4 )	(1 )
Certificates of deposit	4	52	56	(7 )	25	18
Advances from FHLB and other borrowings including subordinated debentures	15	129	144	77	(103 )	(26 )
Total interest-bearing liabilities	23	183	206	73	(82 )	(9 )
Change in net interest income	\$702	\$(457 )	\$245	\$594	\$(23 )	\$571



## EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

## Rate/Volume Analysis – continued

	For the Nine Months Ended June 30,					
	2015			2014		
	Volume	Due to	Net	Volume	Due to	Net
		Rate	(In Thousands)		Rate	
Interest earning assets:						
Loans receivable, net	\$ 2,850	\$ (534 )	\$ 2,316	\$ 1,816	\$ (542 )	\$ 1,274
Investment securities	(694 )	(278 )	(972 )	(390 )	434	44
Interest-bearing deposits with banks	1	-	1	4	(11 )	(7 )
Other earning assets	-	25	25	-	-	-
Total interest earning assets	2,157	(787 )	1,370	1,430	(119 )	1,311
Interest-bearing liabilities:						
Savings, money market and checking accounts	8	(10 )	(2 )	8	(16 )	(8 )
Certificates of deposit	(15 )	111	96	(15 )	84	69
Advances from FHLB and other borrowings including subordinated debentures	132	5	137	68	(228 )	(160 )
Total interest-bearing liabilities	125	106	231	61	(160 )	(99 )
Change in net interest income	\$ 2,032	\$ (893 )	\$ 1,139	\$ 1,369	\$ 41	\$ 1,410

## Results of Operations for the Three Months Ended September 30, 2015 and 2014

**Net Income.** Eagle's net income for the quarter was \$521,000 compared to \$718,000 for the three months ended September 30, 2014. The decrease of \$197,000, or 27.4%, was due to increases in noninterest expense of \$627,000, partially offset by increases in net interest income after loan loss provision of \$150,000 and increases in noninterest income of \$255,000. Basic and diluted earnings per share were \$0.14 for the current period and \$0.18 per share for the prior year comparable period.

**Net Interest Income.** Net interest income increased to \$4.43 million for the quarter ended September 30, 2015, from \$4.19 million for the previous year's quarter. This increase of \$245,000 was the result of an increase in interest and dividend income of \$451,000, partially offset by an increase in interest expense of \$206,000.

Interest and Dividend Income. Interest and dividend income was \$5.15 million for the quarter ended September 30, 2015, compared to \$4.70 million for the quarter ended September 30, 2014, an increase of \$451,000, or 9.6%. Interest and fees on loans increased to \$4.39 million for the three months ended September 30, 2015 from \$3.66 million for the same period ended September 30, 2014. This increase of \$732,000, or 20.0%, 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 September 30, 2015. Average balances for loans receivable, net, including loans held-for-sale, for the quarter ended September 30, 2015 were \$384.28 million, compared to \$304.79 million for the prior year period. This represents an increase of \$79.49 million, or 26.1%. The average interest rate earned on loans receivable decreased by 23 basis points, from 4.80% to 4.57%. Interest and dividends on investment securities available-for-sale decreased by \$285,000 or 27.3% for the quarter ended September 30, 2015. Average interest rates earned on investments decreased to 2.05% from 2.20%. Average balances for investments decreased to \$148.01 million for the quarter ended September 30, 2015, from \$189.47 million for the quarter ended September 30, 2014.

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 September 30, 2015 and 2014 – continued

**Interest Expense.** Total interest expense was \$721,000 for the quarter ended September 30, 2015 compared to \$515,000 for the quarter ended September 30, 2014, an increase of \$206,000 or 40.0%. The average balance for borrowings was \$60.62 million for September 30, 2015 compared to \$55.75 for September 30, 2014. The average rate paid on borrowings increased from 1.27% last year to 2.12% for the quarter ended September 30, 2015. The average balances and rates for borrowings for the quarter ended September 30, 2015 were impacted by the issuance of \$10.00 million in aggregate principal amount of subordinated notes in June 2015. Interest expense on deposits increased \$62,000 for the quarter ended September 30, 2015 compared to the quarter ended September 30, 2014. The increase in interest on deposits is primarily due to higher overall average balances for deposits. The average balance for deposits was \$478.64 million for September 30, 2015 compared to \$436.04 million for September 30, 2014. The overall average rate on deposits was just slightly higher for the quarter ended September 30, 2015 compared to the quarter ended September 30, 2014.

**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 the 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 \$310,000 in provision for loan losses for the quarter ended September 30, 2015 and \$215,000 in the quarter ended September 30, 2014. The provision for loan losses has been increased to keep pace with increasing loan production that is fueling loan growth.

**Noninterest Income.** Total noninterest income increased to \$2.91 million for the quarter ended September 30, 2015, from \$2.66 million for the quarter ended September 30, 2014, an increase of \$255,000 or 9.6%. The increase is largely due to increases in net gain on sale of loans which increased to \$1.64 million for the quarter ended September 30, 2015 from \$1.40 million.

