

EAGLE BANCORP/MT  
Form 10KSB  
September 15, 2008

September 15, 2008

To Our Stockholders, Customers, and Friends:

The Board of Directors, management, and staff of Eagle Bancorp and its wholly owned subsidiary, American Federal Savings Bank, are pleased to present our annual report for our fiscal year ended June 30, 2008.

I am pleased to report that the Company has performed well notwithstanding national developments that have adversely impacted many financial institutions operating in other markets. Montana in general, and our local markets, have avoided the economic downturn experienced in other parts of the country. Our credit quality remains excellent, with extremely low loan delinquency rates compared to our peers.

However, as you have learned from extensive coverage in local and national media there continue to be significant challenges facing the banking industry. These challenges include an environment of credit quality problems and the housing related slowdown. Perhaps the most dramatic evidence of the challenges still facing residential lenders and the pace of the housing recovery occurred very recently. On Sunday, September 7<sup>th</sup>, Treasury Secretary Henry Paulson announced a plan whereby both Fannie Mae and Freddie Mac were placed into conservatorship under the control of the Federal Housing Finance Agency, the principal regulator of Fannie and Freddie. Treasury will, as part of this plan, receive \$1 billion of senior preferred stock, with warrants representing an ownership stake of nearly 80 percent of Fannie and Freddie. The dividends on the preferred stock have been suspended, but the securities continue to exist but in materially less valuable form given the dilution caused by the senior securities issued to Treasury and the suspension of the dividend. The Company's performance reflects its success in meeting these challenges. Our year has been a successful one, with an increase in net income of \$332,000, or 18.7% over the previous year. Basic earnings per share increased from \$1.66 to \$1.97. Three main factors need to be taken into consideration when reviewing this year's results and our anticipated performance for next year.

Short-term interest rates declined over the past year, with long-term interest rates remaining at their previous level. This return to a more normal positively sloped yield curve provided the Company with the opportunity to reduce funding costs and widen its net interest margin. Net interest income (before provision for loan losses), our main component of core earnings, increased 11.2%.

The Company adopted SFAS 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, at the beginning of the year to account for its holdings of FNMA and FHLMC preferred stock. Changes in market value of these securities flow through the income statement. Due to the distressed situation in the national housing market, FNMA and FHLMC have experienced financial difficulties during our fiscal year ending June 30th, which was reflected in the decline in value of the Company's holdings of the agencies' preferred stock in the amount of \$511,000. In light of the events described above, the Company will recognize an additional loss on its Fannie and Freddie preferred stock in the first quarter 2009. Please see the management discussion and analysis in the attached 10-KSB for further information.

The Company took \$175,000 back into income after evaluating the levels of its loan loss reserves. While this may seem counterintuitive given problems experienced recently by many financial institutions, the Company's level of non-performing loans as a percentage of assets decreased again, from an already very low 0.09% to 0.01%. Our continued conservative underwriting and strong local economies, along with other qualitative measures, were also considered when determining the proper level of our loan loss reserves.

Growth in assets increased to 14.39% (compared to last year's growth of 8.15%), with loans receivable increasing by 10.12%. Asset growth coupled with our stock repurchase program lowered our core capital

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ratio from 9.85% to 9.16%. Deposit growth was flat. As has been the case the last few years, the funding side of our business continues to be our greatest challenge. We have many sources of additional liquidity available to us and have used these to manage our interest costs and to manage our balance sheet.

Our plan for the coming year includes managing growth in assets by funding growth in the loan portfolio with modest deposit growth and maturities and repayments from our investment portfolio. An emphasis will be placed on growing the Company's commercial and commercial real estate loan portfolios.

The fiscal year just ended marks the first year we were subject to the Section 404 provisions of the Sarbanes-Oxley Act. Our management team has worked with our outside auditors, internal auditors and staff to ensure we are in compliance with these provisions.

We also continue to expand our footprint in the communities we serve. We are pleased to announce that construction is proceeding on our new full service branch in the Skyway Mall in Helena. The opening is expected by the end of the calendar year. The Helena market continues to grow, and this will allow us to participate in the growth at the north end of the city. Construction has also begun in Bozeman on our new Oak Street location. We expect that office to open in the fall of 2009. Plans are underway for a remodel of our Townsend office. We have recently installed a drive-up ATM at that office, the only one in the area.

This past spring we launched a new checking account lineup, coordinated with an expanded marketing campaign. This has generated excitement among our staff along with a significant increase in new account openings. Our employee incentive program was also revamped during the year, tying it to the goals from the Company's business plan.

We sincerely appreciate the continuing trust and loyalty of our constituencies Stockholders, Customers, Employees and Communities. We will work to earn your continued confidence as we thank you for the privilege of serving you!

Very Sincerely,

Peter J. Johnson  
President/CEO

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**U.S. SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-KSB**

(Mark One)

- Annual report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended June 30, 2008.  
 Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 0-29687

**Eagle Bancorp**

(Name of small business issuer in its charter)

United States

81-0531318

(State or other jurisdiction of incorporation  
or organization)

(I.R.S. Employer Identification No.)

1400 Prospect Avenue, Helena, MT

59601

(Address of principal executive offices)

(Zip Code)

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

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

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

Title of class

Name of exchange on which registered

None

N/A

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

Common stock, par value \$0.01 per share

(Title of class)

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act during the past 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

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Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

Indicate by check mark whether the registrant is a shell company (as required in Rule 12b-2 of the Exchange Act).   
Issuer's revenues for its most recent fiscal year are \$16,322,000

The aggregate market value of the common stock held by non-affiliates, computed by reference to the closing price as of August 29, 2008, was \$8,858,124.

As of August 29, 2008, there were 1,075,312 shares of common stock issued and outstanding.

**Documents Incorporated By Reference**

1. Portions of the proxy statements for the annual meeting of stockholders for the fiscal years ended June 30, 2008 and June 30, 2007 and the Registration Statement on Form SB-2 filed on December 20, 1999 are incorporated by reference in Part III hereof.

**Transitional Small Business Disclosure  
Format (Check one):**

**Yes**  **No**

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**PART I**

**ITEM 1. DESCRIPTION OF BUSINESS.**

**General**

Eagle Bancorp ( Eagle or the Company ), a federally chartered stock holding company holds 100% of the Stock of American Federal Savings Bank ( American Federal or the Bank ). Its charter was approved on April 4, 2000, when it became the mid-tier stock holding company for the Bank, a federally chartered stock savings bank headquartered in Helena, Montana. Eagle Bancorp s principal business is to hold the capital stock of American Federal. Upon the reorganization and conversion to stock form of American Federal Savings Bank, Eagle Bancorp issued 575,079 shares of its common stock, par value \$.01 per share (the Common Stock ) to the public at a price of \$8 per share. That represented approximately 47% of the issued and outstanding shares of the Common Stock. The remaining 648,493 shares of the Common Stock are held by Eagle Financial MHC, Eagle Bancorp s mutual holding company.

American Federal was founded in 1922 as a Montana chartered building and loan association and has conducted operations in Helena since that time. In 1975, the Bank adopted a federal thrift charter. The Bank currently has four full service offices and one satellite branch. We also have six automated teller machines located in our market area and we participate in the CashCard and Money Pass ATM networks. The Bank s website can be found at [www.americanfederalsavingsbank.com](http://www.americanfederalsavingsbank.com).

**Business Strategy**

Since our founding in Helena in 1922, we have operated in the southcentral portion of Montana. Since the advent of NOW accounts and low and no cost checking or other transaction accounts, we have sought to operate in a fashion similar to a commercial bank offering these kinds of deposits and changing our emphasis on home mortgage lending by broadening and diversifying the kind of loans we offer. As a result of these efforts, we provide full retail banking services, including one- to four-family residential mortgage loans, home equity loans, lines of credit, consumer loans, commercial real estate loans and commercial loans for businesses as well as certificates of deposit, checking accounts, NOW accounts, savings accounts and money market accounts.

We attract deposits from the general public and use these deposits primarily to originate loans and to purchase investment securities. The principal sources of funds for lending and investing activities are deposits, Federal Home Loan Bank advances and other borrowings, the repayment, sale and maturity of loans and sale and maturity of securities. The principal sources of income are interest on loans and investments. The principal expense is interest paid on deposits and Federal Home Loan Bank advances and other borrowings.

**Market Area**

From our headquarters in Helena, Montana, we operate four full service retail banking offices, including our main office, and one satellite branch. Our satellite branch is located in Helena and our other full service branches are located in Bozeman (opened 1980), Butte (opened 1979) and Townsend (opened 1979), Montana. A fifth branch will be opening in Helena in late 2008.

Montana is one of the largest states in terms of land mass but ranks as one of the least populated states. As of the 2000 census it had a population of 902,000. Helena, where we are headquartered, is the county seat of Lewis and Clark County, which has a population of approximately 59,300 and is located within 120 miles of four of Montana s other five largest cities: Missoula, Great Falls, Bozeman and Butte. It is approximately midway between Yellowstone and Glacier National Parks. Helena is also Montana s state capital. Its economy has shown moderate growth, in terms of both employment and income. State government and the numerous offices of the federal government comprise the largest employment sector. Helena also has significant employment in the service industries. Specifically, it has evolved into a central health care center with employment in the medical and the supporting professions as well as the medical insurance industry. The local economy is also dependent to a lesser extent upon ranching and agriculture. These have been more cyclical in nature and remain vulnerable to severe weather conditions, increased competition, both domestic and international, as well as commodity prices.

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Bozeman is approximately 95 miles southeast of Helena. It is located in Gallatin County, which has a population of approximately 80,900. Bozeman is home to Montana State University and has achieved its recent growth in part due to the growth of the University as well as the increased tourism for resort areas in and near Bozeman. Agriculture, however, remains an important part of Bozeman's economy. Bozeman has also become an attractive location for retirees, primarily from the West Coast, owing to its many winter and summer recreational opportunities and the presence of the University.

Butte, Montana is approximately 64 miles southwest of Helena. Butte and the surrounding Silver-Bow County have a population of approximately 32,800. Butte's economy is somewhat reliant on the mining industry. Butte's economy has benefited recently from the increases in mineral commodity prices.

Townsend is the smallest community in which we operate. It has a population of about 2,000. Many of its residents commute to other Montana locations for work. Other employment in Townsend is primarily in agriculture and services. Townsend is approximately 32 miles southeast of Helena.

### **Competition**

We face strong competition in our primary market area for the attraction of retail deposits and the origination of loans. Historically, Montana was a unit banking state. This means that the ability of Montana state banks to create branches was either prohibited or significantly restricted. As a result of unit banking, Montana has a significant number of independent financial institutions serving a single community in a single location. While the state's population is approximately 945,000 people, there are 65 credit unions in Montana as well as two federally chartered thrift institutions, and 79 commercial banks as of June 30, 2008. Our most direct competition for depositors has historically come from locally owned and out-of-state commercial banks, thrift institutions and credit unions operating in our primary market area. The number of such competitor locations has increased significantly in recent years. Our competition for loans also comes from banks, thrifts and credit unions in addition to mortgage bankers and brokers. Our principal market areas can be characterized as markets with moderately increasing incomes, low unemployment, increasing wealth (particularly in the growing resort areas such as Bozeman), and moderate population growth.

### **Lending Activities**

#### *General.*

American Federal Savings Bank primarily originates one- to four-family residential real estate loans and, to a lesser extent, commercial real estate loans, real estate construction loans, home equity loans, consumer loans and commercial loans. Commercial real estate loans include loans on multi-family dwellings, loans on nonresidential property and loans on developed and undeveloped land. Home equity loans include loans secured by the borrower's primary residence. Typically, the property securing such loans is subject to a prior lien. Consumer loans consist of loans secured by collateral other than real estate, such as automobiles, recreational vehicles and boats. Personal loans and lines of credit are made on deposits held by the Bank and on an unsecured basis. Commercial loans consist of business loans and lines of credit on a secured and unsecured basis.

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### *Loan Portfolio Composition.*

The following table analyzes the composition of the Bank's loan portfolio by loan category at the dates indicated.

|  | At June 30,            |                     |                   |                     |
|--|------------------------|---------------------|-------------------|---------------------|
|  | 2008                   |                     | 2007              |                     |
|  | (Dollars in thousands) |                     |                   |                     |
|  | Amount                 | Percent of<br>Total | Amount            | Percent of<br>Total |
| <b>First mortgage loans:</b>                     |                        |                     |                   |                     |
| Residential mortgage (1-4 family) <sup>(1)</sup> | \$ 86,751              | 51.53%              | \$ 81,958         | 51.68%              |
| Commercial real estate <sup>(1)</sup>            | 28,197                 | 16.75%              | 25,621            | 16.16%              |
| Real estate construction                         | 7,317                  | 4.35%               | 8,253             | 5.20%               |
| <b>Total first mortgage loans</b>                | <b>122,265</b>         | <b>72.62%</b>       | <b>115,832</b>    | <b>73.04%</b>       |
| <b>Other loans:</b>                              |                        |                     |                   |                     |
| Home equity                                      | 28,034                 | 16.65%              | 24,956            | 15.74%              |
| Consumer   | 11,558                 | 6.87%               | 11,438            | 7.21%               |
| Commercial                                       | 6,502                  | 3.86%               | 6,366             | 4.01%               |
| <b>Total other loans</b>                         | <b>46,094</b>          | <b>27.38%</b>       | <b>42,760</b>     | <b>26.96%</b>       |
| <b>Total loans</b>                               | <b>168,359</b>         | <b>100.00%</b>      | <b>158,592</b>    | <b>100.00%</b>      |
| <b>Less:</b>                                     |                        |                     |                   |                     |
| Deferred loan fees:                              | (90)                   |                     | (66)              |                     |
| Allowance for loan losses                        | 300                    |                     | 518               |                     |
| <b>Total loans, net</b>                          | <b>\$ 168,149</b>      |                     | <b>\$ 158,140</b> |                     |

<sup>(1)</sup> Excludes loans held for sale.

### *Fee Income.*

American Federal Savings Bank receives lending related fee income from a variety of sources. Its principal source of this income is from the origination and servicing of sold mortgage loans. Fees generated from mortgage loan servicing, which generally consists of collecting mortgage payments, maintaining escrow accounts, disbursing payments to investors and foreclosure processing for loans held by others, were \$542,000 and \$533,000 for the years ended June 30, 2008 and 2007, respectively. Other loan related fee income for contract collections, late charges, credit life commissions and credit card fees were \$61,000 and \$83,000 for the years ended June 30, 2008 and 2007, respectively.

### *Loan Maturity Schedule.*

The following table sets forth the estimated maturity of the loan portfolio of the Bank at June 30, 2008. Scheduled principal repayments of loans do not necessarily reflect the actual life of such assets. The average life of a loan is typically substantially less than its contractual terms because of prepayments. In addition, due on sale clauses on loans generally give American Federal Savings Bank the right to declare loans immediately due and payable in the event, among other things, that the borrower sells the real property, subject to the mortgage, and the loan is not paid off. All mortgage loans are shown to be maturing based on the date of the last payment required by the loan agreement, except as noted.





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Loans having no stated maturity, those without a scheduled payment, demand loans and matured loans, are shown as due within six months.

|  | <b>Within 6<br/>Months</b> | <b>6 to 12<br/>Months</b> | <b>More than<br/>1 year to<br/>2 years</b> | <b>More than<br/>2 years to<br/>5 years</b> | <b>Over 5<br/>years</b> | <b>Total</b>      |
|--|----------------------------|---------------------------|--|---|-------------------------|-------------------|
| <b>(In thousands)</b>                            |                            |                           |  |   |                         |                   |
| Residential mortgage (1-4 family) <sup>(1)</sup> | \$                         | \$ 707                    | \$ 121                                     | \$ 2,475                                    | \$ 84,892               | \$ 88,195         |
| Commercial real estate and land <sup>(1)</sup>   |                            | 4,072                     | 1,402                                      | 6,963                                       | 21,767                  | 34,204            |
| Real estate construction                         | 619                        | 5,667                     | 957  |   |                         | 7,243             |
| Home equity                                      | 244                        | 1,125                     | 3,141                                      | 9,967                                       | 13,497                  | 27,974            |
| Consumer   | 274                        | 2,218                     | 915  | 5,798                                       | 2,412                   | 11,617            |
| Commercial                                       | 90                         | 2,143                     | 858  | 2,074                                       | 1,331                   | 6,496             |
| <b>Total Loans <sup>(1)</sup></b>                | <b>\$ 1,227</b>            | <b>\$ 15,932</b>          | <b>\$ 7,394</b>                            | <b>\$ 27,277</b>                            | <b>\$ 123,899</b>       | <b>\$ 175,729</b> |

<sup>(1)</sup> Includes loans held for sale

The following table sets forth the dollar amount of all loans, at June 30, 2008, due after June 30, 2009, which have fixed interest rates and which have floating or adjustable interest rates:

|                                   | <b>Fixed</b>      | <b>Adjustable</b> | <b>Total</b>      |
|-----------------------------------|-------------------|-------------------|-------------------|
| <b>(Dollars in thousands)</b>     |                   |                   |                   |
| Residential mortgage (1-4 family) | \$ 68,517         | \$ 18,970         | \$ 87,487         |
| Commercial real estate            | 27,243            | 2,889             | 30,132            |
| Real estate construction          | 957               |                   | 957               |
| Home equity                       | 24,693            | 1,912             | 26,605            |
| Consumer                          | 8,728             | 397               | 9,125             |
| Commercial                        | 4,183             | 80                | 4,263             |
| <b>Total <sup>(1)</sup></b>       | <b>\$ 134,321</b> | <b>\$ 24,248</b>  | <b>\$ 158,569</b> |
| <br>Percent of total              | <br>84.71%        | <br>15.29%        | <br>100.00%       |

<sup>(1)</sup> Due after June 30, 2009.

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The following table sets forth information with respect to our loan originations, purchases and sales activity for the periods indicated.

|   | <b>Ended June 30,</b> |             |
|---|-----------------------|-------------|
|   | <b>2008</b>           | <b>2007</b> |
|   | <b>(In thousands)</b> |             |
| Net loans receivable <sup>(1)</sup> at beginning of period: | \$ 159,315            | \$ 141,776  |
| Loans originated:   |                       |             |
| Residential mortgage (1-4 family)                           | 72,385                | 64,622      |
| Commercial real estate & Land                               | 19,375                | 10,763      |
| Real estate construction                                    | 15,504                | 18,043      |
| Home equity   | 20,461                | 16,780      |
| Consumer  | 7,637                 | 5,899       |
| Commercial loans  | 8,243                 | 2,777       |
| Total loans originated                                      | 143,605               | 118,884     |
| Loans sold:   |                       |             |
| Whole loans   | 47,732                | 42,840      |
| Commercial Construction                                     | 4,341                 |             |
| Total loans sold  | 52,073                | 42,840      |
| Principal repayments and loan refinancings                  | 75,522                | 58,515      |
| Deferred loan fees decrease (increase)                      | (24)                  | (7)         |
| Allowance for loans decrease (increase)                     | 218                   | 17          |
| Net loan increase (decrease)                                | 16,204                | 17,539      |
| Net loans receivable <sup>(1)</sup> at end of period        | \$ 175,519            | \$ 159,315  |

<sup>(1)</sup> Includes loans held for sale.

### *Residential Lending*

The Bank's primary lending activity consists of the origination of one-to-four-family residential mortgage loans secured by property located in the Bank's market area. Approximately 51.53% of the bank's loans as of June 30, 2008 were comprised of such loans. American Federal generally originates one- to-four-family residential mortgage loans in amounts up to 80% of the lesser of the appraised value or the selling price of the mortgaged property without requiring private mortgage insurance. A mortgage loan originated by the Bank, whether fixed rate or adjustable rate, can have a term of up to 30 years. The Bank holds substantially all of its adjustable rate and its 8, 10 and 12-year fixed rate loans in portfolio. Adjustable rate loans limit the periodic interest rate adjustment and the minimum and maximum rates that may be charged over the term of the loan. The Bank's fixed rate 15-year and 20-year loans are held in portfolio or sold in the secondary market depending on market conditions. Generally, all 30-year fixed rate loans are sold in the secondary market. The volume of loan sales is dependent on the volume, type and term of loan originations.

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The Bank obtains a significant portion of its noninterest income from servicing loans sold. The Bank offers many of the fixed rate loans it originates for sale in the secondary market on a servicing retained basis. This means that we process the borrower's payments and send them to the purchaser of the loan. This retention of servicing enables the Bank to increase fee income and maintain a relationship with the borrower. Servicing income was \$542,000 for the year ended June 30, 2008. At June 30, 2008, American Federal Savings Bank had \$197.67 million in residential mortgage loans sold with servicing retained. American Federal Savings Bank does not ordinarily purchase home mortgage loans from other financial institutions.

Property appraisals on real estate securing the Bank's single-family residential loans are made by state certified and licensed independent appraisers who are approved annually by the board of directors. Appraisals are performed in accordance with applicable regulations and policies. American Federal Savings Bank generally obtains title insurance policies on all first mortgage real estate loans originated. On occasion, refinancings of mortgage loans are approved using title reports instead of title insurance. Title reports are also allowed on home equity loans. Borrowers generally remit funds with each monthly payment of principal and interest, to a loan escrow account from which American Federal Savings Bank makes disbursements for such items as real estate taxes and hazard and mortgage insurance premiums as they become due.

### *Home Equity Loans.*

American Federal Savings Bank also originates home equity loans. These loans are secured by the borrower's primary residence, but are typically subject to a prior lien, which may or may not be held by the Bank. At June 30, 2008, \$28.03 million or 16.65% of our total loans, were home equity loans. Borrowers may use the proceeds from the Bank's home equity loans for many purposes, including home improvement, debt consolidation, or other purchasing needs. The Bank offers fixed rate, fixed payment home equity loans as well as variable and fixed rate home equity lines of credit. Fixed rate home equity loans typically have terms of no longer than fifteen years.

Although home equity loans are secured by real estate, they carry a greater risk than first lien residential mortgages because of the existence of a prior lien on the property securing the loan, as well as the flexibility the borrower has with respect to the loan proceeds. American Federal Savings Bank attempts to minimize this risk by maintaining conservative underwriting policies on such loans. We generally make home equity loans for up to only 85% of appraised value of the underlying real estate collateral, less the amount of any existing prior liens on the property securing the loan.