**Noninterest Expense.** Noninterest expense was \$6.49 million for the quarter ended September 30, 2015 compared to \$5.87 million for the quarter ended September 30, 2014. The increase is largely due to increased salaries and employee benefits expenses of \$529,000. Increased salaries expense is due in part to higher commission-based compensation related to the robust loan growth for the quarter ended September 30, 2015 compared to the quarter ended September 30, 2014.

**Income Tax Expense.** Income tax expense was \$22,000 for the quarter ended September 30, 2015, compared to \$47,000 for the quarter ended September 30, 2014. Tax free municipal bond income and Bank owned life insurance income contributed to the lower effective tax rates for the periods. In addition, the deductibility of goodwill that resulted from the Sterling branch acquisition, for tax purposes has helped to reduce the effective tax rate. 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 and are estimated to be \$95,000 per quarter depending on Eagle's taxable income level.

Results of Operations for the Nine Months Ended September 30, 2015 and 2014

**Net Income.** Eagle's net income for the nine months was \$1.70 million compared to \$1.69 million for the nine months ended September 30, 2014. The slight increase of \$11,000, or 0.7%, was primarily due to increases in net interest income after loan loss provision of \$690,000 and increases in noninterest income of \$1.94 million, partially offset by increases in noninterest expense of \$2.02 million and increases in income tax expense of \$599,000. Basic and diluted earnings per share were \$0.44 for the current period and \$0.43 per share for the prior year comparable period.

**Net Interest Income.** Net interest income increased to \$13.15 million for the nine months ended September 30, 2015, from \$12.01 million for the previous year's nine month period. This increase of \$1.14 million, or 9.5%, was the result of an increase in interest and dividend income of \$1.37 million partially offset by an increase in interest expense of \$231,000.

EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

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

Results of Operations for the Nine Months Ended September 30, 2015 and 2014 – continued

**Interest and Dividend Income.** Interest and dividend income was \$14.89 million for the nine months ended September 30, 2015, compared to \$13.52 million for the nine months ended September 30, 2014, an increase of \$1.37 million, or 10.1%. Interest and fees on loans increased to \$12.61 million for the nine months ended September 30, 2015 from \$10.29 million for the same period ended September 30, 2014. This increase of \$2.32 million, or 22.5%, was due to an increase in the average balance of loans partially offset by a decrease in the average yield of loans for the nine months ended September 30, 2015. Average balances for loans receivable, net, including loans held-for-sale, for the nine months ended September 30, 2015 were \$361.36 million, compared to \$282.98 million for the prior year period. This represents an increase of \$78.38 million, or 27.7%. The average interest rate earned on loans receivable decreased by 20 basis points, from 4.85% to 4.65%. Interest and dividends on investment securities available-for-sale decreased by \$972,000 or 30.1% for the nine months ended September 30, 2015. Average interest rates earned on investments decreased to 1.98% from 2.23%. Average balances for investments decreased to \$151.78 million for the nine months ended September 30, 2015, from \$193.34 million for the nine months ended September 30, 2014.

**Interest Expense.** Total interest expense for the nine months ended September 30, 2015 was \$1.75 million compared to \$1.52 million for the nine months ended September 30, 2014. The average balance for borrowings was \$54.18 million for September 30, 2015 compared to \$43.20 million for September 30, 2014. The average rate paid on borrowings was comparable period over period. The average balances for borrowings for the nine months ended September 30, 2015 was impacted by the issuance of \$10.00 million in aggregate principal amount of subordinated notes in June 2015. Interest expense on deposits increased \$94,000 for the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014. The increase in interest on deposits is primarily due to higher overall average balances for deposits. The average balance for deposits was \$460.82 million for September 30, 2015 compared to \$433.74 million for September 30, 2014. The overall average rate on deposits was also comparable period over period.

**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 the 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 \$960,000 in provision for loan losses for the nine months ended September 30, 2015 and \$511,000 in the nine months ended September 30, 2014. The provision for loan losses has been increased to keep pace with increasing loan production that is fueling loan growth. Total nonperforming loans were \$1.50 million at September 30, 2015. As of September 30, 2015, the Bank had \$619,000 in foreclosed real estate property and other repossessed property.

**Noninterest Income.** Total noninterest income increased to \$9.07 million for the nine months ended September 30, 2015, from \$7.13 million for the nine months ended September 30, 2014, an increase of \$1.94 million or 27.2%. The increase is largely due to increases in net gain on sale of loans which increased to \$5.13 million for the nine months ended September 30, 2015 from \$3.43 million for the nine months ended September 30, 2014.

**Noninterest Expense.** Noninterest expense was \$19.33 million for the nine months ended September 30, 2015 compared to \$17.31 million for the nine months ended September 30, 2014. The increase of \$2.02 million, or 11.7%, is largely due to increased salaries and employee benefits expenses of \$1.16 million. Increased salaries expense is due in part to higher commission-based compensation related to the robust loan growth for the nine months ended September 30, 2015 compared to the nine months ended September 30, 2014.