### *Commercial Real Estate.*

American Federal Savings Bank originates commercial real estate mortgage loans, including both developed and undeveloped land loans, and loans on multi-family dwellings. Commercial real estate loans made up 16.75% of the Bank's total loan portfolio, or \$28.20 million at June 30, 2008. The majority of these loans are non-residential commercial real estate loans. American Federal Savings Bank's commercial real estate mortgage loans are primarily permanent loans secured by improved property such as office buildings, retail stores, commercial warehouses and apartment buildings. The terms and conditions of each loan are tailored to the needs of the borrower and based on the financial strength of the project and any guarantors. Generally, commercial real estate loans originated by the Bank will not exceed 75% of the appraised value or the selling price of the property, whichever is less. The average loan size is approximately \$174,000 and is typically made with fixed rates of interest and five to 15 year maturities. Upon maturity, the loan is repaid or the terms and conditions are renegotiated. Generally, all originated commercial real estate loans are within the market area of the Bank and all are within the state of Montana. American Federal Savings Bank's largest single commercial real estate loan had a balance of approximately \$7,500,000 on June 30, 2008, and is secured by a commercial office building. The Bank sold \$6.0 million of that loan on July 9, 2008 which was included in loans held for sale as of June 30, 2008.

*Real Estate Construction Lending.*

American Federal Savings Bank also lends funds for the construction of one- to-four-family homes and commercial real estate. Real estate construction loans are made both to individual homeowners for the construction of their primary residence and, to a lesser extent, to local builders for the construction of pre-sold houses or houses that are being built for sale in the future. Real estate construction loans accounted for \$7.30 million or 4.35% of the Bank's loan portfolio at June 30, 2008.

*Consumer Loans.*

As part of its strategy to invest in higher yielding shorter term loans, American Federal Savings Bank emphasized growth of its consumer lending portfolio in recent years. This portfolio includes personal loans secured by collateral other than real estate, unsecured personal loans and lines of credit, and loans secured by deposits held by the Bank. As of June 30, 2008, consumer loans totaled \$11.56 million or 6.87% of the Bank's total loan portfolio. These loans consist primarily of auto loans, RV loans, boat loans, personal loans and credit lines and deposit account loans. Consumer loans are originated in the Bank's market area and generally have maturities of up to 7 years. For loans secured by savings accounts, American Federal Savings Bank will lend up to 90% of the account balance on single payment loans and up to 100% for monthly payment loans.

Consumer loans have a shorter term and generally provide higher interest rates than residential loans. Consumer loans can be helpful in improving the spread between average loan yield and cost of funds and at the same time improve the matching of the maturities of rate sensitive assets and liabilities. Increasing its consumer loans has been a major part of the Bank's strategy of operating more like a commercial bank than a traditional savings bank.

The underwriting standards employed by American Federal Savings Bank for consumer loans include a determination of the applicant's credit history and an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan. The stability of the applicant's monthly income may be determined by verification of gross monthly income from primary employment, and additionally from any verifiable secondary income. Creditworthiness of the applicant is of primary consideration; however, the underwriting process also includes a comparison of the value of the collateral in relation to the proposed loan amount.

*Commercial Loans.*

Commercial loans amounted to \$6.50 million, or 3.86% of the Bank's total loan portfolio at June 30, 2008. American Federal Savings Bank's commercial loans are traditional business loans and are not secured by real estate. Such loans may be structured as unsecured lines of credit or may be secured by inventory, accounts receivable or other business assets. While the commercial loan portfolio amounts to only 3.86% of the total portfolio at June 30, 2008, American Federal Savings Bank intends to increase such lending by focusing on market segments which it has not previously emphasized, such as business loans to doctors, lawyers, architects and other professionals as well as to small businesses within its market area. Our management believes that this strategy provides opportunities for growth, without significant additional cost outlays for staff and infrastructure.

Commercial loans of this nature usually involve greater credit risk than 1-4 family residential mortgage loans. The collateral we receive is typically related directly to the performance of the borrower's business which means that repayment of commercial loans is dependent on the successful operations and income stream of the borrower's business. Such risks can be significantly affected by economic conditions. In addition, commercial lending generally requires substantially greater oversight efforts compared to residential real estate lending.

*Loans to One Borrower.*

Under federal law, savings institutions have, subject to certain exemptions, lending limits to one borrower in an amount equal to the greater of \$500,000 or 15% of the institution's unimpaired capital and surplus. As of June 30, 2008, our largest aggregation of loans to one borrower was approximately \$7,500,000, consisting of one commercial real estate loan secured an office building. With having a commitment to sell eighty percent, or \$6.0 million, of that loan, to the Montana Board of Investments, the balance of \$1.5 million is below the Bank's federal legal lending limit to one borrower of approximately \$3.93 million. At June 30, 2008, this loan was current, and on July 9, 2008 eighty percent, or \$6.0 million, of the loan was sold to the Montana Board of Investments as described above. The Bank maintains the servicing for this loan.

*Loan Solicitation and Processing.*

Our customary sources of mortgage loan applications include repeat customers, walk-ins, and referrals from home builders and real estate brokers. We also advertise in local newspapers and on local radio and television. We currently have the ability to accept online mortgage loan applications and provide pre-approvals through our website. Our branch managers and loan officers located at our headquarters and in branches, have authority to approve certain types of loans when presented with a completed application. Other loans must be approved at our main offices as disclosed herein. No loan consultants or loan brokers are currently used by us for either residential or commercial lending activities.

After receiving a loan application from a prospective borrower, a credit report and verifications are obtained to confirm specific information relating to the loan applicant's employment, income and credit standing. When required by our policies, an appraisal of the real estate intended to secure the proposed loan is undertaken by an independent fee appraiser. In connection with the loan approval process, our staff analyze the loan applications and the property involved. Officers and branch managers are granted lending authority based on the kind of loan types where they possess expertise and their level of experience. We have established a series of loan committees to approve any loans which may exceed the lending authority of particular officers or branch managers. A quorum (five) of the board of directors is required for approval of any loan, or aggregation of loans to a single borrower, that exceeds \$1,250,000.

Loan applicants are promptly notified of the decision by a letter setting forth the terms and conditions of the decision. If approved, these terms and conditions include the amount of the loan, interest rate basis, amortization term, a brief description of real estate to be mortgaged, tax escrow and the notice of requirement of insurance coverage to be maintained. We generally require title insurance on first mortgage loans and fire and casualty insurance on all properties securing loans, which insurance must be maintained during the entire term of the loan.

*Loan Commitments.*

We generally provide commitments to fund fixed and adjustable-rate single-family mortgage loans for periods up to 60 days at a specified term and interest rate, and other loan categories for shorter time periods. The total amount of our commitments to extend credit as of June 30, 2008, was approximately \$8.37 million, \$7.78 million of which was for residential mortgage loans.

**Non-performing Loans and Problem Assets**

*Collection Procedures*

Generally, our collection procedures provide that when a loan is 15 or more days delinquent, the borrower is notified with a past due notice. If the loan becomes 30 days delinquent, the borrower is sent a written delinquent 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.

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 the lower of the unpaid principal balance of the related loan or its fair market value less estimated selling costs. The initial recording of any loss is charged to the allowance for loan losses. As of June 30, 2008, American Federal Savings Bank had no real estate owned.

Loans are reviewed on a quarterly basis and are placed on non-accrual status when they are more than 90 days delinquent. Loans may be placed on non-accrual status at any time if, in the opinion of management, the collection of additional interest is doubtful. Interest accrued and unpaid at the time a loan is placed on non-accrual status is charged against interest income. Subsequent payments are either applied to the outstanding principal balance or recorded as interest income, depending on the assessment of the ultimate collectibility of the loan. At June 30, 2008, we had \$32,000 (\$0.00 net of specific reserves) of loans that were non-performing and held on non-accrual status.

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### *Delinquent Loans.*

The following table provides information regarding the Bank's loans that are delinquent 30 to 89 days at June 30, 2008:

|                               | Number | Amount     | Percentage<br>of Total<br>Delinquent<br>Loans |
|-------------------------------|--------|------------|---|
| <b>(Dollars in thousands)</b> |        |            |   |
| Loan Type:                    |        |            |   |
| Mortgage (1-4 family)         | 5      | \$ 285     | 31.75%  |
| Real estate construction      |        |            | 0.00%   |
| Commercial real estate & Land | 5      | 306        | 34.08%  |
| Home equity                   | 5      | 209        | 23.27%  |
| Consumer                      | 14     | 46         | 5.12%   |
| Commercial                    | 1      | 52         | 5.79%   |
| <br>Total                     | <br>30 | <br>\$ 898 | <br>100.00%                                   |

### *Non-Performing Assets.*

The following table sets forth information regarding American Federal Savings Bank's non-performing assets as of the dates indicated. As of June 30, 2008 the Bank had one loan considered to be a troubled debt restructuring within the meaning of the Statement of Financial Accounting Standards No. 114. It was fully reserved as of June 30, 2008 leaving a net \$0.00 balance as of June 30, 2008.

|  | At June 30, |            |
|--|-------------|------------|
|  | 2008        | 2007       |
| <b>(Dollars in thousands)</b>  |             |            |
| Non-accrual loans  | \$ 32       | \$ 21      |
| Accruing loans delinquent 90 days or more                              |             | 191        |
| Real estate owned  |             |            |
| <br>Total  | <br>\$ 32   | <br>\$ 212 |
| <br>Total non-performing loans as a percentage of total loan portfolio | <br>0.02%   | <br>0.13%  |
| Percentage of total assets   | 0.01%       | 0.09%      |

During the year ended June 30, 2008, the Bank had no foreclosures resulting in neither gains nor losses. During the year ended June 30, 2008, no interest was recorded on loans previously accounted for on a non-accrual basis.

### *Classified Assets.*

Management, in compliance with regulatory guidelines, conducts an internal loan review program, whereby loans are placed or classified in categories depending upon the level of risk of nonpayment or loss. These categories are special mention, substandard, doubtful or loss. When a loan is classified as substandard or doubtful, management is required to establish an allowance for loan losses in an amount that is deemed prudent. When management classifies a loan as a loss asset, a reserve equal to 100% of the loan balance is required to be established or the loan is required to be charged-off. The allowance for loan losses is composed of an allowance for both inherent risk associated with lending activities and specific problem assets.

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Management's evaluation of the classification of assets and the adequacy of the allowance for loan losses is reviewed by the Board on a regular basis and by the regulatory agencies as part of their examination process. In addition, each loan that exceeds \$500,000 and each group of loans that exceeds \$500,000 is monitored more closely. The following table reflects our classified assets.

|   | At June 30,    |               |
|---|----------------|---------------|
|   | 2008           | 2007          |
|   | (In thousands) |               |
| <b>Residential mortgages (1-4 family):</b>          |                |               |
| Special mention                                     | \$             | \$            |
| Substandard   |                | 128           |
| Doubtful  |                |               |
| Loss  |                |               |
| <b>Commercial Real Estate and Land:</b>             |                |               |
| Special mention                                     |                |               |
| Substandard   |                | 42            |
| Doubtful  |                |               |
| Loss  |                |               |
| <b>Home equity loans:</b>                           |                |               |
| Special mention                                     |                |               |
| Substandard   |                | 9             |
| Doubtful  |                |               |
| Loss  | 32             | 31            |
| <b>Consumer loans:</b>                              |                |               |
| Special mention                                     |                |               |
| Substandard   | 26             | 21            |
| Doubtful  |                |               |
| Loss  |                | 4             |
| <b>Commercial loans:</b>                            |                |               |
| Special mention                                     |                | 191           |
| Substandard   |                | 7             |
| Doubtful  |                |               |
| Loss  |                |               |
| <b>Real estate owned/repossessed property</b>       |                |               |
| Special mention                                     |                |               |
| Substandard   |                |               |
| Doubtful  |                |               |
| Loss  |                | 6             |
| <b>Total classified loans and real estate owned</b> | <b>\$ 106</b>  | <b>\$ 391</b> |

### *Allowance for Loan Losses and Real Estate Owned.*

The Bank segregates its loan portfolio for loan losses into the following broad categories: residential mortgages (1-4 family), commercial real estate, real estate construction, commercial loans, home equity loans and consumer loans. The Bank provides for a general allowance for losses inherent in the portfolio by the above categories, which consists of two components. General loss percentages are calculated based on historical analyses and other factors such as volume and severity of delinquencies, local and national economy, underwriting standards, and other factors. A supplemental portion of the allowance is calculated for inherent losses which probably exist as of the evaluation date even though they might not have been identified by the more objective processes used. This is due to the risk of error and/or inherent imprecision in the process.



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This portion of the allowance is particularly subjective and requires judgments based on qualitative factors which do not lend themselves to exact mathematical calculations such as: trends in delinquencies and non-accruals; trends in volume; terms and portfolio mix; new credit products; changes in lending policies and procedures; and changes in the outlook for the local, regional and national economy.

At least quarterly, the management of the Bank evaluates the need to establish reserves against losses on loans and other assets based on estimated losses on specific loans and on any real estate owned when a finding is made that a loss is estimable and probable. Such evaluation includes a review of all loans for which full collectibility may not be reasonably assured and considers; among other matters; the estimated market value of the underlying collateral of problem loans; prior loss experience; economic conditions; and overall portfolio quality.

Provisions for, or adjustments to, estimated losses are included in earnings in the period they are established. We had \$300,000 in allowances for loan losses at June 30, 2008.

While we believe we have established our existing allowance for loan losses in accordance with generally accepted accounting principles, there can be no assurance that bank regulators, in reviewing our loan portfolio, will not request that we significantly increase our allowance for loan losses, or that general economic conditions, a deteriorating real estate market, or other factors will not cause us to significantly increase our allowance for loan losses, therefore negatively affecting our financial condition and earnings.

In making loans, we recognize that credit losses will be experienced and that the risk of loss will vary with, among other things, the type of loan being made, the creditworthiness of the borrower over the term of the loan and, in the case of a secured loan, the quality of the security for the loan.

It is our policy to review our loan portfolio, in accordance with regulatory classification procedures, on at least a quarterly basis.

The following table sets forth information with respect to our allowance for loan losses at the dates indicated:

|   | <b>For the Years Ended<br/>June 30,</b> |             |
|---|---|-------------|
|   | <b>2008</b>                             | <b>2007</b> |
|   | <b>(Dollars in thousands)</b>           |             |
| Balance at beginning of period  | \$ 518                                  | \$ 535      |
| Loans charged-off   | (54)                                    | (29)        |
| Recoveries  | 11                                      | 12          |
| Net loans charged-off   | (43)                                    | (17)        |
| Provision for possible loan losses  | (175)                                   |             |
| Balance at end of period  | \$ 300                                  | \$ 518      |
| Allowance for loan losses to total loans                                    | 0.18%                                   | 0.33%       |
| Allowance for loan losses to total non-performing loans                     | 937.50%                                 | 244.34%     |
| Net recoveries (charge-offs) to average loans outstanding during the period | (0.03)%                                 | (0.01)%     |

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The following table presents our allocation of the allowance for loan losses by loan category and the percentage of loans in each category to total loans at the periods indicated.

|                                      | 2008                   |  |                                       | 2007          |  |                                       |
|--------------------------------------|------------------------|--|---------------------------------------|---------------|--|---------------------------------------|
|                                      | (Dollars in thousands) |  |                                       |               |  |                                       |
|                                      | Amount                 | Percentage of Allowance to Total Allowance | Loans in Each Category to Total Loans | Amount        | Percentage of Allowance to Total Allowance | Loans in Each Category to Total Loans |
| <b>First Mortgage Loans:</b>         |                        |  |                                       |               |  |                                       |
| Residential mortgage (1-4 family) \$ | 133                    | 44.33%                                     | 51.53%                                | \$ 189        | 36.49%                                     | 51.68%                                |
| Commercial real estate               | 34                     | 11.33%                                     | 16.75%                                | 27            | 5.21%                                      | 16.16%                                |
| Real estate construction             | 10                     | 3.33%                                      | 4.35%                                 | 13            | 2.51%                                      | 5.20%                                 |
| <b>Total mortgage loans</b>          | <b>177</b>             | <b>59.00%</b>                              | <b>72.62%</b>                         | <b>229</b>    | <b>44.21%</b>                              | <b>73.04%</b>                         |
| <b>Other loans:</b>                  |                        |  |                                       |               |  |                                       |
| Home equity                          | 62                     | 20.67%                                     | 16.65%                                | 48            | 9.27%                                      | 15.74%                                |
| Consumer                             | 51                     | 17.00%                                     | 6.87%                                 | 141           | 27.22%                                     | 7.21%                                 |
| Commercial                           | 10                     | 3.32%                                      | 3.86%                                 | 100           | 19.30%                                     | 4.01%                                 |
| <b>Total other loans</b>             | <b>123</b>             | <b>41.00%</b>                              | <b>27.38%</b>                         | <b>289</b>    | <b>55.79%</b>                              | <b>26.96%</b>                         |
| <b>Total</b>                         | <b>\$ 300</b>          | <b>100.00%</b>                             | <b>100.00%</b>                        | <b>\$ 518</b> | <b>100.00%</b>                             | <b>100.00%</b>                        |

### Investment Activities

#### General

Federally chartered savings banks such as American Federal Savings Bank have the authority to invest in various types of investment securities, including United States Treasury obligations, securities of various Federal agencies (including securities collateralized by mortgages), certificates of deposits of insured banks and savings institutions, municipal securities, corporate debt securities and loans to other banking institutions.

Eagle maintains liquid assets that may be invested in specified short-term securities and other investments. Liquidity levels may be increased or decreased depending on the yields on investment alternatives. They may also be increased based on management's judgment as to the attractiveness of the yields then available in relation to other opportunities. Liquidity levels can also change based on management's expectation of future yield levels, as well as management's projections as to the short-term demand for funds to be used in the Bank's loan origination and other activities. Eagle maintains an investment securities portfolio and a mortgage-backed securities portfolio as part of its investment portfolio.

#### Investment Policies.

The investment policy of Eagle, which is established by the board of directors, is designed to foster earnings and liquidity within prudent interest rate risk guidelines, while complementing American Federal's lending activities. The policy provides for available-for-sale (including those accounted for under SFAS 159), held-to-maturity, and trading classifications. However, Eagle does not hold any securities for purposes of trading. The policy permits investments in high credit quality instruments with diversified cash flows while permitting us to maximize total return within the guidelines set forth in our interest rate risk and liquidity management policies. Permitted investments include but are not limited to U.S. government obligations, government agency or government-sponsored agency obligations, state, county and municipal obligations, and mortgage-backed securities. Collateralized mortgage obligations, investment grade corporate debt securities, and commercial paper are also included. We also invest in Federal Home Loan Bank overnight deposits and federal funds, but these instruments are not considered part of the investment portfolio.

Our investment policy also includes several specific guidelines and restrictions to insure adherence with safe and sound activities. The policy prohibits investments in high-risk mortgage derivative products (as defined within the policy) without prior approval from the board of directors.

Management must demonstrate the business advantage of such investments.

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We do not participate in hedging programs, interest rate swaps, or other activities involving the use of off-balance sheet derivative financial instruments, except interest rate caps and certain financial instruments designated as cash flow hedges related to loans committed to be sold in the secondary market. Further, Eagle does not invest in securities which are not rated investment grade.

The Board, through its asset liability committee, has charged the President & CEO to implement the investment policy. All transactions are reported to the board of directors monthly, as well as the current composition of the portfolio, including market values and unrealized gains and losses.

### *Investment Securities.*

We maintain a portfolio of investment securities, classified as either available-for-sale (including those accounted for under SFAS 159) or held-to-maturity to enhance total return on investments. At June 30, 2008, our investment securities included U.S. government and agency obligations, Small Business Administration pools, municipal securities, mortgage-backed securities, collateralized mortgage obligations and corporate obligations, all with varying characteristics as to rate, maturity and call provisions. Eagle also maintains a small portion of common stock. Investment securities held-to-maturity represented 0.84% of Eagle's total investment portfolio. Securities available-for-sale totaled 94.82% of Eagle's total investment portfolio, while securities SFAS 159 totaled 1.60%. The remaining percentage is comprised of interest-bearing deposits in banks and stock in the Federal Home Loan Bank of Seattle (FHLB). During the past year, total investment balances in mortgage-backed securities and collateralized mortgage obligations increased as management implemented a leverage strategy in March, 2008 to take advantage of historical large spreads. This strategy accounts for approximately \$15 million in the increase in those securities. Much of the cash generated by payments on mortgage-backed securities and maturities of agency obligations has been reinvested in municipal securities.

The following table sets forth the carrying value of Eagle's investment and mortgage-backed securities portfolio at the dates indicated.

|   | At June 30,            |                     |               |                     |
|---|------------------------|---------------------|---------------|---------------------|
|   | 2008                   |                     | 2007          |                     |
|   | (Dollars in thousands) |                     |               |                     |
|   | Book Value             | Percentage of Total | Book Value    | Percentage of Total |
| Securities available for sale, at fair value: |                        |                     |               |                     |
| U.S. Government and agency obligations        | \$ 2,232               | 2.70%               | \$ 3,643      | 5.41%               |
| Corporate obligations                         | 12,722                 | 15.38               | 13,623        | 20.22               |
| Municipal obligations                         | 22,190                 | 26.83               | 20,728        | 30.77               |
| Collateralized mortgage obligations           | 28,224                 | 34.17               | 17,075        | 25.35               |
| Mortgage-backed securities                    | 13,016                 | 15.74               | 7,872         | 11.68               |
| Common Stock                                  | 33                     |                     |               |                     |
| Corporate preferred stock                     |                        |                     | 1,833         | 2.72                |
| <b>Total securities available-for-sale</b>    | <b>78,417</b>          | <b>94.82</b>        | <b>64,774</b> | <b>96.15</b>        |
| Securities held to maturity, at book value:   |                        |                     |               |                     |
| Mortgage-backed securities                    | 22                     | 0.03                | 95            | 0.14                |
| Municipal obligations                         | 675                    | 0.82                | 826           | 1.23                |
| <b>Total securities held-to-maturity</b>      | <b>697</b>             | <b>0.85</b>         | <b>921</b>    | <b>1.37</b>         |
| Preferred stock - SFAS 159                    | 1,321                  | 1.60                | N/A           | N/A                 |
| <b>Total securities</b>                       | <b>80,435</b>          | <b>97.27</b>        | <b>65,695</b> | <b>98</b>           |

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|   |           |         |           |         |
|---|-----------|---------|-----------|---------|
| Interest-bearing deposits                     | 549       | 0.66    | 360       | 0.53    |
| Federal Home Loan Bank capital stock, at cost | 1,715     | 2.07    | 1,315     | 1.95    |
| Total   | \$ 82,699 | 100.00% | \$ 67,370 | 100.00% |

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The following table sets forth information regarding the carrying values, weighted average yields and maturities of Eagle's investment and mortgage-backed securities portfolio at June 30, 2008.

At June 30, 2008

|  | One Year or Less |                                   | One to Five Years |                                   | More than Five Years |                                   | Total Investment Securities |                          |                                   |
|--|------------------|-----------------------------------|-------------------|-----------------------------------|----------------------|-----------------------------------|-----------------------------|--------------------------|-----------------------------------|
|  | Carrying Value   | Annualized Weighted Average Yield | Carrying Value    | Annualized Weighted Average Yield | Carrying Value       | Annualized Weighted Average Yield | Carrying Value              | Approximate Market Value | Annualized Weighted Average Yield |
| (Dollars in thousands)                     |                  |                                   |                   |                                   |                      |                                   |                             |                          |                                   |
| Securities available for sale:             |                  |                                   |                   |                                   |                      |                                   |                             |                          |                                   |
| U.S. Government and agency obligations     | \$ 1,004         | 3.78                              | \$ 515            | 2.76%                             | \$ 713               | 3.05%                             | \$ 2,232                    | \$ 2,232                 | 3.31%                             |
| Corporate obligations                      | 3,535            | 3.93                              | 6,301             | 4.84                              | 2,888                | 6.86                              | 12,724                      | 12,724                   | 5.05                              |
| Municipal obligations                      |                  |                                   | 256               | 5.03                              | 21,934               | 4.93                              | 22,190                      | 22,190                   | 4.93                              |
| Collateralized mortgage obligations        |                  |                                   | 712               | 3.70                              | 27,510               | 4.89                              | 28,222                      | 28,222                   | 4.86                              |
| Mortgage-backed securities                 | 484              | 3.71                              | 1,322             | 3.68                              | 11,210               | 5.19                              | 13,016                      | 13,016                   | 4.98                              |
| Common stock (dividend yield)              |                  |                                   |                   |                                   | 33                   | 9.90                              | 33                          | 33                       |                                   |
| <b>Total securities available for sale</b> | <b>5,023</b>     | <b>3.88</b>                       | <b>9,106</b>      | <b>4.47</b>                       | <b>64,288</b>        | <b>5.03</b>                       | <b>78,417</b>               | <b>78,417</b>            | <b>4.88</b>                       |
| Securities held to maturity:               |                  |                                   |                   |                                   |                      |                                   |                             |                          |                                   |
| Mortgage-backed securities                 | 22               | 5.45                              |                   |                                   |                      |                                   | 22                          | 22                       | 5.45                              |
| Municipal obligations                      | 300              | 5.81                              | 235               | 7.27                              | 140                  | 6.46                              | 675                         | 686                      | 6.45                              |
| <b>Total securities held to maturity</b>   | <b>322</b>       | <b>5.79</b>                       | <b>235</b>        | <b>7.27</b>                       | <b>140</b>           | <b>6.46</b>                       | <b>697</b>                  | <b>708</b>               | <b>6.42</b>                       |
| Preferred - SFAS 159                       |                  |                                   |                   |                                   | 1,321                | 7.86                              | 1,321                       | 1,321                    | 7.86                              |
| <b>Total securities</b>                    | <b>5,345</b>     | <b>3.99</b>                       | <b>9,341</b>      | <b>4.54</b>                       | <b>65,749</b>        | <b>5.09</b>                       | <b>80,435</b>               | <b>80,446</b>            | <b>4.95</b>                       |
| Interest-bearing deposits                  | 549              | 2.00                              |                   |                                   |                      |                                   | 549                         | 549                      | 2.00                              |
| Federal Home Loan Bank capital stock       |                  |                                   |                   |                                   | 1,715                | 1.82                              | 1,715                       | 1,715                    | 1.82                              |
| <b>Total</b>                               | <b>\$ 5,894</b>  | <b>3.81%</b>                      | <b>\$ 9,341</b>   | <b>4.54%</b>                      | <b>\$ 67,464</b>     | <b>5.00%</b>                      | <b>\$ 82,699</b>            | <b>\$ 82,710</b>         | <b>4.86%</b>                      |

## SOURCES OF FUNDS

### *General.*

Deposits are the major source of our funds for lending and other investment purposes. Borrowings (principally from the Federal Home Loan Bank of Seattle) are also used to compensate for reductions in the availability of funds from other sources. In addition to deposits and borrowings, we derive funds from loan and mortgage-backed securities principal repayments, and proceeds from the maturity, call and sale of mortgage-backed securities and investment securities and from the sale of loans. Loan and mortgage-backed securities payments are a relatively stable source of funds, while loan prepayments and deposit inflows are significantly influenced by general interest rates and financial market conditions.

### *Deposits.*

We offer a variety of deposit accounts. Deposit account terms vary, primarily as to the required minimum balance amount, the amount of time that the funds must remain on deposit and the applicable interest rate.

Our current deposit products include certificates of deposit accounts ranging in terms from 90 days to five years as well as checking, savings and money market accounts. Individual retirement accounts (IRAs) are included in certificates of deposit.

Deposits are obtained primarily from residents of Helena, Bozeman, Butte and Townsend. We believe we are able to attract deposit accounts by offering outstanding service, competitive interest rates and convenient locations and service hours. We use traditional methods of advertising to attract new customers and deposits, including radio, television, print media advertising and sales training and incentive programs for employees. Management believes that non-residents of Montana hold an insignificant number of deposit accounts.

We pay interest rates on deposits which are competitive in our market. Interest rates on deposits are set weekly by senior management, based on a number of factors, including: projected cash flow; a current survey of a selected group of competitors' rates for similar products; external data which may influence interest rates; investment opportunities and loan demand; and scheduled certificate maturities and loan and investment repayments.

Core deposits are deposits that are more stable and somewhat less sensitive to rate changes. They also represent a lower cost source of funds than rate sensitive, more volatile accounts such as certificates of deposit. We believe that our core deposits are our checking, as well as NOW accounts, statement savings accounts, money market accounts and IRA accounts. Based on our historical experience, we include IRA accounts funded by certificates of deposit as core deposits because they exhibit the principal features of core deposits in that they are stable and generally are not rate sensitive. Core deposits amounted to \$116.63 million or 65.21% of the Bank's deposits at June 30, 2008 (\$94.52 million or 52.85% if IRA certificates of deposit are excluded). The presence of a high percentage of core deposits and, in particular, transaction accounts, is part of our strategy to restructure our liabilities to more closely resemble the lower cost liabilities of a commercial bank. However, a significant portion of our deposits remains in certificate of deposit form. These certificates of deposit, should they mature and be renewed at higher rates, will result in an increase in our cost of funds.

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The following table sets forth American Federal's distribution of deposit accounts at the dates indicated and the weighted average interest rate on each category of deposit represented:

|                                       | At June 30,            |                  |                       |                   |                  |                       |
|---------------------------------------|------------------------|------------------|-----------------------|-------------------|------------------|-----------------------|
|                                       | 2008                   |                  |                       | 2007              |                  |                       |
|                                       | (Dollars in thousands) |                  |                       |                   |                  |                       |
|                                       | Amount                 | Percent of Total | Weighted Average Rate | Amount            | Percent of Total | Weighted Average Rate |
| Noninterest checking                  | \$ 14,617              | 8.17%            | 0.00%                 | \$ 13,694         | 7.62%            | 0.00%                 |
| Passbook savings                      | 23,906                 | 13.37%           | 0.65%                 | 22,521            | 12.54%           | 0.65%                 |
| NOW account/Interest bearing checking | 30,720                 | 17.18%           | 0.38%                 | 30,953            | 17.23%           | 0.21%                 |
| Money market accounts                 | 25,275                 | 14.12%           | 1.75%                 | 23,292            | 12.96%           | 2.12%                 |
| <b>Total</b>                          | <b>94,518</b>          | <b>52.85%</b>    | <b>0.76%</b>          | <b>90,460</b>     | <b>50.35%</b>    | <b>0.78%</b>          |
| Certificates of deposit accounts:     |                        |                  |                       |                   |                  |                       |
| IRA certificates                      | 22,108                 | 12.36%           | 3.15%                 | 21,534            | 11.99%           | 3.97%                 |
| Brokered certificates                 |                        | 0.00%            | 0.00%                 | 4,411             | 2.46%            | 5.30%                 |
| Other certificates                    | 62,225                 | 34.79%           | 3.31%                 | 63,242            | 35.20%           | 4.66%                 |
| <b>Total certificates of deposit</b>  | <b>84,333</b>          | <b>47.15%</b>    | <b>3.27%</b>          | <b>89,187</b>     | <b>49.65%</b>    | <b>4.53%</b>          |
| <b>Total deposits</b>                 | <b>\$ 178,851</b>      | <b>100.00%</b>   | <b>1.94%</b>          | <b>\$ 179,647</b> | <b>100.00%</b>   | <b>2.64%</b>          |

The following table sets forth the amounts and maturities of our certificates of deposit as of June 30, 2008, for the maturity dates indicated:

|              | (In thousands)   |                  |                 |                     |                  |
|--------------|------------------|------------------|-----------------|---------------------|------------------|
|              | June 30, 2009    | June 30, 2010    | June 30, 2011   | After June 30, 2012 | Total            |
| 1.01-2.00%   | \$ 694           | \$               | \$              | \$                  | \$ 694           |
| 2.01-3.00%   | 29,477           | 1,117            | 30              |                     | 30,624           |
| 3.01-4.00%   | 25,666           | 6,902            | 1,054           | 47                  | 33,669           |
| 4.01-5.00%   | 10,417           | 2,617            | 702             | 339                 | 14,075           |
| 5.01-6.00%   | 4,906            | 326              | 39              |                     | 5,271            |
| 6.01-7.00%   |                  |                  |                 |                     |                  |
| <b>Total</b> | <b>\$ 71,160</b> | <b>\$ 10,962</b> | <b>\$ 1,825</b> | <b>\$ 386</b>       | <b>\$ 84,333</b> |

The following table shows the amount of certificates of deposit of more than \$100,000 by time remaining until maturity as of June 30, 2008:

|                  | (In thousands) |
|------------------|----------------|
| 3 months or less | \$ 6,925       |



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|                     |           |
|---------------------|-----------|
| Over 3 to 6 months  | 7,366     |
| Over 6 to 12 months | 5,497     |
| Over 12 months      | 2,343     |
| <br>                |           |
| Total               | \$ 22,131 |

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The following table sets forth the net changes in deposit accounts for the periods indicated:

|   | <b>Year Ended June 30,</b> |             |
|---|----------------------------|-------------|
|   | <b>2008</b>                | <b>2007</b> |
| <b>(Dollars in thousands)</b>                       |                            |             |
| Opening balance                                     | \$ 179,647                 | \$ 174,342  |
| Deposits(Withdrawals), Net                          | (5,060)                    | 1,279       |
| Interest credited                                   | 4,263                      | 4,026       |
| <br>  |                            |             |
| Ending balance                                      | \$ 178,850                 | \$ 179,647  |
| <br>  |                            |             |
| Net increase  | \$ (797)                   | \$ 5,305    |
| Percent increase                                    | -0.44%                     | 3.04%       |
| Weighted average cost of deposits during the period | 2.67%                      | 2.37%       |
| Weighted average cost of deposits at end of period  | 1.94%                      | 2.64%       |

Our depositors are primarily residents of the state of Montana.

### *Borrowings.*

Deposits are the primary source of funds for our lending and investment activities and for general business purposes. However, as the need arises, or in order to take advantage of funding opportunities, we also borrow funds in the form of advances from the Federal Home Loan Bank of Seattle and other borrowings from PNC Financial Services, Inc. (PNC) to supplement our supply of lendable funds and to meet deposit withdrawal requirements.

During the fiscal year ended June 30, 2006, Eagle formed a special purpose subsidiary, Eagle Bancorp Statutory Trust I (the Trust), for the purpose of issuing trust preferred securities in the amount of \$5.0 million. Eagle has issued subordinated debentures to the Trust, and the coupon on the debentures matches the dividend payment on the trust preferred securities. For regulatory purposes, the securities qualify as Tier 1 Capital, while for accounting purposes they are recorded as long term debt. The securities have a 30 year maturity and carry a fixed coupon of 6.02% for the first five years, at which time the coupon becomes variable, at a spread of 142 basis points over 3 month LIBOR.

The following table sets forth information concerning our borrowing from the Federal Home Loan Bank of Seattle and PNC at the end of, and during, the periods indicated:

|  | <b>Ended June 30,</b> |             |
|--|-----------------------|-------------|
|  | <b>2008</b>           | <b>2007</b> |
| <b>(Dollars in thousands)</b>                    |                       |             |
| <b>Advances and other borrowings:</b>            |                       |             |
| Average balance                                  | \$ 43,712             | \$ 29,071   |
| Maximum balance at any month-end                 | 68,222                | 36,695      |
| Balance at period end                            | 68,222                | 33,800      |
| <br>   |                       |             |
| Weighted average interest rate during the period | 4.50%                 | 5.04%       |
| Weighted average interest rate at period end     | 3.94%                 | 4.90%       |

**Subsidiary Activity**

We are permitted to invest in the capital stock of, or originate secured or unsecured loans to, subsidiary corporations. We do not have any subsidiaries, except for American Federal Savings Bank and Eagle Bancorp Statutory Trust I.

**Personnel**

As of June 30, 2008, we had 73 full-time employees and 7 part-time employees. The employees are not represented by a collective bargaining unit. We believe our relationship with our employees to be good.

**REGULATION**

Set forth below is a brief description of laws which relate to the regulation of American Federal and Eagle Bancorp. The description does not purport to be complete and is qualified in its entirety by reference to applicable laws and regulations.

**Regulation of American Federal Savings Bank**

*General.*

As a federally chartered savings bank and a member of the FDIC's Deposit Insurance Fund, American Federal Savings Bank is subject to extensive regulation by the Office of Thrift Supervision and the FDIC. Lending activities and other investments must comply with federal statutory and regulatory requirements. American Federal Savings Bank is also subject to reserve requirements of the Federal Reserve System. Federal regulation and supervision establishes a comprehensive framework of activities in which an institution can engage and is intended primarily for the protection of the Deposit Insurance Fund of the FDIC and depositors. This regulatory structure gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies regarding the classification of assets and the establishment of adequate loan loss reserves.

The Office of Thrift Supervision regularly examines American Federal Savings Bank and provides a report on its examination findings to American Federal's board of directors. American Federal's relationship with its depositors and borrowers is also regulated by federal law, especially in such matters as the ownership of savings accounts and the form and content of American Federal's mortgage documents.

American Federal Savings Bank must file reports with the Office of Thrift Supervision and the FDIC concerning its activities and financial condition, and must obtain regulatory approvals prior to entering into transactions such as mergers with or acquisitions of other financial institutions. Any change in such regulations, whether by the Office of Thrift Supervision, the FDIC or the United States Congress, could have a material adverse impact on Eagle and American Federal, and their operations.

*Insurance of Deposit Accounts.*

The deposit accounts held by American Federal Savings Bank are insured by the Deposit Insurance Fund of the FDIC to a maximum of \$100,000 as permitted by law (qualifying retirement funds are insured up to \$250,000). Insurance on deposits may be terminated by the FDIC if it finds an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or the institution's primary regulator.

*Regulatory Capital Requirements.*

Office of Thrift Supervision (OTS) capital regulations require savings institutions to meet three capital standards. The standards for capital adequacy are tangible capital equal to 1.5% of adjusted total assets, core capital (leverage ratio) equal to at least 4% of total adjusted assets, and risk-based capital equal to 8% of total risk-weighted assets. In order to be deemed "Well Capitalized", OTS rules require a leverage ratio of at least 5%, a Tier 1 risk-based ratio of at least 6%, and a total risk-based ratio of at least 10%. American Federal's capital ratios at June 30, 2008 are set forth below.

|                        | Actual    |       | For Capital Adequacy Purposes |       |
|------------------------|-----------|-------|-------------------------------|-------|
|                        | Amount    | Ratio | Amount                        | Ratio |
| (Dollars in thousands) |           |       |                               |       |
| Tangible               | \$ 25,928 | 9.40  | \$ 4,136                      | 1.50  |
| Leverage               | \$ 25,928 | 9.40  | \$ 8,272                      | 3.00  |
| Tier 1 risk-based      | \$ 25,928 | 13.30 | \$ 7,799                      | 4.00  |
| Total risk-based       | \$ 26,192 | 13.43 | \$ 15,599                     | 8.00  |

Tangible capital is defined as core capital less all intangible assets, less nonqualifying mortgage servicing rights and investments. Core capital is defined as common stockholders' equity, noncumulative perpetual preferred stock and minority interests in the equity accounts of consolidated subsidiaries, nonwithdrawable accounts and pledged deposits of mutual savings associations and qualifying supervisory goodwill, less nonqualifying intangible assets, mortgage servicing rights and investments.



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The risk-based capital standard for savings institutions requires the maintenance of total risk-based capital of 8% of risk-weighted assets. Risk-based capital is comprised of core and supplementary capital. The components of supplementary capital include, among other items, cumulative perpetual preferred stock, perpetual subordinated debt, mandatory convertible subordinated debt, intermediate-term preferred stock, and the portion of the allowance for loan losses not designated for specific loan losses. The portion of the allowance for loan and lease losses includable in supplementary capital is limited to a maximum of 1.25% of risk-weighted assets. Overall, supplementary capital is limited to 100% of core capital. A savings association must calculate its risk-weighted assets by multiplying each asset and off-balance sheet item by various risk factors as determined by the Office of Thrift Supervision, which range from 0% for cash to 100% for delinquent loans, property acquired through foreclosure, commercial loans, and other assets.

Office of Thrift Supervision rules require a deduction from capital for institutions which have unacceptable levels of interest rate risk. The Office of Thrift Supervision calculates the sensitivity of an institution's net portfolio value based on data submitted by the institution in a schedule to its quarterly Thrift Financial Report and using the interest rate risk measurement model adopted by the Office of Thrift Supervision. The amount of the interest rate risk component, if any, is deducted from an institution's total capital in order to determine if it meets its risk-based capital requirement. Federal savings institutions with less than \$300 million in assets and a risk-based capital ratio above 12% are exempt from filing the interest rate risk schedule. However, the Office of Thrift Supervision may require any exempt institution to file such schedule on a quarterly basis and may be subject to an additional capital requirement based on its level of interest rate risk as compared to its peers.

### *Dividend and Other Capital Distribution Limitations.*

The Office of Thrift Supervision imposes various restrictions or requirements on the ability of savings institutions to make capital distributions, including dividend payments.

Office of Thrift Supervision regulations impose limitations on all capital distributions by savings institutions, such as cash dividends, payment to repurchase or otherwise acquire its shares, payments to stockholders of another institution in a cash-out merger, and other distributions charged against capital. The rule establishes three tiers of institutions based primarily on an institution's capital level. An institution that exceeds all capital requirements before and after a proposed capital distribution and has not been advised by the Office of Thrift Supervision that it is in need of more than the normal supervision has the greatest amount of flexibility for determining dividends. Such institutions can, after prior notice but without the approval of the Office of Thrift Supervision, make capital distributions during a calendar year. These distributions can be equal to the greater of 100% of its net income to date during the calendar year plus the amount that would reduce by one-half its excess capital divided by its fully phased-in capital requirements at the beginning of the calendar year. At the institution's discretion, dividends can also be 75% of its net income over the most recent four-quarter period. Any additional capital distributions require prior regulatory notice. As of June 30, 2008, American Federal Savings Bank had this level of flexibility with respect to dividends.

### *Qualified Thrift Lender Test.*

Federal savings institutions must meet a qualified thrift lender test or they become subject to operating restrictions. The Bank anticipates that it will maintain an appropriate level of investments consisting primarily of residential mortgages, mortgage-backed securities and other mortgage-related investment, and otherwise qualify as a qualified thrift lender. The required percentage of these mortgage-related investments is 65% of portfolio assets. Portfolio assets are all assets minus intangible assets, property used by the institution in conducting its business and liquid assets equal to 10% of total assets. Compliance with the qualified thrift lender test is determined on a monthly basis in nine out of every twelve months.

### *Transactions With Affiliates.*

Generally, federal banking law requires that transactions between a savings institution or its subsidiaries and its affiliates must be on terms as favorable to the savings institution as comparable transactions with non-affiliates. In addition, some transactions can be restricted to an aggregate percentage of the savings institution's capital. Collateral in specified amounts must usually be provided by affiliates in order to receive loans from the savings institution. In addition, a savings institution may not extend credit to any affiliate engaged in activities not permissible for a bank holding company or acquire the securities of any affiliate that is not a subsidiary. The Office of Thrift Supervision has the discretion to treat subsidiaries of a savings institution as affiliates on a case-by-case basis.

### *Liquidity Requirements.*

The Bank is required to maintain minimum levels of liquid assets as defined by the Office of Thrift Supervision regulations. The OTS states that the liquidity requirement is retained for safety and soundness purposes, and that appropriate levels of liquidity will depend upon the types of activities in which the bank engages.

*Federal Home Loan Bank System.*

We are a member of the Federal Home Loan Bank of Seattle, which is one of 12 regional Federal Home Loan Banks. Each Federal Home Loan Bank serves as a reserve or central bank for its members within its assigned region. It is funded primarily from funds deposited by financial institutions and proceeds derived from the sale of consolidated obligations of the Federal Home Loan Bank System. It makes loans to members pursuant to policies and procedures established by the board of directors of the Federal Home Loan Bank.

As a member, we are required to purchase and maintain stock in the Federal Home Loan Bank of Seattle in an amount equal to at least 1% of our aggregate unpaid residential mortgage loans, home purchase contracts or similar obligations at the beginning of each year, or 5% of our outstanding advances, whichever is larger. We are in compliance with this requirement. The Federal Home Loan Bank imposes various limitations on advances such as limiting the amount of real estate related collateral to 30% of a member's capital and limiting total advances to a member. As a federal savings bank, we were mandatory members of the Federal Home Loan Bank of Seattle. Under the Gramm-Leach-Bliley Financial Modernization Act of 1999, we are now voluntary members of the Federal Home Loan Bank of Seattle. We could withdraw or significantly reduce our required stock ownership in the Federal Home Loan Bank of Seattle.

*Federal Reserve System.*

The Federal Reserve System requires all depository institutions to maintain noninterest-bearing reserves at specified levels against their checking, NOW and Super NOW checking accounts and non-personal time deposits. The balances maintained to meet the reserve requirements imposed by the Federal Reserve System may be used to satisfy the Office of Thrift Supervision liquidity requirements.

Savings institutions have authority to borrow from the Federal Reserve System discount window. The Bank established during the fiscal year a primary credit facility at the Federal Reserve's discount window. It had a \$0.00 balance as of June 30, 2008 and is secured by an agency bond.

**Regulation of Eagle Bancorp**

*General.*

Eagle Bancorp, as a federal stock corporation in a mutual holding company structure, is deemed a federal mutual holding company within the meaning of Section 10(o) of the Home Owners Loan Act (HOLA). Eagle is registered and files reports with the Office of Thrift Supervision and is subject to regulation and examination by the Office of Thrift Supervision. In addition, the Office of Thrift Supervision has enforcement authority over Eagle and any nonsavings institution subsidiary of Eagle. The Office of Thrift Supervision can restrict or prohibit activities that it determines to be a serious risk to us. This regulation is intended primarily for the protection of our depositors and not for the benefit of stockholders of Eagle.