**Income Tax Expense.** Income tax expense was \$230,000 for the nine months ended September 30, 2015, compared to income tax benefit of \$369,000 for the nine months ended September 30, 2014. The effective tax rate for the nine months ended September 30, 2015 was 11.92%. Tax free municipal bond income and Bank owned life insurance income contributed to the lower effective tax rates for the periods. In addition, the deductibility of goodwill that resulted from the Sterling branch acquisition, for tax purposes has helped to reduce the effective tax rate. 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 and are estimated to be \$95,000 per quarter depending on Eagle's taxable income level.

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 Montana Division of Banking and Financial Institutions and FRB regulations. The liquidity requirement is retained for safety and soundness purposes, and 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 FHLB. The Bank exceeded those minimum ratios as of both September 30, 2015 and December 31, 2014.

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 FHLB 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 September 30, 2015, the Bank's internally determined measurement 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 2.4% compared to a decrease of 11.6% at November 30, 2014 (the most recent report available for December 31, 2014). The change in the decrease in the EVE is partly due to the change in the average life assumptions of non-maturity deposits used in the calculation. The average lives were increased due to a recent non-maturity deposit analysis performed by the Company's consultant. The Bank is well within the guidelines set forth by the Board of Directors for interest rate risk sensitivity.

Beginning January 1, 2015, community banking organizations became subject to a new regulatory rule recently adopted by federal banking agencies (commonly referred to as Basel III). The new rule establishes a new regulatory capital framework that incorporates revisions to the Basel capital framework, strengthens the definition of regulatory capital, increases risk-based capital requirements, and amends the methodologies for determining risk-weighted assets. These changes are expected to increase the amount of capital required by community banking organizations. Basel III includes a multiyear transition period from January 1, 2015 through December 31, 2019.

The Bank's tier I core capital ratio, as measured under State of Montana and FRB rules, increased from 8.62% as of December 31, 2014 to 9.74% as of September 30, 2015. The Bank's strong capital position helps to mitigate its interest rate risk exposure.

As of September 30, 2015, the Bank's regulatory capital was in excess of all applicable regulatory requirements. At September 30, 2015, the Bank's tangible, core, and risk-based capital ratios amounted to 9.74%, 9.74% and 14.12%, respectively, compared to regulatory requirements of 1.50%, 3.00%, and 8.00%, respectively.



## 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 September 30, 2015 (Unaudited)	
	Dollar Amount (Dollars in Thousands)	% of Assets
Tangible capital:		
Capital level	\$ 56,914	9.74 %
Requirement	8,763	1.50
Excess	\$ 48,151	8.24 %
Core capital:		
Capital level	\$ 56,914	9.74 %
Requirement	17,526	3.00
Excess	\$ 39,388	6.74 %
Risk-based capital:		
Capital level	\$ 60,144	14.12 %
Requirement	34,080	8.00
Excess	\$ 26,064	6.12 %

## 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.

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 our 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 CFO concluded that as of September 30, 2015, our disclosure controls and procedures were effective. During the last 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 Risk Factors.

## 1A.

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 six month transition period ended December 31, 2014.

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

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 Company did not purchase any shares of our common stock during the fiscal year ended June 30, 2014. The repurchase program expired on June 30, 2014.

On July 1, 2014, the Company announced that its Board of Directors had authorized the repurchase of up to 200,000 shares of its common stock. Under the plan, shares could be purchased by the company on the open market or in privately negotiated transactions. During the six month transition period ended December 31, 2014, 55,000 shares were purchased at an average price of \$10.66 per share. During the six months ended June 30, 2015, 55,800 shares were purchased at an average price of \$11.03 per share. The repurchase program expired on June 30, 2015.

On July 23, 2015, the Board of Directors authorized the repurchase of up to 100,000 shares of its common stock. Under the plan, shares may be purchased by the Company on the open market or in privately negotiated transactions. The extent to which the company repurchases its shares and the timing of such repurchase will depend upon market conditions and other corporate considerations. The repurchase program expires on July 23, 2016.

The following table summarizes the Company's purchase of its common stock for the three months ended September 30, 2015.

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1, 2015 through July 31, 2015	-	\$-	-	100,000
August 1, 2015 through August 31, 2015	46,065	11.47	46,065	53,935

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September 1, 2015 through September 30, 2015	-	-	-	53,935
Total	46,065	\$ 11.47	46,065	

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EAGLE BANCORP MONTANA, INC. AND SUBSIDIARY

Part II - OTHER INFORMATION (CONTINUED)

Item 3. Defaults Upon Senior Securities.

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information.

None.

Item 6. Exhibits.

Exhibit Number	Description
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 Laura F. Clark, 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 Laura F. Clark, 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

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: November 10, 2015

By:

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

Date: November 10, 2015

By:

/s/ Laura F. Clark  
Laura F. Clark  
Senior Vice President/CFO