**Federal Taxation**

Savings institutions are subject to the Internal Revenue Code of 1986, as amended, in the same general manner as other corporations. Prior to changes to the Internal Revenue Code in 1996, thrift institutions enjoyed a tax advantage over banks with respect to determining additions to its bad debt reserves.

The Internal Revenue Code was revised in August 1996 to equalize the taxation of thrift institutions and banks, effective for taxable years beginning after 1995. All thrift institutions are now subject to the same provisions as banks with respect to deductions for bad debt. Now only thrift institutions that are treated as small banks under the Internal Revenue Code may continue to account for bad debts under the reserve method; however, such institutions may only use the experience method for determining additions to their bad debt reserve. Thrift institutions that are not treated as small banks may no longer use the reserve method to account for their bad debts but must now use the specific charge-off method.

The revisions to the Internal Revenue Code in 1996 also provided that all thrift institutions must generally recapture any applicable excess reserves into their taxable income, over a six year period beginning in 1996; however, such recapture may be delayed up to two years if a thrift institution meets a residential-lending test. Generally, a thrift institution's applicable excess reserves equals the excess of the balance of its bad debt reserves as of the close of its taxable year beginning before January 1, 1996, over the balance of such reserves as of the close of its last taxable year beginning before January 1, 1988. These are known as pre-1988 reserves. American Federal Savings Bank had recaptured all of its remaining applicable excess reserve as of June 30, 2008.

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In addition, all thrift institutions must continue to keep track of their pre-1988 reserves because this amount remains subject to recapture in the future under the Internal Revenue Code. A thrift institution such as American Federal, would generally be required to recapture into its taxable income its pre-1988 reserves in the case of excess distributions, and redemptions of American Federal's stock and in the case of a reduction in American Federal's outstanding loans when comparing loans currently outstanding to loans outstanding at the end of the base year. For taxable years after 1995, American Federal Savings Bank will continue to account for its bad debts under the reserve method. The balance of American Federal's pre-1988 reserves equaled \$915,000.

Eagle may exclude from its income 100% of dividends received from American Federal Savings Bank as a member of the same affiliated group of corporations. A 70% dividends received deduction generally applies with respect to dividends received from corporations that are not members of such affiliated group.

American Federal's federal income tax returns for the last five tax years have not been audited by the IRS.

### State Taxation

American Federal Savings Bank files Montana tax returns. For Montana tax purposes, savings institutions are presently taxed at a rate equal to 6.75% of taxable income which is calculated based on federal taxable income, subject to adjustments (including the addition of interest income on state and municipal obligations).

American Federal's state tax returns have not been audited for the past five years by the state of Montana.

### ITEM 2. DESCRIPTION OF PROPERTY.

The Company's business activities consist of its ownership of 100% of the common stock of the Bank. The Bank's executive office is located at 1400 Prospect Avenue in Helena, Montana. American Federal conducts its business through five offices, which are located in Helena, Bozeman, Butte, and Townsend, Montana. All of its offices are owned. Its principal banking office in Helena also serves as its executive headquarters and operations center. This office houses over 50% of American Federal full-time employees. The following table sets forth the location of each of American Federal's offices, the year the office was opened, and the net book value including land, buildings, computer software and its related equipment and furniture. The square footage at each location is also shown.

| Location                 | Address                                 | Opened             | Value At<br>June 30, 2008<br>(in thousands) | Square<br>Footage |
|--------------------------|---|--------------------|---|-------------------|
| Helena Main Office       | 1400 Prospect Ave.<br>Helena, MT 59601  | 1997               | \$ 4,052                                    | 32,304            |
| Helena Downtown Drive-up | 28 Neill Ave.<br>Helena, MT 59601       | 1987               | \$ 380                                      | 1,391             |
| Helena Skyway Branch     | 2090 Cromwell Dixon<br>Helena, MT 59602 | Under Construction | \$ 911                                      | 4,643             |
| Butte Office             | 3401 Harrison Ave.<br>Butte, MT 59701   | 1979               | \$ 521                                      | 3,890             |
| Bozeman Office           | 606 North Seventh<br>Bozeman, MT 59715  | 1980               | \$ 495                                      | 5,886             |
| Bozeman Branch           | 1455 Oak St<br>Bozeman, MT 59715        | Under Construction | \$ 1,626                                    | 19,818            |
| Townsend Office          | 416 Broadway<br>Townsend, MT 59644      | 1979               | \$ 95                                       | 1,973             |

As of June 30, 2008, the net book value of land, buildings, furniture, and equipment owned by American Federal, less accumulated depreciation, totaled \$8.08 million.





**ITEM 3. LEGAL PROCEEDINGS.**

American Federal, from time to time, is a party to routine litigation, which arises in the normal course of business, such as claims to enforce liens, condemnation proceedings on properties in which American Federal Savings Bank holds security interests, claims involving the making and servicing of real property loans, and other issues incident to the business of American Federal. There were no lawsuits pending or known to be contemplated against Eagle or American Federal at June 30, 2008.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

No matters were submitted to a vote of security holders in the fourth quarter of the fiscal year ended June 30, 2008.

**PART II**

**ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUERS PURCHASES OF EQUITY SECURITIES.**

The common stock is traded on the OTC Bulletin Board under the symbol EBMT. At the close of business on June 30, 2008, there were 1,076,072 shares of common stock outstanding, held by approximately 600 shareholders of record. Eagle Financial MHC, Eagle's mutual holding company, held 648,493 shares (or 60.3%) of the outstanding common stock.

The high bid and asked prices noted below for the four quarters of fiscal 2007 and the four quarters of the current fiscal year were obtained from the OTC Bulletin Board. The quotations reflect interdealer prices without retail markup, markdown or commission, and may not represent actual transactions.

|                     | <b>High Bid</b> | <b>Low Bid</b> |
|---------------------|-----------------|----------------|
| Fourth quarter 2008 | \$ 29.50        | \$ 25.75       |
| Third quarter 2008  | \$ 30.80        | \$ 26.00       |
| Second quarter 2008 | \$ 32.75        | \$ 30.30       |
| First quarter 2008  | \$ 33.00        | \$ 30.45       |
| Fourth quarter 2007 | \$ 34.00        | \$ 31.43       |
| Third quarter 2007  | \$ 34.50        | \$ 31.50       |
| Second quarter 2007 | \$ 34.00        | \$ 31.30       |
| First quarter 2007  | \$ 34.00        | \$ 31.25       |

The closing price of the common stock on June 30, 2008, was \$27.00. The company had paid four quarterly dividends during the year, all in the amount of \$0.24 per share. Eagle Financial MHC waived receipt of its dividends during the year.

**ITEM 5 (c) SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES**

| Period     | (a)<br>Total<br>Number of<br>Shares<br>Purchased* | (b)<br>Average<br>Price Paid<br>Per Share | (c)<br>Total Number of<br>Shares Purchased<br>as Part of<br>Publicly<br>Announced Plans<br>or Programs | (d)<br>Maximum Number<br>of Shares that<br>May Yet Be<br>Purchased<br>Under the Plans<br>or Programs |
|------------|---|---|--|--|
| April 2008 | 2,000   | 28.25                                     | 2,000  | 25,000   |
| May 2008   | None  | N/A                                       | N/A  | N/A  |
| June 2008  | None  | N/A                                       | N/A  | N/A  |
| Total      | 2,000   | \$ 28.25                                  | 2,000  | 25,000   |

\* The Company publicly announced a stock repurchase program on January 17, 2008. The Company is authorized to acquire up to 28,750 shares of common stock with the price subject to market conditions. No expiration date was set for the repurchase program. As of August 29, 2008, 3,750 shares had been purchased.

**ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION.****Note Regarding Forward-Looking Statements**

This report contains certain forward-looking statements. Eagle desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this statement for the express purpose of availing itself of the protections of the safe harbor with respect to all such forward-looking statements. These forward-looking statements, which are included in Management's Discussion and Analysis, describe future plans or strategies and include Eagle's expectations of future financial results. The words believe, expect, anticipate, intend, estimate, project, and similar expressions identify forward-looking statements. Eagle's ability to predict results or the effect of future plans or strategies or qualitative or quantitative changes based on market risk is inherently uncertain. Factors which could affect actual results but are not limited to include (i) change in general market interest rates, (ii) general economic conditions, (iii) local economic conditions, (iv) legislative/regulatory changes, (v) monetary and fiscal policies of the U.S. Treasury and Federal Reserve, (vi) changes in the quality or composition of Eagle's loan and investment portfolios, (vii) demand for loan products, (viii) deposit flows, (ix) competition, and (x) demand for financial services in Eagle's markets. These factors should be considered in evaluating the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates.

**General**

Eagle Bancorp's subsidiary, American Federal Savings Bank, operates as a community savings bank. It raises money by offering FDIC-insured deposit products and lending this money, primarily for the purpose of home financing. As of June 30, 2008, 43.21% of its total loans were residential mortgage loans with fixed rates and 11.96% were residential mortgage loans with adjustable rates. Total first lien mortgage loans at June 30, 2008, were \$122.27 million or 72.62% of the total loan portfolio. Other loan products include home equity loans, consumer and commercial loans. These loans totaled \$46.09 million or 27.38% of the total loan portfolio.

The consolidated financial condition and operating results of Eagle are primarily dependent on its wholly owned subsidiary, American Federal Savings Bank. All references to the Company prior to April 4, 2000, except where otherwise indicated, are to the Bank.

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### 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.

The following table presents the average balances of and the interest and dividends earned or paid on each major class of loans and investments and interest-bearing deposits and borrowings. Nonaccruing loans are included in balances for all periods. Average balances are daily average balances. The yields and costs include fees, which are considered adjustments to yields.

For the twelve months ended June 30,

|   | 2008                  |                        |             | 2007                  |                        |             |
|---|-----------------------|------------------------|-------------|-----------------------|------------------------|-------------|
|   | Average Daily Balance | Interest and Dividends | Yield/Rate  | Average Daily Balance | Interest and Dividends | Yield/Rate  |
| (Dollars in thousands)                                  |                       |                        |             |                       |                        |             |
| <b>Assets:</b>  |                       |                        |             |                       |                        |             |
| Interest-earning assets:                                |                       |                        |             |                       |                        |             |
| FHLB stock  | \$ 1,336              | \$ 16                  | 1.20%       | \$ 1,315              | \$ 7                   | 0.53%       |
| Loans receivable, net                                   | 165,470               | 10,905                 | 6.59        | 149,818               | 9,731                  | 6.50        |
| Investment securities                                   | 67,837                | 3,105                  | 4.58        | 66,723                | 2,854                  | 4.28        |
| Interest-bearing deposits with banks                    | 1,587                 | 63                     | 3.97        | 922                   | 50                     | 5.42        |
| <b>Total interest-earning assets</b>                    | <b>236,230</b>        | <b>14,089</b>          | <b>5.96</b> | <b>218,778</b>        | <b>12,642</b>          | <b>5.78</b> |
| Noninterest-earning assets                              | 19,070                |                        |             | 18,351                |                        |             |
| <b>Total assets</b>                                     | <b>\$ 255,300</b>     |                        |             | <b>\$ 237,129</b>     |                        |             |
| <b>Liabilities and Equity:</b>                          |                       |                        |             |                       |                        |             |
| Interest-bearing liabilities:                           |                       |                        |             |                       |                        |             |
| Deposit accounts:                                       |                       |                        |             |                       |                        |             |
| Money market  | \$ 21,981             | \$ 420                 | 1.91        | \$ 25,648             | \$ 525                 | 2.05        |
| Passbooks   | 22,965                | 150                    | 0.65        | 23,139                | 152                    | 0.66        |
| Checking  | 30,550                | 71                     | 0.23        | 30,789                | 63                     | 0.20        |
| Certificates of deposit                                 | 88,888                | 3,746                  | 4.21        | 83,753                | 3,451                  | 4.12        |
| Advances from FHLB & subordinated debt                  | 48,867                | 2,266                  | 4.64        | 34,226                | 1,766                  | 5.16        |
| <b>Total interest-bearing liabilities</b>               | <b>213,251</b>        | <b>6,653</b>           | <b>3.12</b> | <b>197,555</b>        | <b>5,957</b>           | <b>3.02</b> |
| Non-interest checking                                   | 14,063                |                        |             | 13,382                |                        |             |
| Other noninterest-bearing liabilities                   | 2,403                 |                        |             | 2,189                 |                        |             |
| <b>Total liabilities</b>                                | <b>229,717</b>        |                        |             | <b>213,126</b>        |                        |             |
| <b>Total equity</b>                                     | <b>25,583</b>         |                        |             | <b>24,003</b>         |                        |             |
| <b>Total liabilities and equity</b>                     | <b>\$ 255,300</b>     |                        |             | <b>\$ 237,129</b>     |                        |             |
| Net interest income/interest rate spread <sup>(1)</sup> |                       | \$ 7,436               | 2.84%       |                       | \$ 6,685               | 2.76%       |
| Net interest margin <sup>(2)</sup>                      |                       |                        | 3.15%       |                       |                        | 3.06%       |

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|   |         |         |
|---|---------|---------|
| Total interest-earning assets to interest-bearing liabilities | 110.78% | 110.74% |
|---|---------|---------|

(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.

**Rate/Volume Analysis**

The following table sets forth information regarding changes in interest income and interest expense for the periods indicated. For each category of our loans and investments and our interest-bearing deposits and borrowings, information is provided on changes attributable to change in volume (change in volume multiplied by the old rate). The table also provides information on change in rate (changes in rate multiplied by old volume). The combined effects of changes in rate and volume have been allocated proportionately to the change due to rate and the change due to volume.

|  | For the Years Ended June 30,<br>Increase (Decrease) |                |               |               |                 |                |
|--|---|----------------|---------------|---------------|-----------------|----------------|
|  | 2008 vs 2007  |                |               | 2007 vs 2006  |                 |                |
|  | Volume  | Due to<br>Rate | Net           | Volume        | Due to<br>Rate  | Net            |
| <b>Interest earning assets:</b>              |   |                |               |               |                 |                |
| Loans receivable, net                        | \$ 1,017  | \$ 157         | \$ 1,174      | \$ 1,603      | \$ 329          | \$ 1,932       |
| Investment securities                        | 48  | 203            | 251           | (113)         | 326             | 213            |
| Interest-bearing deposits with banks         | 36  | (23)           | 13            | (22)          | 13              | (9)            |
| Other earning assets                         |   | 9              | 9             |               | 7               | 7              |
| <b>Total interest earning assets</b>         | <b>1,101</b>  | <b>346</b>     | <b>1,447</b>  | <b>1,468</b>  | <b>675</b>      | <b>2,143</b>   |
| <b>Interest-bearing liabilities:</b>         |   |                |               |               |                 |                |
| Passbook, money market and checking accounts | (76)  | (23)           | (99)          | (49)          | 78              | 29             |
| Certificates of deposit                      | 212   | 83             | 295           | 239           | 912             | 1,151          |
| Borrowings                                   | 755   | (255)          | 500           | 824           | 168             | 992            |
| <b>Total interest-bearing liabilities</b>    | <b>891</b>  | <b>(195)</b>   | <b>696</b>    | <b>1,014</b>  | <b>1,158</b>    | <b>2,172</b>   |
| <b>Change in net interest income</b>         | <b>\$ 210</b>                                       | <b>\$ 541</b>  | <b>\$ 751</b> | <b>\$ 454</b> | <b>\$ (483)</b> | <b>\$ (29)</b> |

**Interest Rate Risk Analysis**

In addition to the asset/liability committee, the board of directors reviews our asset and liability policies. The board of directors reviews interest rate risk and interest rate trends quarterly, as well as liquidity and capital ratio requirements. Management administers the policies and determinations of the board of directors with respect to our asset and liability goals and strategies. Our asset and liability policy and strategies are expected to continue as described so long as competitive and regulatory conditions in the financial institution industry and market interest rates continue as they have in recent years.

**Overview**

The Company's primary activity is its ownership of its wholly owned subsidiary, American Federal Savings Bank (the Bank). The Bank is a federally chartered savings bank, engaging in typical banking activities: acquiring deposits from local markets and investing in loans and investment securities. 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 moves in interest rates. Noninterest income in the form of fee income and gain on sale of loans adds to the Bank's income.

The Bank has a strong mortgage lending focus, with the majority of its loans in single-family residential mortgages. This has led to successfully marketing home equity loans to its customers, as well as a wide range of shorter term consumer loans for various personal needs (automobiles, recreational vehicles, etc.). In recent years the Bank has focused on adding commercial loans to its portfolio, both real estate and non-real estate. The purpose of this diversification is to mitigate the Bank's dependence on the residential mortgage market, as well as to improve its ability to manage its spread. The Bank's management recognizes the need for sources of fee income to complement its margin, and the Bank now maintains a significant loan servicing portfolio, which provides a steady source of fee income. The gain on sale of loans also provides significant fee income in periods of high mortgage loan origination volumes. Fee income is also supplemented with fees generated from the Bank's deposit

accounts. The Bank has a high percentage of non-maturity deposits, such as checking accounts and savings accounts, which allows management flexibility in managing its spread. Non-maturity deposits do not automatically reprice as interest rates rise, as do certificates of deposit.

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For the past few 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 serviced portfolio. Management believes that the Bank will need to continue to focus on increasing net interest margin, other areas of fee income, and control 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: loans typically earn higher rates of return than investments; a larger deposit base will yield higher fee income; increasing the asset base will reduce the relative impact of fixed operating costs. The biggest challenge to the strategy is funding the growth of the Bank's balance sheet in an efficient manner. Deposit growth will be difficult due to fierce competition and wholesale funding (which is usually more expensive than retail deposits) will likely be needed to supplement deposit growth.

The level and movement of interest rates impacts the Bank's earnings as well. For the 2008 fiscal year the yield curve began to steepen as the Federal Open Market Committee ( FOMC ) reduced the fed funds rate by a total of 275 basis points during the fiscal year, however long-term rates remained relatively unchanged.

### Financial Condition

#### *Introduction.*

Total assets increased \$35.22 million, or 14.39%, to \$279.91 million at June 30, 2008, compared to \$244.69 million at June 30, 2007. Total liabilities increased by \$33.68 million, or 15.27%, to \$254.27 million at June 30, 2008, from \$220.60 million at June 30, 2007. The loan portfolio grew \$10.01 million during the year, approximately sixty percent of the previous year's growth, due to an increase in loan sales. Total deposits decreased \$796,000, reflecting the Bank's decision to call a \$4.41 million brokered certificate of deposit. Noninterest checking increased \$923,000 or 6.74%, to \$14.62 million at June 30, 2008, while money market accounts increased \$1.98 million, or 8.81%. Much of the asset growth was funded by increased borrowings principally in the form of FHLB borrowings.

#### *Balance Sheet Details.*

Loans receivable increased \$10.01 million, or 6.33% to \$168.15 million from \$158.14 million. Increased originations in most loan categories contributed to the higher loan balances, and consequently all categories except real estate construction loans showed an increase in balances compared to last year. Commercial real estate and land loans increased \$2.58 million during the year, and residential mortgage loans increased \$4.79 million. The available-for-sale (AFS) investment portfolio increased \$13.64 million, or 21.06%, to \$78.42 million at June 30, 2008 from \$64.77 million at June 30, 2007. The investment category with the largest increase was collateralized mortgage obligations ( CMO s ), which increased \$11.15 million.

Total deposits decreased \$796,000. Certificates of deposit decreased \$4.85 million, to \$84.33 million at June 30, 2008 from \$89.19 million at June 30, 2007. This amount includes \$4.41 million of brokered certificates of deposit that the Bank called during the year as noted above. Without the calling of that brokered certificate of deposit the decrease would have been \$440,000. The Bank had no brokered deposits as of June 30, 2008. Interest-earning checking accounts decreased \$234,000 while noninterest checking increased \$923,000. Money market accounts increased \$1.98 million and savings accounts increased \$1.39 million. Deposit growth is expected to continue to be difficult to achieve due to fierce competition among financial institutions in our markets. Advances from the Federal Home Loan Bank and other borrowings increased to \$68.22 million at year-end 2008 from \$33.80 million at year-end 2007, an increase of \$34.42 million. This increase was needed to help fund growth in loans and investments.

Total shareholders' equity was \$25.63 million at June 30, 2008, an increase of \$1.55 million. This increase was the result of net income for the year and a decrease in accumulated other comprehensive loss of \$86,000 (mainly due to a decrease in net unrealized loss on securities available-for-sale), partially offset by the purchase of treasury stock and dividends paid during the year.

### Comparison of Operating Results for the Years Ending June 30, 2008 and 2007

#### *Net Income.*

Eagle's net income was \$2.110 million and \$1.778 million for the years ended June 30, 2008 and 2007 respectively. This increase of \$332,000, or 18.67%, was the result of an increase in net interest income of \$751,000 a decrease in net noninterest income of \$37,000 and an adjustment to the provision for loan losses of \$175,000, offset by an increase in noninterest expense of \$449,000. Eagle's tax provision was \$108,000 higher in 2008. Basic earnings per share for the year ended June 30, 2008 were \$1.97, compared to \$1.66 for the year ended June 30, 2007. Diluted earnings per share were \$1.74 and \$1.47 for 2008 and 2007, respectively.



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### *Net Interest Income.*

Net interest income increased to \$7.436 million for the year ended June 30, 2008, from \$6.685 million for the previous year. This increase of \$751,000, or 11.23%, was the result of an increase in interest income of \$1.438 million, partially offset by an increase in interest expense of \$687,000.

### *Interest and Dividend Income.*

Total interest and dividend income was \$14.089 million for the year ended June 30, 2008, compared to \$12.651 million for the year ended June 30, 2007, an increase of \$1.438 million, or 11.37%. Interest and fees on loans increased to \$10.905 million for 2008 from \$9.731 million for 2007. This increase of \$1.174 million, or 12.06%, was due primarily to the increase in the average balances on loans receivable for the year ended June 30, 2008. The average interest rate earned on loans receivable increased by 9 basis points, to 6.59% from 6.50%. Average balances for loans receivable, net, for the year ended June 30, 2008 were \$165.47 million, compared to \$149.82 million for the previous year. This represents an increase of \$15.65 million, or 10.45% and reflects management's plan to grow the loan portfolio. Interest and dividends on investment securities available-for-sale (AFS) increased to \$3.071 million for the year ended June 30, 2008 from \$2.811 million for the year ended June 30, 2007, an increase of \$260,000, or 9.25%. This increase was the result of higher average interest rates on the AFS portfolio during the year, along with an higher average balance. Interest earned from deposits at other banks increased slightly for the year ended June 30, 2008 due to higher average balances. Interest and dividends on investments held-to-maturity (HTM) also experienced a slight decline.

### *Interest Expense.*

Total interest expense increased to \$6.653 million for the year ended June 30, 2008 from \$5.966 million for the year ended June 30, 2007, an increase of \$687,000, or 11.52%. Interest on deposits increased to \$4.387 million for the year ended June 30, 2008 from \$4.191 million for the year ended June 30, 2007. This increase of \$196,000, or 4.68%, was due primarily to an increase on average rates paid, and average balances. The average cost of deposits increased 10 basis points, to 2.67% in 2008 from 2.57% in 2007. Certificates of deposit were the only category to show an increase in average balances in 2008. An increase in the average balance of borrowings was partially offset by a decrease in the average rate paid and resulted in an increase in interest paid on borrowings to \$2.266 million for the year ended June 30, 2008 from \$1.775 million for the year ended June 30, 2007. The average balance of borrowings increased to \$48.867 million for the year ended June 30, 2008, compared to \$34.226 million for the year ended June 30, 2007 and resulted principally from an increase in FHLB borrowings. The average rate paid on borrowings increased to 4.64% in 2008 from 5.16% in 2007.

### *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 American Federal Savings Bank to provide for probable loan losses based on prior loss experience, volume and type of lending conducted by American Federal, and past due loans in portfolio. The Bank's policies require the review of assets on a quarterly basis. The Bank classifies loans as well as other assets if warranted. While management 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. An adjustment to reduce the allowance for loan loss of \$175,000 was made for the year ended June 30, 2008, and no provision or adjustment was made for the year ended June 30, 2007. This is a reflection of the continued strong asset quality of American Federal's loan portfolio, as non-performing loan ratios continue to be low. Total classified assets decreased to \$106,000 at June 30, 2008 from \$391,000 at June 30, 2007. Total non-performing loans as a percentage of the total loan portfolio is 0.02% at June 30, 2008, down from 0.13% at June 30, 2007. As of June 30, 2008, American Federal Savings Bank had no real estate owned.

### *Noninterest Income.*

Total noninterest income decreased to \$2.224 million for the year ended June 30, 2008, from \$2.261 million for the year ended June 30, 2007, a decrease of \$37,000 or 1.64%. This decrease was primarily due to recognized losses of \$511,000 on Freddie Mac and Fannie Mae preferred stock that is accounted for under Statement of Financial Accounting Standard (SFAS) No. 159 Fair Value Option for Financial Assets and Financial Liabilities. Eagle implemented SFAS on July 1, 2007. The preferred stock of Freddie Mac and Fannie Mae currently held by the company constitutes \$1.321 million or 0.47 percent of total assets as of June 30, 2008. This stock continues to demonstrate high price volatility and could negatively impact future earnings of the Company. As of July 31, 2008 it had a market value of \$901,000. If that value remains to September 30, 2008, the Company would recognize an additional loss of \$420,000 in the first quarter of fiscal year 2009. Net gain on sale of loans increased \$158,000 to \$801,000, due to management's decision to sell a higher percentage of mortgage originations. Service charges on deposit accounts increased \$215,000 to \$711,000 for the year ending June 30, 2008 from \$496,000 for the year ending June 30, 2007. This was primarily due to an over-draft protection plan program implemented by the Bank during the fiscal year. Other noninterest income increased \$16,000 to \$609,000, primarily due to increased fee income on electronic payments and higher fee income on loan products. The single largest item in other noninterest income is earnings from bank owned life insurance of \$236,000.



*Noninterest Expense.*

Noninterest expense increased by \$449,000 or 6.79% to \$7.063 million for the year ended June 30, 2008 from \$6.614 million for the year ended June 30, 2007. This increase was primarily due to increases in salaries and benefits of \$348,000, consulting fees of \$37,000 and advertising expense of \$46,000. The increase in salaries and benefits was due to normal pay raises. Consulting fees increased due to the use of market analysis and product development firms during the fiscal year. Advertising expenses were higher due to increased promotion of deposit products. Other categories of noninterest expense showed modest changes.

*Income Tax Expense.*

Eagle's income tax expense was \$662,000 for the year ended June 30, 2008, compared to \$554,000 for the year ended June 30, 2007. The effective tax rate for the year ended June 30, 2008 was 23.9% as opposed to 23.8% for the year ended June 30, 2007.

**Liquidity and Capital Resources**

The company's subsidiary, American Federal Savings Bank, is required to maintain minimum levels of liquid assets as defined by the Office of Thrift Supervision (OTS) regulations. The OTS has eliminated the statutory requirement based upon a percentage of deposits and short-term borrowings. The OTS states that the liquidity requirement is retained for safety and soundness purposes, and that appropriate levels of liquidity will depend upon the types of activities in which the company engages. For internal reporting purposes, the Bank uses the previous regulatory definitions of liquidity. The Bank's average liquidity ratio average was 9.25% and 9.93% for the months ended June 30, 2008 and 2007, respectively. The liquidity ratio declined due to an increase in the loan portfolio (funded by other borrowings) while the investment portfolio and deposits showed smaller increases.

The Bank's primary sources of funds are deposits, repayment of loans and mortgage-backed securities, maturities of investments, funds provided from operations, advances from the Federal Home Loan Bank of Seattle and other borrowings. Scheduled repayments of loans and mortgage-backed 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.

Net cash provided by (used by) the Company's operating activities, which is primarily comprised of cash transactions affecting net income was \$(2.997) million for the year ended June 30, 2008 and \$2.885 million for the year ended June 30, 2007. The change was primarily a result of a increase in the amount of loans held for sale in 2007.

Net cash used in the Company's investing activities, which is primarily comprised of cash transactions from the investment securities and mortgage-backed securities portfolios and the loan portfolio, was \$28.934 million for the year ended June 30, 2008, and \$18.796 million for the year ended June 30, 2007. The increase in cash used was primarily due to more investment purchases in available-for-sale securities in 2008 compared to 2007.

Net cash provided by the Company's financing activities, which is primarily cash transactions from net increases in deposits and net Federal Home Loan Bank advances and other borrowings, totaled \$32.952 million for the year ended June 30, 2008, and \$16.109 million for the year ended June 30, 2007. This increase in cash provided was primarily due to the increase in FHLB borrowings in 2008.

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 our commitments to make loans and management's assessment of our ability to generate funds.

At March 31, 2008 (the most recent report available), the Bank's measure of sensitivity to interest rate movements, as measured by the OTS, decreased slightly from the previous quarter. The market value of the Bank's capital position has decreased slightly from the previous year. The Bank is well within the guidelines set forth by the Board of Directors for interest rate sensitivity.

As of June 30, 2008, the Bank's regulatory capital was in excess of all applicable regulatory requirements. At June 30, 2008, the Bank's tangible, core, and risk-based capital ratios amounted to 9.40%, 9.40%, and 13.43%, respectively, compared to regulatory requirements of 1.5%, 3.0%, and 8.0%, respectively.

### Impact of Inflation and Changing Prices

Our financial statements and the accompanying notes, which are found in Item 7, 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.

### Recent Accounting Pronouncements

In December 2003, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 46R, Consolidation of Variable Interest Entities an Interpretation of ARB No. 51 ( FIN 46R ). This Interpretation, which replaces FASB Interpretation No. 46, Consolidation of Variable Interest Entities , clarifies the application of Accounting Research Bulletin No. 51, Consolidated Financial Statements , for certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support.

On September 28, 2005, the Company issued trust-preferred securities through a wholly-owned subsidiary trust, further described in Note 9 of the audited financial statements. Under the provisions of FIN 46R, the Company accounts for its investment in the trust as an asset and its junior subordinated debentures as a liability. Additionally, the Company reports the dividends paid and received on the securities in the statement of income as interest income and expense. In February 2006, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 155, Accounting for Certain Hybrid Financial Instruments, an amendment of SFAS Statements No. 133 and 140. SFAS No. 155 improves financial reporting by eliminating the exemption from applying SFAS No. 133 to interests in securitized financial assets so that similar instruments are accounted for similarly regardless of the form of the instruments.

This statement also improves financial reporting by allowing a preparer to elect fair value measurement at acquisition, at issuance, or when a previously recognized financial instrument is subject to a remeasurement (new basis) event, on an instrument-by-instrument basis, in cases in which a derivative would otherwise have to be bifurcated. SFAS No. 155 is effective for all financial instruments acquired, issued, or subject to a remeasurement (new basis) event occurring after the beginning of the Company's first fiscal year that begins after September 15, 2006. The Company does not anticipate that the adoption of this new accounting principle will have a material effect on its financial position, results of operations or cash flows.

On March 17, 2006, the FASB issued SFAS No. 156, *Accounting for Servicing of Financial Assets, an amendment of SFAS No. 140*, which permits, but does not require, an entity to account for one or more classes of servicing rights (i.e., mortgage servicing rights, or MSR) at fair value, with the changes in fair value recorded in the Consolidated Statement of Income. Management is currently evaluating the impact and timing of the adoption of SFAS 156 on the Company's financial condition, results of operations and cash flows.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 clarifies the definition of exchange price as the price between market participants in an orderly transaction to sell an asset or transfer a liability in the market in which the reporting entity would transact for the asset or liability, that is, the principal or most advantageous market for the asset or liability. The changes to current practice resulting from the application of this statement relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years.

On February 15, 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. Subsequent changes in fair value of these financial assets and liabilities would be recognized in earnings when they occur. SFAS No. 159 further establishes certain additional disclosure requirements. SFAS No. 159 is effective for the Company's financial statements for the year beginning on July 1, 2008, with earlier adoption permitted.

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In June 2006, the FASB issued Interpretation No. 48 ( FIN 48 ), *Accounting for Uncertainty in Income Taxes*. FIN 48 provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. Any difference between the tax position taken in the tax return and the tax position recognized in the financial statements using the criteria above results in the recognition of a liability in the financial statements for the unrecognized benefit. Similarly, if a tax position fails to meet the more-likely-than-not recognition threshold, the benefit taken in tax return will also result in the recognition of a liability in the financial statements for the full amount of the unrecognized benefit.

FIN 48 will be effective for fiscal years beginning after December 15, 2006 (including the first interim period for calendar year companies) and the provisions of FIN 48 will be applied to all tax positions under SFAS No. 109 upon initial adoption. The cumulative effect of applying the provisions of this interpretation will be reported as an adjustment to the opening balance of retained earnings for that fiscal year. The Company does not anticipate that the adoption of this new accounting principle will have a material effect on its financial position, results of operations or cash flows.

In November 2007, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 109, *Written Loan Commitments Recorded at Fair Value Through Earnings* (SAB 109). SAB No. 109 supersedes SAB 105, *Application of Accounting Principles to Loan Commitments*, and indicates that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The guidance in SAB 109 is applied on a prospective basis to derivative loan commitments issued or modified in fiscal quarters beginning after December 15, 2007. SAB 109 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In March 2007, the FASB ratified Emerging Issues Task Force Issue No. 06-10 *Accounting for Collateral Assignment Split-Dollar Life Insurance Agreements* ( EITF 06-10 ). EITF 06-10 provides guidance for determining a liability for the postretirement benefit obligation as well as recognition and measurement of the associated asset on the basis of the terms of the collateral assignment agreement. EITF 06-10 is effective for fiscal years beginning after December 15, 2007. The Company is currently assessing the impact of EITF 06-10 on its consolidated financial position and results of operations.

On September 7, 2006, the Task Force reached a conclusion on Emerging Issues Task Force No. 06-5, *Accounting for Purchases of Life Insurance - Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance* ( EITF 06-5 ). The scope of EITF 06-5 consists of six separate issues relating to accounting for life insurance policies purchases by entities protecting against the loss of key persons. The six issues are clarifications of previously issued guidance on FASB Technical Bulletin No. 85-4. EITF 06-5 is effective for fiscal years beginning after December 15, 2006. The adoption of EITF 06-5 did not have a material impact on the Company's consolidated financial statements.

In September 2006, the FASB's Emerging Issues Task Force issued EITF Issue No 06-4, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split Dollar Life Insurance Arrangements* ( EITF 06-4 ). EITF 06-4 requires the recognition of a liability related to the postretirement benefits covered by an endorsement split-dollar life insurance arrangement. The consensus highlights that the employer (who is also the policyholder) has a liability for the benefit it is providing to its employee. As such, if the policyholder has agreed to maintain the insurance policy in force for the employee's benefit during his or her retirement, then the liability recognized during the employee's active service period should be based on the future cost of insurance to be incurred during the employee's retirement. Alternatively, if the policy holder has agreed to provide the employee with a death benefit, then the liability for the future death benefit should be recognized by following the guidance in SFAS No. 106 or Accounting Principles Board (APB) Opinion No. 12, as appropriate. For transition, an entity can choose to apply the guidance using either of the following approaches: (a) a change in accounting principle through retrospective application to all periods presented or (b) a change in accounting principle through a cumulative-effect adjustment to the balance in retained earnings at the beginning of the year of adoption. The disclosures are required in fiscal years beginning after December 15, 2007, with early adoption permitted. The Company does not believe that the implementation of this guidance will have a material impact on the Company's consolidated financial statements.

## Application of Critical Accounting Policies

There are a number of accounting estimates performed by the Company in preparing its financial statements. Some of the estimates are developed internally, while others are obtained from independent third parties. Examples of estimates using external sources are the fair market value of investment securities, fair value of mortgage servicing rights, deferred compensation, and appraised value of foreclosed properties. It is management's assertion that the external sources have access to resources, methodologies, and markets that provide adequate assurances that no material impact would occur due to changes in assumptions. The following accounting estimates are performed internally:

### *Allowance for Loan and Lease Losses (ALLL).*

Management applies its knowledge of current local economic and real estate market conditions, historical experience, loan portfolio composition, and the assessment of delinquent borrowers' situations, to determine the adequacy of its ALLL reserve. These factors are reviewed by the Bank's federal banking regulator and the Company's external auditors on a regular basis. The current level of the ALLL reserve is deemed to be more than adequate given the above factors, with no material impact expected due to a difference in the assumptions.

### *Deferred Loan Fees.*

Management applies time study and statistical analysis to determine loan origination costs to be capitalized under SFAS No. 91. The analysis is reviewed by the Company's external auditors for reasonableness. No material impact is expected if different assumptions are used, as many of our loans have a short duration.

### *Deferred Tax Assets.*

Management expects to realize the deferred tax assets due to the continued profitability of the Company.

### *Fair Value of Other Financial Instruments.*

Management uses an internal model to determine fair value for its loan portfolio and certificates of deposit. The assumptions entail spreads over the Treasury yield curve at appropriate maturity benchmarks. Assumptions incorporating different spreads would naturally deliver varying results; however, due to short-term nature of the loan portfolio and certificates of deposit, changes in the results would be mitigated. Currently, the fair value is only presented as footnote information, and changes due to new assumptions would not, in management's opinion, affect the reader's opinion of the Company's financial condition.

### *Economic Life of Fixed Assets.*

Management determines the useful life of its buildings, furniture, and equipment for depreciation purposes. These estimates are reviewed by the Company's external auditors for reasonableness. No material impact is expected if different assumptions were to be used.

## ITEM 7. FINANCIAL STATEMENTS.

Eagle Bancorp's audited financial statements, notes thereto, and auditor's reports are found immediately following Part III of this report.

## ITEM 8A. CONTROLS AND PROCEDURES

### Disclosure Controls and Procedures

We conducted an evaluation 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 Securities Exchange Act of 1934, as amended, or the Exchange Act, as of June 30, 2008, 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 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, management has concluded that as of June 30, 2008, our disclosure controls and procedures were effective.

**Management Annual Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our management conducted an assessment of the effectiveness of our internal control over financial reporting. This assessment was based upon the criteria for effective internal control over financial reporting established in *Internal Control - Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Company's internal control over financial reporting involves a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes the controls themselves, as well as monitoring of the controls and internal auditing practices and actions to correct deficiencies identified. Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements.

Management assessed the effectiveness of the Company's internal control over financial reporting as of June 30, 2008. Based on this assessment, management concluded that, as of June 30, 2008, the Company's internal control over financial reporting was effective.

**Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of the Securities and Exchange Act Rules 13a-15 or 15d-15 that occurred during the quarter ended June 30, 2008 that affected, or were reasonably likely to affect, the Company's internal control over financial reporting.

**ITEM 8B. OTHER INFORMATION**

None.

**PART III**

The information required by Items 9, 10, 11, 12 and 14 of this part is presented in the proxy statement issued by the Board of Directors in connection with the annual meeting of stockholders to be held October 16, 2008, which is hereby incorporated by reference into this annual report.

**Item 13. Exhibits.**

- A. (1) The following documents are filed as part of this report: The audited Consolidated Statements of Financial Condition of Eagle Bancorp and subsidiary as of June 30, 2008 and June 30, 2007 and the related Consolidated Statements of Income, Consolidated Statements of Changes in Stockholder Equity and Consolidated Statements of Cash Flows for the years then ended, together with the related notes and independent auditor's reports.
- (2) Schedules omitted as they are not applicable.
- B. Exhibits
- |      |      |  |
|------|------|--|
| *    | 2.1  | Amended and Restated Plan of Mutual Holding Company Reorganization and Stock Issuance  |
| *    | 3.1  | Charter of Eagle Bancorp   |
| *    | 3.2  | Bylaws of Eagle Bancorp  |
| *    | 4    | Form of Stock Certificate of Eagle Bancorp   |
| *    | 10.1 | Employee Stock Ownership Plan and Trust  |
| **   | 10.2 | Stock Plan   |
| ***  | 10.3 | Employment Contract of Peter J. Johnson  |
|      | 11   | Computation of per share earnings (incorporated by reference to Note 2 to Notes To Consolidated Statements of Financial Condition dated June 30, 2008)   |
| **** | 14   | Code of Ethics   |
|      | 21.1 | Subsidiaries of Registrant (incorporated by reference to Part I, Subsidiary Activity)  |
|      | 23.1 | Consent of Davis, Kinard & Co., P.C.   |
|      | 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 of the Sarbanes-Oxley Act of 2002.               |
|      | 31.2 | Certification by Clinton J. Morrison, Chief Financial Officer, pursuant to Rule 13a- 14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.            |
|      | 32.1 | Certification by Peter J. Johnson, Chief Executive Officer and Clinton J. Morrison, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
|      | 99   | Consolidated Statements of Financial Condition   |
- \* Incorporated by reference to the identically numbered exhibit of the Registration Statement on Form SB-2 (File No. 333-93077) filed with the SEC on December 20, 1999.
- \*\* Incorporated by reference to the proxy statement for 2000 Annual Meeting filed with the SEC on September 19, 2000.



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\*\*\* Incorporated by reference to the Form 8-K filed with the SEC on November 6, 2006.

\*\*\*\* Incorporated by reference to the Form 10-KSB filed with the SEC on September 16, 2004.

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant causes this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EAGLE BANCORP

/s/ Peter J. Johnson

Peter J. Johnson  
President & Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>Signatures</b>       | <b>Title</b>                                    | <b>Date</b> |
|-------------------------|---|-------------|
| /s/ Peter J. Johnson    | President & Chief Executive Officer             | 9/15/08     |
| Peter J. Johnson        | Director (Principal Executive Officer)          |             |
| /s/ Clinton J. Morrison | Senior Vice President and Chief                 | 9/15/08     |
| Clinton J. Morrison     | Financial Officer (Principal Financial Officer) |             |
| /s/ Larry A. Dreyer     | Chairman  | 9/15/08     |
| Larry A. Dreyer         |   |             |
| /s/ Don O. Campbell     | Vice Chairman                                   | 9/15/08     |
| Don O. Campbell         |   |             |
| /s/ Rick F. Hays        | Director  | 9/15/08     |
| Rick F. Hays            |   |             |
| /s/ Lynn E. Dickey      | Director  | 9/15/08     |
| Lynn E. Dickey          |   |             |
| /s/ James A. Maierle    | Director  | 9/15/08     |
| James A. Maierle        |   |             |
| /s/ Thomas J. McCarvel  | Director  | 9/15/08     |
| Thomas J. McCarvel      |   |             |



**AND SUBSIDIARY**

**CONSOLIDATED FINANCIAL  
STATEMENTS**

and

**REPORT OF INDEPENDENT  
REGISTERED PUBLIC  
ACCOUNTING FIRM**

June 30, 2008 and 2007

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**EAGLE BANCORP AND SUBSIDIARY**

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of  
**Eagle Bancorp and Subsidiary**

We have audited the accompanying consolidated statements of financial condition of **Eagle Bancorp and Subsidiary** as of June 30, 2008, and 2007 and the related consolidated statements of income, stockholders' equity and cash flows for years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the 2008 and 2007 financial statements referred to above present fairly, in all material respects, the financial position of **Eagle Bancorp and Subsidiary** as of June 30, 2008 and 2007, and the results of its operations and its cash flows for years then ended in conformity with accounting principles generally accepted in the United States of America.

**DAVIS, KINARD & CO., P.C.**

Abilene, Texas  
July 31, 2008

**EAGLE BANCORP AND SUBSIDIARY**  
Consolidated Statements of Financial Condition  
June 30, 2008 and 2007  
(Dollars in Thousands, Except for Per Share Data)

|   | 2008       | 2007       |
|---|------------|------------|
| <b>Assets</b>   |            |            |
| Cash and due from banks   | \$ 3,541   | \$ 2,709   |
| Interest bearing deposits in banks  | 549        | 360        |
| Cash and cash equivalents   | 4,090      | 3,069      |
| Securities available for sale   | 78,417     | 64,774     |
| Securities held to maturity (fair value approximates \$708 in 2008 and \$930 in 2007)   | 697        | 921        |
| Preferred stock - SFAS 159  | 1,321      |            |
| FHLB stock restricted, at cost  | 1,715      | 1,315      |
| Investment in Eagle Bancorp Statutory Trust I   | 155        | 155        |
| Mortgage loans held for sale  | 7,370      | 1,175      |
| Loans receivable, net of deferred loan fees and allowance for loan losses of \$300 in 2008 and \$518 in 2007  | 168,149    | 158,140    |
| Accrued interest and dividend receivable  | 1,426      | 1,333      |
| Mortgage servicing rights, net  | 1,652      | 1,628      |
| Premises and equipment, net   | 8,080      | 5,806      |
| Cash surrender value of life insurance  | 6,285      | 5,764      |
| Other assets  | 550        | 606        |
|   | \$ 279,907 | \$ 244,686 |
| <b>Liabilities and Shareholders Equity</b>  |            |            |
| Noninterest bearing   | \$ 14,617  | \$ 13,694  |
| Interest bearing  | 164,234    | 165,953    |
| Total deposits  | 178,851    | 179,647    |
| Accrued expenses and other liabilities  | 2,045      | 1,996      |
| Federal funds purchased   | 3,000      | 3,800      |
| FHLB advances and other borrowings  | 65,222     | 30,000     |
| Subordinated debentures   | 5,155      | 5,155      |
| Total liabilities   | 254,273    | 220,598    |
| <b>Shareholders equity</b>  |            |            |
| Preferred stock, no par value; 1,000,000 shares authorized, no shares issued or outstanding   |            |            |
| Common stock, \$0.01 par value; 9,000,000 shares authorized, 1,223,572 shares issued; 1,076,072 and 1,084,357 shares outstanding in 2008 and 2007, respectively | 12         | 12         |
| Capital surplus   | 4,487      | 4,387      |
| Unallocated common stock held by ESOP   | (55)       | (92)       |
| Treasury stock, at cost   | (5,013)    | (4,759)    |
| Retained earnings   | 27,025     | 25,448     |
| Net accumulated other comprehensive loss  | (822)      | (908)      |
| Total shareholders equity   | 25,634     | 24,088     |

\$ 279,907 \$ 244,686

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



**EAGLE BANCORP AND SUBSIDIARY**  
Consolidated Statements of Income  
Years Ended June 30, 2008 and 2007  
(Dollars in Thousands, Except for Per Share Data)

|  | 2008          | 2007          |
|--|---------------|---------------|
| <b>Interest and dividend income</b>                                |               |               |
| Loans, including fees  | \$ 10,905     | \$ 9,731      |
| Available for sale securities                                      | 3,071         | 2,811         |
| Held to maturity securities  | 34            | 43            |
| Trust preferred securities   | 9             | 9             |
| Federal Home Loan Bank stock dividends                             | 16            | 7             |
| Deposits with banks  | 63            | 50            |
| <b>Total interest income</b>                                       | <b>14,098</b> | <b>12,651</b> |
| <b>Interest expense</b>  |               |               |
| Deposits   | 4,387         | 4,191         |
| FHLB advances and other borrowings                                 | 1,966         | 1,466         |
| Subordinated debentures  | 309           | 309           |
| <b>Total interest expense</b>                                      | <b>6,662</b>  | <b>5,966</b>  |
| <b>Net interest income</b>   | <b>7,436</b>  | <b>6,685</b>  |
| Credit for loan losses   | (175)         |               |
| <b>Net interest income after provision for loan losses</b>         | <b>7,611</b>  | <b>6,685</b>  |
| <b>Noninterest income</b>  |               |               |
| Service charges on deposit accounts                                | 711           | 496           |
| Net gain on sale of loans  | 801           | 643           |
| Mortgage loan service fees   | 542           | 533           |
| Net realized gain (loss) on sales of available for sale securities | 72            | (4)           |
| Net loss on preferred stock - SFAS 159                             | (511)         |               |
| Other income   | 609           | 593           |
| <b>Total noninterest income</b>                                    | <b>2,224</b>  | <b>2,261</b>  |
| <b>Noninterest expenses</b>  |               |               |
| Salaries and employee benefits                                     | 3,965         | 3,617         |
| Occupancy and equipment expense                                    | 818           | 824           |
| Data processing  | 297           | 286           |
| Advertising  | 293           | 247           |
| Amortization of mortgage servicing rights                          | 313           | 305           |
| Federal insurance premiums   | 20            | 21            |
| Postage  | 99            | 86            |
| Legal, accounting, and examination fees                            | 220           | 232           |
| Consulting fees  | 116           | 79            |
| ATM processing   | 56            | 49            |
| Other expense  | 866           | 868           |
| <b>Total noninterest expenses</b>                                  | <b>7,063</b>  | <b>6,614</b>  |
| <b>Income before income taxes</b>                                  | <b>2,772</b>  | <b>2,332</b>  |

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|                            |          |          |
|----------------------------|----------|----------|
| Income tax expense         | 662      | 554      |
| <b>Net income</b>          | \$ 2,110 | \$ 1,778 |
| Basic earnings per share   | \$ 1.97  | \$ 1.66  |
| Diluted earnings per share | \$ 1.74  | \$ 1.47  |

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

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**EAGLE BANCORP AND SUBSIDIARY**  
 Consolidated Statements of Changes in Stockholders' Equity  
 Years Ended June 30, 2008 and 2007  
 (Dollars in Thousands, Except for Per Share Data)

|  | Preferred<br>Stock | Common<br>Stock | Additional<br>Paid-In<br>Capital | Unallocated<br>ESOP<br>Shares | Treasury<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Loss | Total     |
|--|--------------------|-----------------|----------------------------------|-------------------------------|-------------------|----------------------|---|-----------|
| <b>Balance at July 1, 2006</b>   | \$                 | \$ 12           | \$ 4,274                         | \$ (129)                      | \$ (4,521)        | \$ 24,056            | \$ (1,147)                                    | \$ 22,545 |
| Net income   |                    |                 |                                  |                               |                   | 1,778                |   | 1,778     |
| Change in net unrealized<br>depreciation on available<br>for sale securities and cash<br>flow hedges, net  |                    |                 |                                  |                               |                   |                      | 239   | 239       |
| Total comprehensive<br>income  |                    |                 |                                  |                               |                   |                      |   | 2,017     |
| Dividends paid (\$.88 per<br>share)  |                    |                 |                                  |                               |                   | (386)                |   | (386)     |
| Treasury stock purchased<br>(3,100 shares @ \$31.90;<br>1,056 shares @ \$32.00;<br>1,000 shares @ \$32.60;<br>1,200 shares @ \$33.00;<br>1,000 shares @ \$33.00; |                    |                 |                                  |                               | (238)             |                      |   | (238)     |
| ESOP shares allocated or<br>committed to be released<br>for allocation (4,600)<br>shares   |                    |                 | 113                              | 37                            |                   |                      |   | 150       |
| <b>Balance at June 30, 2007</b>  |                    | 12              | 4,387                            | (92)                          | (4,759)           | 25,448               | (908)   | 24,088    |
| Net income   |                    |                 |                                  |                               |                   | 2,110                |   | 2,110     |
| Change in net unrealized<br>depreciation on available<br>for sale securities and cash<br>flow hedges, net  |                    |                 |                                  |                               |                   |                      | 86  | 86        |
|  |                    |                 |                                  |                               |                   |                      |   | 2,196     |

|  |    |    |     |    |       |    |       |    |         |    |        |    |       |    |        |
|--|----|----|-----|----|-------|----|-------|----|---------|----|--------|----|-------|----|--------|
| Total comprehensive income   |    |    |     |    |       |    |       |    |         |    |        |    |       |    |        |
| SFAS 159 Adjustment  |    |    |     |    | (118) |    | (118) |    |         |    |        |    |       |    |        |
| Dividends paid (\$.96 per share)   |    |    |     |    |       |    |       |    |         |    |        |    |       |    |        |
|  |    |    |     |    | (415) |    | (415) |    |         |    |        |    |       |    |        |
| Treasury stock purchased<br>(1,250 shares @ \$33.00;<br>3,285 shares @ \$32.75;<br>1,000 shares @ \$27.25;<br>750 shares @ \$28.25; 2,000<br>shares @ \$28.25; |    |    |     |    |       |    |       |    |         |    |        |    |       |    |        |
|  |    |    |     |    | (254) |    | (254) |    |         |    |        |    |       |    |        |
| ESOP shares allocated or<br>committed to be released<br>for allocation (4,600)<br>shares   |    |    |     |    |       |    |       |    |         |    |        |    |       |    |        |
|  |    |    | 100 | 37 |       |    | 137   |    |         |    |        |    |       |    |        |
| <b>Balance at June 30, 2008</b>  | \$ | \$ | 12  | \$ | 4,487 | \$ | (55)  | \$ | (5,013) | \$ | 27,025 | \$ | (822) | \$ | 25,634 |

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

**EAGLE BANCORP AND SUBSIDIARY**  
Consolidated Statements of Cash Flows  
Years Ended June 30, 2008 and 2007  
(Dollars in Thousands, Except for Per Share Data)

|  | 2008            | 2007            |
|--|-----------------|-----------------|
| <b>Cash flows from operating activities</b>                                      |                 |                 |
| Net income   | \$ 2,110        | \$ 1,778        |
| Adjustments to reconcile net income to net cash provided by operating activities |                 |                 |
| Provision for mortgage servicing rights valuation losses                         |                 |                 |
| Credit for loan losses   | (175)           |                 |
| Depreciation   | 459             | 482             |
| Net amortization of securities   | 234             | 503             |
| Amortization of capitalized mortgage servicing rights                            | 313             | 305             |
| Net gain on sale of loans  | (801)           | (643)           |
| Net realized (gain) loss on sales of available for sale securities               | (72)            | 4               |
| Net realized loss on preferred stock - SFAS 159                                  | 511             |                 |
| Net loss on sale of fixed assets   | 3               |                 |
| Appreciation in cash surrender value of life insurance, net                      | (222)           | (191)           |
| Net change in  |                 |                 |
| Loans held for sale  | (5,366)         | 387             |
| Accrued interest receivable  | (95)            | (119)           |
| Other assets   | 414             | 210             |
| Accrued expenses and other liabilities   | (311)           | 169             |
| Net cash (used in) provided by operating activities                              | (2,998)         | 2,885           |
| <b>Cash flows from investing activities</b>                                      |                 |                 |
| Activity in available for sale securities  |                 |                 |
| Sales  | 4,852           | 5,122           |
| Maturities, prepayments and calls  | 15,778          | 16,097          |
| Purchases  | (36,176)        | (21,936)        |
| Activity in held to maturity securities  |                 |                 |
| Maturities, prepayments and calls  | 224             | 111             |
| FHLB stock purchased   | (400)           |                 |
| Loan originations and principal collections, net                                 | (10,175)        | (17,522)        |
| Purchase of bank owned life insurance  | (300)           | (342)           |
| Proceeds from sale of equipment  | 9               |                 |
| Additions to premises and equipment  | (2,746)         | (326)           |
| Net cash used in investing activities  | (28,934)        | (18,796)        |
| <b>Cash flows from financing activities</b>                                      |                 |                 |
| Net increase in deposits   | (800)           | 5,305           |
| Net change in federal funds purchased  | (800)           | 3,800           |
| Net change in advances from the FHLB and other borrowings                        | 35,222          | 7,628           |
| Purchase of treasury stock, at cost  | (254)           | (238)           |
| Dividends paid   | (415)           | (386)           |
| Net cash provided by financing activities  | 32,953          | 16,109          |
| <b>Net change in cash and cash equivalents</b>                                   | <b>1,021</b>    | <b>198</b>      |
| Cash and cash equivalents at beginning of year                                   | 3,069           | 2,871           |
| <b>Cash and cash equivalents at end of year</b>                                  | <b>\$ 4,090</b> | <b>\$ 3,069</b> |

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

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies**

*Nature of Operations*

Eagle Bancorp was organized in 2000 as the majority-owned subsidiary of Eagle Financial, MHC, ( the Mutual Holding Company ) and the sole parent of American Federal Savings Bank ( the Bank ). Collectively, Eagle Bancorp and the Bank are referred to herein as the Company.

The Bank is a federally chartered savings bank subject to the regulations of the Office of Thrift Supervision ( OTS ). The Bank is a member of the Federal Home Loan Bank System and its deposit accounts are insured to the applicable limits by the Federal Deposit Insurance Corporation ( FDIC ).

The Bank is headquartered in Helena, Montana, and operates additional branches in Butte, Bozeman, and Townsend, Montana. The Bank's market area is concentrated in south central Montana, to which it primarily offers commercial, residential, and consumer loans. The Bank's principal business is accepting deposits and, together with funds generated from operations and borrowings, investing in various types of loans and securities.

*Principles of Consolidation*

The consolidated financial statements include the accounts of Eagle Bancorp and the Bank. All significant intercompany transactions and balances have been eliminated in consolidation.

*Use of Estimates*

In preparing financial statements in conformity with U.S. generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, mortgage servicing rights, and the valuation of foreclosed assets. In connection with the determination of the estimated losses on loans, foreclosed assets, valuation of deferred tax assets and mortgage servicing rights management obtains independent appraisals and valuations.

*Significant Group Concentrations of Credit Risk*

Most of the Company's business activity is with customers located within the south-central Montana area. Note 3 discusses the types of securities that the Company invests in. Note 4 discusses the types of lending that the Company engages in. The Company does not have any significant concentrations to any one industry or customer.

The Company carries certain assets with other financial institutions which are subject to credit risk by the amount such assets exceed federal deposit insurance limits. At June 30, 2008 and June 30, 2007, no account balances were held with correspondent banks that were in excess of FDIC insured levels. Also, from time to time, the Company is due amounts in excess of FDIC insurance limits for checks and transit items. Management monitors the financial stability of correspondent banks and considers amounts advanced in excess of FDIC insurance limits to present no significant additional risk to the Company.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Cash and Cash Equivalents***

For the purpose of presentation in the consolidated statements of cash flows, cash and cash equivalents are defined as those amounts included in the balance sheet captions cash and due from banks, and interest-bearing deposits in banks, all of which mature within ninety days.

The Bank is required to maintain a reserve balance with the Federal Reserve Bank. The Bank properly maintained amounts in excess of required reserves of \$50,000 and \$391,000 as of June 30, 2008 and 2007, respectively.

***Investment Securities***

The Company designates debt and equity securities as held-to-maturity, available-for-sale, or trading.

*Held-to-maturity* Debt investment securities that management has the positive intent and ability to hold until maturity are classified as held-to-maturity and are carried at their remaining unpaid principal balance, net of unamortized premiums or unaccreted discounts. Premiums are amortized and discounts are accreted using the interest method over the period remaining until maturity.

*Available-for-sale* Investment securities that will be held for indefinite periods of time, including securities that may be sold in response to changes in market interest or prepayment rates, need for liquidity, and changes in the availability of and the yield of alternative investments, are classified as available-for-sale. These assets are carried at fair value. Unrealized gains and losses, net of tax, are reported as other comprehensive income. Gains and losses on the sale of available-for-sale securities are recorded on the trade date and determined using the specific identification method.

Declines in the fair value of individual held-to-maturity and available-for-sale securities below their cost that are other than temporary are recognized by write-downs of the individual securities to their fair value. Such write-downs would be included in earnings as realized losses.

*Trading* No investment securities were designated as trading at June 30, 2008 and 2007.

*Securities SFAS 159* Beginning fiscal year, July 1, 2007 the Company elected to account for its preferred stock under SFAS No. 159, which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. Subsequent changes in fair value of these assets are recognized in earnings when incurred. On July 1, 2007 a charge to retained earnings for \$118,000 was recorded in accordance with the implementation of SFAS No. 159 to record the unrealized loss (net of taxes) on preferred stock at that date.



**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Federal Home Loan Bank Stock***

The Company's investment in Federal Home Loan Bank ( FHLB ) stock is a restricted investment carried at cost (\$100 per share par value), which approximates its fair value. As a member of the FHLB system, the Company is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding FHLB advances. The Company may request redemption at par value of any stock in excess of the amount it is required to hold. Stock redemptions are made at the discretion of the FHLB. The FHLB redeemed no shares during the years ended June 30, 2008 and 2007.

***Mortgage Loans Held-for-Sale***

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated market value, determined in aggregate, plus the fair value of associated derivative financial instruments. Net unrealized losses, if any, are recognized in a valuation allowance by a charge to income.

***Loans***

The Company grants mortgage, commercial and consumer loans to customers. A substantial portion of the loan portfolio is represented by mortgage loans in south central Montana. The ability of the Company's debtors to honor their contracts is dependent upon the general economic conditions in this area.

Loans receivable that management has the intent and ability to hold until maturity are reported at the outstanding principal balance adjusted for any charge-offs, allowance for loan losses, and any deferred fees or costs on originated loans and unamortized premiums or unaccreted discounts on purchased loans. Loan origination fees, net of certain direct origination costs are deferred and amortized over the contractual life of the loan, as an adjustment of the yield, using the interest method.

The accrual of interest on loans is discontinued at the time the loan is 90 days delinquent unless the credit is well secured and in process of collection. Personal loans are typically charged off no later than 180 days past due. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

***Allowance for Loan Losses***

The allowance for loans losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revisions as more information becomes available.

The allowance consists of specific, general and unallocated components. For such loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all the circumstances surrounding the loan and the borrower, including the length of delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer and residential loans for impairment disclosures, unless such loans are subject of a restructuring agreement.

***Mortgage Servicing Rights***

Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Generally, purchased servicing rights are capitalized at the cost to acquire the rights. For sales of mortgage loans, a portion of the cost of originating the loan is allocated to the servicing right based on relative fair value. Fair value is based on a market price valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Mortgage Servicing Rights - continued***

Servicing assets are evaluated for impairment based upon the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights into tranches based on predominant characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual tranche, to the extent that the fair value is less than the capitalized amount for the tranches. If the Bank later determines that all or a portion of the impairment no longer exists for a particular tranche, a reduction of the allowance may be recorded as an increase to income. Capitalized servicing rights are reported in other assets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets.

Servicing fee income is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

***Cash Surrender Value of Life Insurance***

Life insurance policies are initially recorded at cost at the date of purchase. Subsequent to purchase, the policies are periodically adjusted for fair value. The adjustment to fair value increases or decreases the carrying value of the policies and is recorded as an income or expense on the consolidated statement of income. For the years ended June 30, 2008 and 2007 there were no adjustments to fair value that were outside the normal appreciation in cash surrender value.

***Foreclosed Assets***

Assets acquired through, or in lieu of, loan foreclosure are initially recorded at the lower of the Company's carrying amount or fair value less estimated selling cost at the date of foreclosure. All write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, property held for sale is carried at the lower of the new cost basis or fair value less cost to sell. Impairment losses on property to be held and used are measured as the amount by which the carrying amount of a property exceeds its fair value. Costs of significant property improvements are capitalized, whereas costs relating to holding property are expensed. Valuations are periodically performed by management, and any subsequent write-downs are recorded as a charge to operations, if necessary, to reduce the carrying value of a property to the lower of its cost or fair value less cost to sell.

***Premises and Equipment***

Land is carried at cost. Property and equipment is recorded at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the expected useful lives of the assets, ranging from 3 to 35 years. The costs of maintenance and repairs are expensed as incurred, while major expenditures for renewals and betterments are capitalized.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Income Taxes***

Income taxes are accounted for under the asset and liability method. Accordingly, deferred taxes are recognized for the estimated future tax effects attributable to temporary differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax laws or rates is recognized in income tax expense in the period that includes the enactment date of the change. A deferred tax liability is recognized for all temporary differences that will result in future taxable income. A deferred tax asset is recognized for all temporary differences that will result in future tax deductions, subject to reduction of the asset by a valuation allowance in certain circumstances. This valuation allowance is recognized if, based on an analysis of available evidence, management determines that it is more likely than not that some portion or all of the deferred tax asset will not be realized. The valuation allowance is subject to ongoing adjustment based on changes in circumstances that affect management's judgment about the realizability of the deferred tax asset. Adjustments to increase or decrease the valuation allowance are charged or credited, respectively, to income tax expense.

***Treasury Stock***

Treasury stock is accounted for on the cost method and consists of 147,500 shares in 2008 and 139,215 shares in 2007.

***Advertising Costs***

The Company expenses advertising costs as they are incurred. Advertising costs were approximately \$293,000 and \$247,000 for the years ended June 30, 2008 and 2007, respectively.

***Employee Stock Ownership Plan***

Compensation expense recognized for the Company's ESOP equals the fair value of shares that have been allocated or committed to be released for allocation to participants. Any difference between the fair value of the shares at the time and the ESOP's original acquisition cost is charged or credited to stockholders' equity (capital surplus). The cost of ESOP shares that have not yet been allocated or committed to be released is deducted from stockholders' equity.

***Earnings Per Share***

Basic earnings per share (EPS) is calculated by dividing net income by the weighted average number of common shares outstanding for the period. Diluted EPS is calculated by dividing net income by the weighted average number of common shares used to compute basic EPS plus the incremental amount of potential common stock determined by the treasury stock method. For purposes of computing EPS, outstanding common shares include all shares issued to the Mutual Holding Company but exclude ESOP shares that have not been allocated or committed to be released for allocation to participants.

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Financial Instruments***

All derivative financial instruments that qualify for hedge accounting are recognized in the financial statements and measured at fair value regardless of the purpose or intent for holding them. Changes in the fair value of derivative financial instruments used as cash flow hedges are recognized as a component of comprehensive income. At June 30, 2008 and 2007, the Company was holding forward delivery commitments that qualify as derivative financial instruments.

The carrying value of the Company's financial instruments approximates fair value. The fair value of the Company's financial instruments is generally determined by a third party's valuation of the underlying asset.

***Recent Accounting Pronouncements***

In December 2003, the Financial Accounting Standards Board ( FASB ) issued FASB Interpretation No. 46R, Consolidation of Variable Interest Entities an Interpretation of ARB No. 51 ( FIN 46R ). This Interpretation, which replaces FASB Interpretation No. 46, Consolidation of Variable Interest Entities , clarifies the application of Accounting Research Bulletin No. 51,

Consolidated Financial Statements , for certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support.

On September 28, 2005, the Company issued trust-preferred securities through a wholly-owned subsidiary trust, further described in Note 9. Under the provisions of FIN 46R, the Company accounts for its investment in the trust as an asset and its junior subordinated debentures as a liability. Additionally, the Company reports the dividends paid and received on the securities in the statement of income as interest income and expense.

In February 2006, the FASB issued Statement of Financial Accounting Standards ( SFAS ) No. 155, *Accounting for Certain Hybrid Financial Instruments, an amendment of FASB Statements No. 133 and 140*. SFAS No. 155 improves financial reporting by eliminating the exemption from applying SFAS No. 133 to interests in securitized financial assets so that similar instruments are accounted for similarly regardless of the form of the instruments. This statement also improves financial reporting by allowing a preparer to elect fair value measurement at acquisition, at issuance, or when a previously recognized financial instrument is subject to a remeasurement (new basis) event, on an instrument-by-instrument basis, in cases in which a derivative would otherwise have to be bifurcated. SFAS No. 155 is effective for all financial instruments acquired, issued, or subject to a remeasurement (new basis) event occurring after the beginning of the Company's first fiscal year that begins after September 15, 2006. The Company does not anticipate that the adoption of this new accounting principle will have a material effect on its financial position, results of operations or cash flows.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Recent Accounting Pronouncements - continued***

On March 17, 2006, the FASB issued SFAS No. 156, *Accounting for Servicing of Financial Assets, an amendment of SFAS No. 140*, which permits, but does not require, an entity to account for one or more classes of servicing rights (i.e., mortgage servicing rights, or MSRs) at fair value, with the changes in fair value recorded in the Consolidated Statement of Income. Management is currently evaluating the impact and timing of the adoption of SFAS 156 on the Company's financial condition, results of operations and cash flows.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS No. 157 establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 clarifies the definition of exchange price as the price between market participants in an orderly transaction to sell an asset or transfer a liability in the market in which the reporting entity would transact for the asset or liability, that is, the principal or most advantageous market for the asset or liability. The changes to current practice resulting from the application of this statement relate to the definition of fair value, the methods used to measure fair value, and the expanded disclosures about fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. The Company does not anticipate that the adoption of this new accounting principle will have a material effect on its financial position, results of operations or cash flows.

On February 15, 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*, which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. Subsequent changes in fair value of these financial assets and liabilities would be recognized in earnings when they occur. SFAS No. 159 further establishes certain additional disclosure requirements. SFAS No. 159 is effective for the Company's financial statements for the year beginning on July 1, 2007, with earlier adoption permitted.

In June 2006, the FASB issued Interpretation No. 48 ( FIN 48 ), *Accounting for Uncertainty in Income Taxes*. FIN 48 provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in an enterprise's financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 requires an entity to recognize the financial statement impact of a tax position when it is more likely than not that the position will be sustained upon examination. If the tax position meets the more-likely-than-not recognition threshold, the tax effect is recognized at the largest amount of the benefit that is greater than 50% likely of being realized upon ultimate settlement. Any difference between the tax position taken in the tax return and the tax position recognized in the financial statements using the criteria above results in the recognition of a liability in the financial statements for the unrecognized benefit. Similarly, if a tax position fails to meet the more-likely-than-not recognition threshold, the benefit taken in tax return will also result in the recognition of a liability in the financial statements for the full amount of the unrecognized benefit.

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued**

***Recent Accounting Pronouncements - continued***

FIN 48 was effective for fiscal years that began after December 15, 2006 (including the first interim period for calendar year companies) and the provisions of FIN 48 were applied to all tax positions under SFAS No. 109 upon initial adoption. The cumulative effect of applying the provisions of this interpretation were reported as an adjustment to the opening balance of retained earnings for that fiscal year. The adoption of this new accounting principle did not have a material effect on its financial position, results of operations or cash flows.

In November 2007, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 109, *Written Loan Commitments Recorded at Fair Value Through Earnings* (SAB 109). SAB No. 109 supersedes SAB 105, *Application of Accounting Principles to Loan Commitments*, and indicates that the expected net future cash flows related to the associated servicing of the loan should be included in the measurement of all written loan commitments that are accounted for at fair value through earnings. The guidance in SAB 109 is applied on a prospective basis to derivative loan commitments issued or modified in fiscal quarters beginning after December 15, 2007. SAB 109 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

In March 2007, the FASB ratified Emerging Issues Task Force Issue No. 06-10 *Accounting for Collateral Assignment Split-Dollar Life Insurance Agreements* (EITF 06-10). EITF 06-10 provides guidance for determining a liability for the postretirement benefit obligation as well as recognition and measurement of the associated asset on the basis of the terms of the collateral assignment agreement. EITF 06-10 is effective for fiscal years beginning after December 15, 2007. The Company is currently assessing the impact of EITF 06-10 on its consolidated financial position and results of operations.

On September 7, 2006, the Task Force reached a conclusion on Emerging Issues Task Force No. 06-5, *Accounting for Purchases of Life Insurance - Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4, Accounting for Purchases of Life Insurance* (EITF 06-5). The scope of EITF 06-5 consists of six separate issues relating to accounting for life insurance policies purchases by entities protecting against the loss of key persons. The six issues are clarifications of previously issued guidance on FASB Technical Bulletin No. 85-4. EITF 06-5 is effective for fiscal years beginning after December 15, 2006. The adoption of EITF 06-5 did not have a material impact on the Company's consolidated financial statements.

In September 2006, the FASB's Emerging Issues Task Force issued EITF Issue No 06-4, *Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split Dollar Life Insurance Arrangements* (EITF 06-4). EITF 06-4 requires the recognition of a liability related to the postretirement benefits covered by an endorsement split-dollar life insurance arrangement. The consensus highlights that the employer (who is also the policyholder) has a liability for the benefit it is providing to its employee. As such, if the policyholder has agreed to maintain the insurance policy in force for the employee's benefit during his or her retirement, then the liability recognized during the employee's active service period should be based on the future cost of insurance to be incurred during the employee's retirement.

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 1: Summary of Significant Accounting Policies continued*****Recent Accounting Pronouncements - continued***

Alternatively, if the policy holder has agreed to provide the employee with a death benefit, then the liability for the future death benefit should be recognized by following the guidance in SFAS No. 106 or Accounting Principles Board (APB) Opinion No. 12, as appropriate. For transition, an entity can choose to apply the guidance using either of the following approaches: (a) a change in accounting principle through retrospective application to all periods presented or (b) a change in accounting principle through a cumulative-effect adjustment to the balance in retained earnings at the beginning of the year of adoption. The disclosures are required in fiscal years beginning after December 15, 2007, with early adoption permitted. The Company does not believe that the implementation of this guidance will have a material impact on the Company's consolidated financial statements.

***Reclassifications***

Certain 2007 amounts have been reclassified to conform to the 2008 presentation.

**NOTE 2: Earnings Per Share**

The following table sets forth the computation of basic and diluted earnings per share for the years ended June 30:

| <i>(In Thousands)</i>   | <b>2008</b> | <b>2007</b> |
|---|-------------|-------------|
| Weighted average shares outstanding during the year on which basic earnings per share is calculated | 1,071       | 1,073       |
| Add: weighted average of stock held in treasury   | 143         | 137         |
| Average outstanding shares on which diluted earnings per share is calculated                        | 1,214       | 1,210       |
| Net income applicable to common stockholders  | \$ 2,110    | \$ 1,778    |
| Basic earnings per share  | \$ 1.97     | \$ 1.66     |
| Diluted earnings per share  | \$ 1.74     | \$ 1.47     |

**NOTE 3: Securities**

The Company's investment policy requires that the Company purchase only high-grade investment securities. Municipal obligations are categorized as AAA or better by a nationally recognized statistical rating organization. These ratings are achieved because the securities are backed by the full faith and credit of the municipality and also supported by third-party credit insurance policies. Mortgage backed securities and collateralized mortgage obligations are issued by government sponsored corporations, including Federal Home Loan Mortgage Corporation, Fannie Mae, and the Guaranteed National Mortgage Association. The amortized cost and estimated fair values of securities, together with unrealized gains and losses, are as follows:



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**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 3: Securities continued**

| <b>June 30, 2008</b>                |                           |                                       |  |                                       |
|-------------------------------------|---------------------------|---------------------------------------|--|---------------------------------------|
| <i>(Dollars in Thousands)</i>       | <b>Amortized<br/>Cost</b> | <b>Gross<br/>Unrealized<br/>Gains</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Estimated<br/>Market<br/>Value</b> |
| <b><u>Available for Sale</u></b>    |                           |                                       |  |                                       |
| U.S. Government and agency          | \$ 2,242                  | \$ 6                                  | \$ (16)                                | \$ 2,232                              |
| Municipal obligations               | 22,790                    | 60                                    | (660)                                  | 22,190                                |
| Corporate obligations               | 12,811                    | 53                                    | (142)                                  | 12,722                                |
| Mortgage-backed securities          | 13,135                    | 8                                     | (127)                                  | 13,016                                |
| CMOs                                | 28,580                    | 36                                    | (392)                                  | 28,224                                |
| Common Stock                        | 82                        |                                       | (49)                                   | 33                                    |
| <br>                                |                           |                                       |  |                                       |
| Total securities available for sale | \$ 79,640                 | \$ 163                                | \$ (1,386)                             | \$ 78,417                             |

|                                   |        |       |    |        |
|-----------------------------------|--------|-------|----|--------|
| <b><u>Held to Maturity</u></b>    |        |       |    |        |
| Municipal obligations             | \$ 675 | \$ 11 | \$ | \$ 686 |
| Mortgage-backed securities        | 22     |       |    | 22     |
| <br>                              |        |       |    |        |
| Total securities held to maturity | \$ 697 | \$ 11 | \$ | \$ 708 |

| <b>June 30, 2007</b>                |                           |                                       |  |                                       |
|-------------------------------------|---------------------------|---------------------------------------|--|---------------------------------------|
| <i>(Dollars in Thousands)</i>       | <b>Amortized<br/>Cost</b> | <b>Gross<br/>Unrealized<br/>Gains</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Estimated<br/>Market<br/>Value</b> |
| <b><u>Available for Sale</u></b>    |                           |                                       |  |                                       |
| U.S. Government and agency          | \$ 3,690                  | \$ 5                                  | \$ (52)                                | \$ 3,643                              |
| Municipal obligations               | 21,198                    | 58                                    | (528)                                  | 20,728                                |
| Corporate obligations               | 13,847                    |                                       | (224)                                  | 13,623                                |
| Mortgage-backed securities          | 8,107                     | 3                                     | (238)                                  | 7,872                                 |
| CMOs                                | 17,408                    | 4                                     | (337)                                  | 17,075                                |
| Corporate preferred stock           | 2,000                     |                                       | (167)                                  | 1,833                                 |
| <br>                                |                           |                                       |  |                                       |
| Total securities available for sale | \$ 66,250                 | \$ 70                                 | \$ (1,546)                             | \$ 64,774                             |

|                                |        |      |    |        |
|--------------------------------|--------|------|----|--------|
| <b><u>Held to Maturity</u></b> |        |      |    |        |
| Municipal obligations          | \$ 826 | \$ 9 | \$ | \$ 835 |
| Mortgage-backed securities     | 95     |      |    | 95     |

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|                                   |    |     |    |   |    |    |     |
|-----------------------------------|----|-----|----|---|----|----|-----|
| Total securities held to maturity | \$ | 921 | \$ | 9 | \$ | \$ | 930 |
|-----------------------------------|----|-----|----|---|----|----|-----|

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 3: Securities continued**

Beginning July 1, 2007 the Company elected to account for its FHLMC and FNMA preferred stock under SFAS No. 159 Fair Value Option for Financial Assets and Financial Liabilities, which allows an entity the irrevocable option to elect fair value for the initial and subsequent measurement for certain financial assets and liabilities on a contract-by-contract basis. Subsequent changes in fair value of these assets are recognized in earnings when incurred. Management elected to invoke the option to carry its preferred stock at fair value to more accurately reflect the estimated realizability of the preferred stock at each financial reporting date. The market value of preferred stock was \$1,321,000, and \$1,832,000 at June 30, 2008, and July 1, 2007, respectively, resulting in a loss in value of \$511,000 for the twelve month period ending June 30, 2008, and is included in noninterest income. See Note 21 for further information.

The Company has not entered into any interest rate swaps, options, or futures contracts relating to investment securities.

Gross recognized gains on securities available-for-sale were \$87,240 and \$27,996 for the years ended June 30, 2008 and 2007, respectively. Gross recognized losses on securities available-for-sale were \$14,768 and \$32,332 for the years ended June 30, 2008 and 2007, respectively.

The amortized cost and estimated fair value of securities at June 30, 2008 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.

June 30, 2008

| <i>(Dollars in Thousands)</i> | Held to Maturity  |                              | Available for Sale |                              |
|-------------------------------|-------------------|------------------------------|--------------------|------------------------------|
|                               | Amortized<br>Cost | Estimated<br>Market<br>Value | Amortized<br>Cost  | Estimated<br>Market<br>Value |
| Due in one year or less       | \$ 300            | \$ 300                       | \$ 4,528           | \$ 4,538                     |
| Due from one to five years    | 235               | 244                          | 7,119              | 7,072                        |
| Due from five to ten years    | 140               | 142                          | 4,840              | 4,777                        |
| Due after ten years           |                   |                              | 21,356             | 20,757                       |
|                               | 675               | 686                          | 37,843             | 37,144                       |
| Mortgage-backed               | 22                | 22                           | 13,135             | 13,016                       |
| CMOs                          |                   |                              | 28,580             | 28,224                       |
| Common stock                  |                   |                              | 82                 | 33                           |
| <b>Total</b>                  | <b>\$ 697</b>     | <b>\$ 708</b>                | <b>\$ 79,640</b>   | <b>\$ 78,417</b>             |

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

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 3: Securities continued**

At June 30, 2008 and 2007, securities with a carrying value of \$33,880,023 and \$24,452,665, respectively, were pledged to secure public deposits and for other purposes required or permitted by law.

The following table discloses, as of June 30, 2008 and 2007, the Company's investment securities that have been in a continuous unrealized-loss position for less than 12 months and those that have been in a continuous unrealized loss position for 12 or more months:

| <b>June 30, 2008</b>          |                                       |  |                                       |  |
|-------------------------------|---------------------------------------|--|---------------------------------------|--|
| <i>(Dollars in Thousands)</i> |                                       |  |                                       |  |
|                               | <b>Less than 12 months</b>            |  | <b>12 months or longer</b>            |  |
|                               | <b>Estimated<br/>Market<br/>Value</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Estimated<br/>Market<br/>Value</b> | <b>Gross<br/>Unrealized<br/>Losses</b> |
| U.S. Government and agency    | \$ 964                                | \$ 16                                  | \$                                    | \$                                     |
| Municipal obligations         | 13,272                                | 460                                    | 3,067                                 | 200                                    |
| Corporate obligations         | 7,973                                 | 218                                    |                                       |  |
| Mortgage-backed & CMOs        | 32,191                                | 404                                    | 1,991                                 | 39                                     |
| Common stock                  | 33                                    | 49                                     |                                       |  |
| <b>Total</b>                  | <b>\$ 54,433</b>                      | <b>\$ 1,147</b>                        | <b>\$ 5,058</b>                       | <b>\$ 239</b>                          |
| <b>June 30, 2007</b>          |                                       |  |                                       |  |
| U.S. Government and agency    | \$                                    | \$                                     | \$ 2,820                              | \$ 52                                  |
| Municipal obligations         | 12,338                                | 369                                    | 4,023                                 | 159                                    |
| Corporate obligations         | 4,075                                 | 75                                     | 9,548                                 | 149                                    |
| Mortgage-backed & CMOs        | 6,617                                 | 183                                    | 15,292                                | 392                                    |
| Preferred stock               | 380                                   | 20                                     | 1,453                                 | 147                                    |
| <b>Total</b>                  | <b>\$ 23,410</b>                      | <b>\$ 647</b>                          | <b>\$ 33,136</b>                      | <b>\$ 899</b>                          |

The table above shows the Company's investment gross unrealized losses and fair values, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position at June 30, 2008 and 2007. 140 and 168 securities are in an unrealized loss position as of June 30, 2008 and 2007, respectively.

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, 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 Bank to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.



**EAGLE BANCORP AND SUBSIDIARY**  
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**NOTE 3: Securities continued**

At June 30, 2008, fifty-seven U.S. Government and agency securities and municipal obligations have unrealized losses with aggregate depreciation of less than 4% from the Company's amortized cost basis. These unrealized losses are principally due to rising interest rates. 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 if classified as available for sale, no declines are deemed to be other than temporary.

At June 30, 2008, eighty-five mortgage backed and CMO securities have unrealized losses with aggregate depreciation of less than 2% from the Company's cost basis. These unrealized losses are principally due to rising 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 if classified as available for sale, no declines are deemed to be other than temporary.

At June 30, 2008, seventeen corporate obligations have unrealized losses with aggregate depreciation of less than 3% from the Company's cost basis. These unrealized losses are principally due to rising 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 if classified as available for sale, no declines are deemed to be other than temporary.

At June 30, 2008, one common stock had unrealized losses with aggregate depreciation of 60% from the Company's cost basis. Its cost basis represents less than 0.03 percent of the Company's total assets. These unrealized losses are principally due to market volatility particularly occurring in late June 2008. Much of the loss had been recovered subsequently. As such, no declines are deemed to be other than temporary.

**EAGLE BANCORP AND SUBSIDIARY**  
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**NOTE 4: Loans**

A summary of the balances of loans follows:

|                                   | <b>June 30,</b> |                |
|-----------------------------------|-----------------|----------------|
| <i>(Dollars in Thousands)</i>     | <b>2008</b>     | <b>2007</b>    |
| First mortgage loans:             |                 |                |
| Residential mortgage (1-4 family) | \$ 86,751       | \$ 81,958      |
| Commercial real estate            | 28,197          | 25,621         |
| Real estate construction          | 7,317           | 8,253          |
| Other loans:                      |                 |                |
| Home equity                       | 28,034          | 24,956         |
| Consumer                          | 11,558          | 11,438         |
| Commercial                        | 6,502           | 6,366          |
| <b>Subtotal</b>                   | <b>168,359</b>  | <b>158,592</b> |
| Less: Allowance for loan losses   | (300)           | (518)          |
| Deferred loan fees, net           | 90              | 66             |
| <br>                              |                 |                |
| Total loans, net                  | \$ 168,149      | \$ 158,140     |

Loans net of related allowance for loan losses on which the accrual of interest has been discontinued were \$0 and \$21,470 at June 30, 2008 and 2007, respectively. Interest income not accrued on these loans and cash interest income was immaterial for the years ended June 30, 2008 and 2007. The allowance for loan losses on nonaccrual loans as of June 30, 2008 and 2007 was \$32,320 and \$35,509, respectively. The Company expects to collect all amounts due on nonaccrual loans, including interest accrued at contractual rates. There were \$32,320 and \$0 loans considered impaired at June 30, 2008 and 2007, respectively. As of June 30, 2008 and 2007, the Company had \$0 and \$191,000, respectively, of loans past due greater than ninety days that were still accruing interest.

The following is a summary of changes in the allowance for loan losses:

|  | <b>June 30,</b> |             |
|--|-----------------|-------------|
| <i>(Dollars in Thousands)</i>                    | <b>2008</b>     | <b>2007</b> |
| Balance at beginning of period                   | \$ 518          | \$ 535      |
| Reclassification to repossessed property reserve |                 |             |
| Credit for loan losses                           | (175)           |             |
| Loans charged off                                | (54)            | (29)        |
| Recoveries of loans previously charged off       | 11              | 12          |
| <br>   |                 |             |
| Balance at end of period                         | \$ 300          | \$ 518      |





**EAGLE BANCORP AND SUBSIDIARY**  
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June 30, 2008 and 2007

**NOTE 4: Loans continued**

Loans are granted to directors and officers of the Company in the ordinary course of business. Such loans are made in accordance with policies established for all loans of the Company, except that directors, officers, and employees may be eligible to receive discounts on loan origination costs.

Loans receivable from directors and senior officers, and their related parties, of the Company at June 30, 2008 and 2007, were \$7,808,639 and \$152,901, respectively. During the year ended June 30, 2008, total principal additions amounted to \$7,865,205 and total principal payments amounted to \$197,731. Of that, one loan was to a company that is a related party of a director, and accounts for \$7,500,000 of the \$7,865,205 principle additions noted previously. On July 9<sup>th</sup>, 2008 \$6,000,000 of this loan was sold to the Montana Board of Investments under an existing commitment established February 28, 2007. Interest income from these loans was \$229,617 and \$8,905 for the years ended June 30, 2008 and 2007, respectively.

**NOTE 5: Mortgage Servicing Rights**

The Company is servicing loans for the benefit of others totaling approximately \$204,654,000 and \$194,624,000 at June 30, 2008 and 2007, respectively. Servicing loans for others generally consists of collecting mortgage payments, maintaining escrow accounts, disbursing payments to investors, and foreclosure processing.

Custodial escrow balances maintained in connection with the foregoing loan servicing, and included in demand deposits, were approximately \$2,219,000 and \$1,946,000 at June 30, 2008 and 2007, respectively.

The following is a summary of activity in mortgage servicing rights and the valuation allowance:

|   | <b>Years Ended June 30,</b> |             |
|---|-----------------------------|-------------|
| <i>(Dollars in Thousands)</i>             | <b>2008</b>                 | <b>2007</b> |
| Mortgage servicing rights                 |                             |             |
| Balance at beginning of period            | \$ 1,628                    | \$ 1,722    |
| Mortgage servicing rights capitalized     | 337                         | 211         |
| Amortization of mortgage servicing rights | (313)                       | (305)       |
| Balance at end of period                  | 1,652                       | 1,628       |
| Valuation allowance                       |                             |             |
| Balance at beginning of period            |                             |             |
| Provision (credited) to operations        |                             |             |
| Balance at end of period                  |                             |             |
| Net mortgage servicing rights             | \$ 1,652                    | \$ 1,628    |

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**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 5: Mortgage Servicing Rights continued**

The fair values of these rights were \$2,078,000 and \$2,114,000 at June 30, 2008 and June 30, 2007, respectively. The fair value of servicing rights was determined using discount rates ranging from 10% to 18%, prepayment speeds ranging from 120% to 325%, depending on stratification of the specific right. The fair value was also adjusted for the affect of potential past dues and foreclosures.

**NOTE 6: Premises and Equipment**

A summary of the cost and accumulated depreciation of premises and equipment follows:

|                                   | <b>June 30,</b> |                 |
|-----------------------------------|-----------------|-----------------|
| <i>(Dollars in Thousands)</i>     | <b>2008</b>     | <b>2007</b>     |
| Land, buildings, and improvements | \$ 10,571       | \$ 8,094        |
| Furniture and equipment           | 4,261           | 4,231           |
|                                   | 14,832          | 12,325          |
| Accumulated depreciation          | (6,752)         | (6,519)         |
|                                   | <b>\$ 8,080</b> | <b>\$ 5,806</b> |

Depreciation expense totaled \$458,964 and \$482,580 for the years ended June 30, 2008 and 2007, respectively.

**NOTE 7: Deposits**

Deposits are summarized as follows:

|   | <b>June 30,</b>   |                   |
|---|-------------------|-------------------|
| <i>(Dollars in Thousands)</i>   | <b>2008</b>       | <b>2007</b>       |
| Noninterest checking  | \$ 14,617         | \$ 13,694         |
| Interest bearing checking (0.38%, 0.21%)                                      | 30,720            | 30,953            |
| Passbook savings (0.65%, 0.65%)   | 23,906            | 22,521            |
| Money market accounts (1.75%, 2.12%)  | 25,275            | 23,292            |
| Time certificates of deposits<br>(2008 - 1.98% - 5.35%, 2007 - 2.71% - 5.35%) | 84,333            | 89,187            |
|   | <b>\$ 178,851</b> | <b>\$ 179,647</b> |

The weighted average cost of funds was 1.94% and 2.64% at June 30, 2008 and 2007, respectively.



**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 7: Deposits continued**

At June 30, 2008, the scheduled maturities of time deposits are as follows:

*(Dollars in Thousands)*

|                     |    |        |
|---------------------|----|--------|
| Within one year     | \$ | 71,160 |
| One to two years    |    | 10,962 |
| Two to three years  |    | 1,825  |
| Three to four years |    | 139    |
| Thereafter          |    | 247    |
| <br>                |    |        |
| Total               | \$ | 84,333 |

Interest expense on deposits is summarized as follows:

| <i>(Dollars in Thousands)</i> | Years Ended June 30, |          |
|-------------------------------|----------------------|----------|
|                               | 2008                 | 2007     |
| Checking                      | \$ 71                | \$ 64    |
| Passbook savings              | 150                  | 151      |
| Money market accounts         | 420                  | 525      |
| Time certificates of deposits | 3,746                | 3,451    |
|                               |                      |          |
|                               | \$ 4,387             | \$ 4,191 |

Effective April 1, 2006 FDIC insurance increased to \$250,000 for qualified retirement accounts. For nonqualified retirement accounts, the coverage remains at \$100,000. At June 30, 2008 and 2007, the Company held \$37,211,000 and \$34,859,000, respectively, in non-retirement deposit accounts that included balances in excess of \$100,000 or more. At June 30, 2008 and 2007, the Company held \$285,000 and \$275,000, respectively, in qualified retirement deposit accounts that included balances in excess of \$250,000. Deposit amounts above \$100,000, and \$250,000 for retirement accounts may not be insured by the FDIC, depending upon the underlying ownership of the account.

At June 30, 2008 and 2007, the Company reclassified \$43,710 and \$21,322, respectively, in overdrawn deposits as loans.

Directors and senior officers deposit accounts at June 30, 2008 and 2007, were \$201,128 and \$289,049, respectively.

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 8: Advances from the Federal Home Loan Bank and other borrowings**

Advances from the Federal Home Loan Bank of Seattle and other borrowings mature as follows:

|                               | <b>June 30,</b>  |                  |
|-------------------------------|------------------|------------------|
| <i>(Dollars in Thousands)</i> | <b>2008</b>      | <b>2007</b>      |
| Within one year               | \$ 9,167         | \$ 2,000         |
| One to two years              | 15,666           | 2,000            |
| Two to three years            | 3,389            | 7,000            |
| Three to four years           | 16,000           |                  |
| Four to five years            | 16,000           | 19,000           |
| Thereafter                    | 5,000            |                  |
| <b>Total</b>                  | <b>\$ 65,222</b> | <b>\$ 30,000</b> |

*Federal Home Loan Advances*

The advances are due at maturity, with the exception of a \$5,000,000 advance that is callable at the FHLB of Seattle's option. The advances are subject to prepayment penalties. The interest rates on advances are fixed, with the exception of one advance which is adjustable (tied to the three month LIBOR). The advances are collateralized by investment securities pledged to the FHLB of Seattle and a blanket pledge of the Bank's 1-4 family residential mortgage portfolio. The carrying value of the securities collateralized for these advances was \$2,847,084 as of June 30, 2007. At June 30, 2007 and 2006, the Company exceeded the collateral requirements of the FHLB. The Company's investment in FHLB stock is also pledged as collateral on these advances. The total FHLB funding line available to the Company at June 30, 2008, was 30% of total Bank assets, or approximately \$82,375,000. The balance of advances was \$42,222,000 and \$16,000,000 at June 30, 2008 and 2007, respectively.

*Other Borrowings*

The Bank had \$23,000,000 and \$14,000,000 in structured repurchase agreements with PNC Financial Service Group, Inc. (PNC) at June 30, 2008, and 2007, respectively. These agreements are collateralized by corporate and municipal securities. The carrying value of these securities was \$33,886,000 as of June 30, 2008. These agreements include terms, under certain conditions, which allow PNC to exercise a call option.

*Federal Funds Purchased*

The Bank has a \$6,000,000 Federal Funds line of credit with PNC. The balance was \$3,000,000 and \$3,800,000 as of June 30, 2008 and 2007, respectively.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 8: Advances from the Federal Home Loan Bank and other borrowings continued**

*Federal Reserve Bank Discount Window*

For additional liquidity sources, the Bank opened a credit facility at the Federal Reserve Bank's Discount Window. The amount available to the Bank is limited by various collateral requirements. The Bank has pledged one Agency security at the Federal Reserve Bank that had a carrying value of \$1,004,000 as of June 30, 2008. The account had no balance as of June 30, 2008.

For all borrowings the weighted average interest rate for advances at June 30, 2008 and 2007 was 3.94% and 4.90% respectively. The weighted average amount outstanding was \$43,712,000 and \$29,071,000 for the years ended June 30, 2008 and 2007, respectively.

The maximum amount outstanding at any month-end was \$68,222,222 and \$36,695,185 during the years ended June 30, 2008 and 2007, respectively.

**NOTE 9: Subordinated Debentures**

On September 28, 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 on December 15, 2005. The annual percentage rate of the interest payable on the subordinated debentures and distributions payable on the preferred securities is fixed at 6.02% until December 15, 2010 then becomes variable at 3-Month LIBOR plus 1.42%. 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 15, 2035 unless the Company elects and obtains regulatory approval to accelerate the maturity date to as early as December 15, 2010.

For the years ended June 30, 2008 and June 30, 2007, interest expense on the subordinated debentures was \$309,000 and \$309,000, respectively.

Subordinated debt may be included in regulatory Tier 1 capital subject to a limitation that such amounts not exceed 25% of Tier 1 capital. The remainder of subordinated debt is included in Tier II capital. There is no limitation for inclusion of subordinated debt in total risk-based capital and, as such, all subordinated debt was included in total risk-based capital.

**NOTE 10: Legal Contingencies**

Various legal claims also arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Company's financial statements.

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**EAGLE BANCORP AND SUBSIDIARY**  
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**NOTE 11: Income Taxes**

The components of the Company's income tax provision are as follows:

| <i>(Dollars in Thousands)</i> | Years Ended June 30, |               |
|-------------------------------|----------------------|---------------|
|                               | 2008                 | 2007          |
| <b>Current</b>                |                      |               |
| U.S. federal                  | \$ 678               | \$ 492        |
| Montana                       | 198                  | 154           |
|                               | 876                  | 646           |
| <b>Deferred</b>               |                      |               |
| U.S. federal                  | (165)                | (76)          |
| Montana                       | (49)                 | (16)          |
|                               | (214)                | (92)          |
| <b>Total</b>                  | <b>\$ 662</b>        | <b>\$ 554</b> |

The nature and components of deferred tax assets and liabilities, which are a component of other assets in 2008 and 2007 in the accompanying statement of financial condition, are as follows:

| <i>(Dollars in Thousands)</i>         | June 30,      |               |
|---------------------------------------|---------------|---------------|
|                                       | 2008          | 2007          |
| <b>Deferred tax assets:</b>           |               |               |
| Deferred compensation                 | \$ 267        | \$ 323        |
| Loans receivable                      | 20            | 57            |
| Securities available for sale         | 567           | 548           |
| Other                                 | 22            | 23            |
| <b>Total deferred tax assets</b>      | <b>876</b>    | <b>951</b>    |
| <b>Deferred tax liabilities:</b>      |               |               |
| Premises and equipment                | 112           | 175           |
| Deferred loan fees                    | 23            | 12            |
| FHLB stock                            | 389           | 490           |
| Unrealized gain on hedging            | 14            | 7             |
| Other                                 | 11            |               |
| <b>Total deferred tax liabilities</b> | <b>549</b>    | <b>684</b>    |
| <b>Net deferred tax asset</b>         | <b>\$ 327</b> | <b>\$ 267</b> |

The Company believes, based upon the available evidence, that all deferred tax assets will be realized in the normal course of operations. Accordingly, these assets have not been reduced by a valuation allowance.

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**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 11: Income Taxes continued**

A reconciliation of the Company's effective income tax provision to the statutory federal income tax rate is as follows:

|   | <b>Years Ended June 30,</b> |               |
|---|-----------------------------|---------------|
| <i>(Dollars in Thousands)</i>   | <b>2008</b>                 | <b>2007</b>   |
| Federal income taxes at the statutory rate of 30% and 34%, respectively | \$ 942                      | \$ 793        |
| State income taxes  | 150                         | 138           |
| Nontaxable income   | (409)                       | (333)         |
| Other, net  | (21)                        | (44)          |
| <b>Income tax expense</b>   | <b>\$ 662</b>               | <b>\$ 554</b> |
| <br>Effective tax rate  | <br>23.9%                   | <br>23.8%     |

Prior to January 1, 1987, the Company was allowed a special bad debt deduction limited generally in the current year to 32% (net of preference tax) of otherwise taxable income and subject to certain limitations based on aggregate loans and savings account balances at the end of the year. If the amounts that qualified as deductions for federal income tax purposes are later used for purposes other than for bad debt losses, they will be subject to federal income tax at the then current corporate rate. Retained earnings include approximately \$300,000 at June 30, 2008 and 2007, for which federal income tax has not been provided.

**EAGLE BANCORP AND SUBSIDIARY**  
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**NOTE 12: Comprehensive Income**

Comprehensive income represents the sum of net income and items of other comprehensive income that are reported directly in stockholders' equity, such as the change during the period in the after-tax net unrealized gain or loss on securities available-for-sale.

The Company's other comprehensive income (loss) is summarized as follows for the years ended June 30:

| <i>(Dollars in Thousands)</i>   | <b>2008</b> | <b>2007</b> |
|---|-------------|-------------|
| Net unrealized holding gain or loss arising during the year:  |             |             |
| Available for sale securities, net of related income tax (benefit) expense of \$48 and \$144, respectively  | \$ 112      | \$ 239      |
| Forward delivery commitments, net of related income tax (benefit) expense of \$8 and \$(1), respectively  | 20          | 2           |
| FAS 159 Reclassification on July 1, 2007  | 118         |             |
| Change in effective tax rate<br>(on beginning balance of other comprehensive income(loss)<br>of (\$908) at July 1, 2007)                                    | (114)       |             |
| Reclassification adjustment for net realized<br>gain included in net income, net of related<br>income tax expense (benefit) of \$22 and \$(2), respectively | (50)        | (2)         |
| Other comprehensive (loss) income   | \$ 86       | \$ 239      |

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 13: Supplemental Cash Flow Information**

|   | <b>Years Ended June 30,</b> |             |
|---|-----------------------------|-------------|
| <i>(Dollars in Thousands)</i>                             | <b>2008</b>                 | <b>2007</b> |
| <b>Supplemental Cash Flow Information</b>                 |                             |             |
| Cash paid during the year for interest                    | \$ 6,565                    | \$ 6,018    |
| Cash paid during the year for income taxes                | 919                         | 531         |
| <b>Non-Cash Investing Activities</b>                      |                             |             |
| Decrease in market value of securities available for sale | \$ (88)                     | \$ (382)    |
| Mortgage servicing rights capitalized                     | 338                         | 211         |
| ESOP shares released                                      | 137                         | 149         |

**NOTE 14: Regulatory Capital Requirements**

The Bank is subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below) of tangible and core capital (as defined in the regulations) to total adjusted assets (as defined), and of risk-based capital (as defined) to risk-weighted assets (as defined). Management believes, as of June 30, 2008 and 2007, that the Bank meets all capital adequacy requirements to which it is subject.

The most recent notification from the Office of Thrift Supervision (OTS) (as of June 4, 2007) categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized, the Bank must maintain minimum tangible, core, and risk-based ratios as set forth in the table below. The Bank's actual capital amounts (in thousands) and ratios are presented in the table below:

## EAGLE BANCORP AND SUBSIDIARY

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

## NOTE 14: Regulatory Capital Requirements continued

|  | Actual    |        | Minimum Capital Requirement |       | Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions |       |
|--|-----------|--------|-----------------------------|-------|--|-------|
|  | Amount    | Ratio  | Amount                      | Ratio | Amount   | Ratio |
| <i>(Dollars in Thousands)</i>                    |           |        |                             |       |  |       |
| <b>June 30, 2008:</b>                            |           |        |                             |       |  |       |
| Total Risk-based Capital to Risk Weighted Assets |           |        |                             |       |  |       |
| Consolidated                                     | \$ 31,875 | 16.24% | \$ 15,702                   | 8.00% | N/A  | N/A   |
| Bank   | 26,192    | 13.43  | 15,599                      | 8.00  | 19,498   | 10.00 |
| Tier I Capital to Risk Weighted Assets           |           |        |                             |       |  |       |
| Consolidated                                     | 31,611    | 16.11  | 7,851                       | 4.00  | N/A  | N/A   |
| Bank   | 25,928    | 13.30  | 7,799                       | 4.00  | 11,699   | 6.00  |
| Tier I Capital to Adjusted Total Assets          |           |        |                             |       |  |       |
| Consolidated                                     | 31,611    | 11.25  | 8,433                       | 3.00  | N/A  | N/A   |
| Bank   | 25,928    | 9.40   | 8,272                       | 3.00  | 13,787   | 5.00  |
| Tangible Capital to Adjusted Total Assets        |           |        |                             |       |  |       |
| Consolidated                                     | 31,611    | 11.25  | 4,216                       | 1.50  | N/A  | N/A   |
| Bank   | 25,928    | 9.40   | 4,136                       | 1.50  | N/A  | N/A   |
| <b>June 30, 2007:</b>                            |           |        |                             |       |  |       |
| Total Risk-based Capital to Risk Weighted Assets |           |        |                             |       |  |       |
| Consolidated                                     | \$ 30,382 | 17.30% | \$ 14,048                   | 8.00% | N/A  | N/A   |
| Bank   | 25,797    | 14.78  | 13,967                      | 8.00  | 17,459   | 10.00 |
| Tier I Capital to Risk Weighted Assets           |           |        |                             |       |  |       |
| Consolidated                                     | 29,899    | 17.03  | 7,024                       | 4.00  | N/A  | N/A   |
| Bank   | 25,314    | 14.50  | 6,984                       | 4.00  | 10,475   | 6.00  |
| Tier I Capital to Adjusted Total Assets          |           |        |                             |       |  |       |
| Consolidated                                     | 29,899    | 12.15  | 7,375                       | 3.00  | N/A  | N/A   |
| Bank   | 25,314    | 10.48  | 7,246                       | 3.00  | 12,076   | 5.00  |
| Tangible Capital to Adjusted Total Assets        |           |        |                             |       |  |       |
| Consolidated                                     | 29,899    | 12.15  | 3,687                       | 1.50  | N/A  | N/A   |
| Bank   | 25,314    | 10.48  | 3,623                       | 1.50  | N/A  | N/A   |

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 14: Regulatory Capital Requirements continued**

A reconciliation of the Bank's capital (in thousands) determined by generally accepted accounting principles to capital defined for regulatory purposes, is as follows:

|  | <b>June 30,</b> |             |
|--|-----------------|-------------|
| <i>(Dollars in Thousands)</i>                                  | <b>2008</b>     | <b>2007</b> |
| Capital determined by generally accepted accounting principles | \$ 25,282       | \$ 24,595   |
| Unrealized loss on securities available-for-sale               | 678             | 826         |
| Unrealized loss on equity securities                           |                 | (96)        |
| Unrealized gain on forward delivery commitments                | (32)            | (11)        |
| <br>   |                 |             |
| Tier I (core) capital  | 25,928          | 25,314      |
| General allowance for loan losses                              | 264             | 483         |
| <br>   |                 |             |
| Total risk based capital                                       | \$ 26,192       | \$ 25,797   |

***Dividend Limitations***

Under OTS regulations that became effective April 1, 1999, savings associations such as the Bank generally may declare annual cash dividends up to an amount equal to net income for the current year plus net income retained for the two preceding years. Dividends in excess of such amount require OTS approval. The Bank has paid dividends totaling \$1,600,021 and \$1,716,904 to the Company during the years ended June 30, 2008, and 2007, respectively. The Company had paid four quarterly dividends of \$0.24 per share to its shareholders for the year ended June 30, 2008, and four quarterly dividends of \$0.22 per share to its shareholders for the year ended June 30, 2007.

***Liquidation Rights***

All depositors who had liquidation rights with respect to the Bank as of the effective date of the Reorganization continue to have such rights solely with respect to the Mutual Holding Company, as long as they continue to hold deposit accounts with the Bank. In addition, all persons who become depositors of the Bank subsequent to the Reorganization will have liquidation rights with respect to the Mutual Holding Company.

**NOTE 15: Related Party Transactions**

The Bank has contracted with a subsidiary of a company which is partially owned by one of the Company's directors. The Bank paid \$34,756 during the year ended June 30, 2008 for support services, and an additional \$136,956 for computer hardware and software used by the Bank for its computer network. For the year ended June 30, 2007, expenditures were \$21,885 for support services and \$94,056 for computer hardware and software.

In 2007, the Bank also made a construction loan, in the normal course of lending, to this same affiliated entity for the construction of an office building. At the years ending June 30, 2008 and 2007, \$6,010,903 (\$1,569,734 net of participation sold) and \$1,489,097 had been disbursed, respectively.

**EAGLE BANCORP AND SUBSIDIARY**  
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**NOTE 16: Employee Benefits**

***Profit Sharing Plan***

The Company provides a noncontributory profit sharing plan for eligible employees who have completed one year of service. The amount of the Company's annual contribution, limited to a maximum of 15% of qualified employees' salaries, is determined by the Board of Directors. Profit sharing expense was \$158,653 and \$148,730 for the years ended June 30, 2008 and 2007, respectively.

The Company's profit sharing plan includes a 401(k) feature. At the discretion of the Board of Directors, the Company may match up to 50% of participants' contributions up to a maximum of 4% of participants' salaries. For the years ended June 30, 2008 and 2007, the Company's match totaled \$43,030 and \$38,439, respectively.

***Deferred Compensation Plans***

The Company has entered into deferred compensation contracts with current key employees. The contracts provide fixed benefits payable in equal annual installments upon retirement. The Company purchased life insurance contracts that may be used to fund the payments. The charge to expense is based on the present value computations of anticipated liabilities. For the years ended June 30, 2008 and 2007, the total expense was \$105,071 and \$93,646, respectively. The Company has recorded a liability for the deferred compensation plan of \$889,959 and \$858,433 at June 30, 2008 and 2007, respectively, which is included in the balance of accrued expenses and other liabilities.

***Employee Stock Ownership Plan***

The Company has established an ESOP for eligible employees who meet certain age and service requirements. At inception the ESOP borrowed \$368,048 from Eagle Bancorp and used the funds to purchase 46,006 shares of common stock in the offering. The Bank makes periodic contributions to the ESOP sufficient to satisfy the debt service requirements of the loan that has a ten-year term and bears interest at 8%. The ESOP uses these contributions, and any dividends received by the ESOP on unallocated shares, to make principal and interest payments on the loan.

Shares purchased by the ESOP are held in a suspense account by the plan trustee until allocated to participant accounts. Shares released from the suspense account are allocated to participants on the basis of their relative compensation in the year of allocation. Participants become vested in the allocated shares over a period not to exceed seven years. Any forfeited shares are allocated to other participants in the same proportion as contributions.

Total ESOP expenses of \$127,508 and \$134,713 were recognized in fiscal 2008 and 2007, respectively, for 4,600 shares committed to be released to participants during the years ended June 30, 2008 and 2007 with respect to the plan years ending December 31, 2007 and 2006. The cost of the 6,906 ESOP shares (\$55,248 at June 30, 2008) that have not yet been allocated or committed to be released to participants is deducted from stockholders' equity. The fair value of these shares was approximately \$186,462 at that date.

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 16: Employee Benefits continued**  
***Stock Incentive Plan***

The Company adopted the Stock Incentive Plan ( the Plan ) on October 19, 2000. The Plan provides for different types of awards including stock options, restricted stock and performance shares. Under the Plan, 23,000 shares of restricted stock were granted to directors and certain officers during fiscal 2001. These shares of restricted stock vest in equal installments over five years beginning one year from the grant date.

There were no stock options granted under the Plan as of June 30, 2008.

**NOTE 17: Financial Instruments and Off-Balance-Sheet Activities**

All financial instruments held or issued by the Company are held or issued for purposes other than trading. In the ordinary course of business, the Company enters into off-balance-sheet financial instruments consisting of commitments to extend credit and forward delivery commitments for the sale of whole loans to the secondary market.

*Commitments to extend credit* In response to marketplace demands, the Company routinely makes commitments to extend credit for fixed rate and variable rate loans with or without rate lock guarantees. When rate lock guarantees are made to customers, the Company becomes subject to market risk for changes in interest rates that occur between the rate lock date and the date that a firm commitment to purchase the loan is made by a secondary market investor.

Generally, as interest rates increase, the market value of the loan commitment goes down. The opposite effect takes place when interest rates decline.

Commitments to extend credit are agreements to lend to a customer as long as the borrower satisfies the Company's underwriting standards and related provisions of the borrowing agreements. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company uses the same credit policies in making commitments to extend credit as it does for on-balance-sheet instruments. Collateral is required for substantially all loans, and normally consists of real property. The Company's experience has been that substantially all loan commitments are completed or terminated by the borrower within 3 to 12 months.

The notional amount of the Company's commitments to extend credit at fixed and variable interest rates were approximately \$8,374,000 and \$5,823,000 at June 30, 2008 and 2007, respectively. Fixed rate commitments are extended at rates ranging from 4.50% to 6.75% and 4.75% to 8.25% at June 30, 2008 and 2007, respectively. The Company has lines of credit representing credit risk of approximately \$43,751,000 and \$36,092,000 at June 30, 2008 and 2007, respectively, of which approximately \$21,026,000 and \$18,047,000 had been drawn at June 30, 2008 and 2007, respectively. The Company has credit cards issued representing credit risk of approximately \$640,000 and \$624,000 at June 30, 2008 and 2007, respectively, of which approximately \$24,000 and \$23,000 had been drawn at June 30, 2008 and 2007, respectively. The Company has letters of credits issued representing credit risk of approximately \$2,440,000 and \$1,532,000 at June 30, 2008 and 2007, respectively.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 17: Financial Instruments and Off-Balance-Sheet Activities continued**

*Forward delivery commitments* The Company uses mandatory sell forward delivery commitments to sell whole loans. These commitments are also used as a hedge against exposure to interest-rate risks resulting from rate locked loan origination commitments on certain mortgage loans held-for-sale. Gains and losses in the items hedged are deferred and recognized in other comprehensive income until the commitments are completed. At the completion of the commitments the gains and losses are recognized in the Company's income statement.

As of June 30, 2008 and 2007, the Company had entered into commitments to deliver approximately \$7,425,000 and \$1,201,000 respectively, in loans to various investors, all at fixed interest rates ranging from 5.25% to 6.38% and 2.75% to 6.50%, at June 30, 2008 and 2007, respectively. The Company had approximately \$46,000 and \$18,000 of gains deferred as a result of the forward delivery commitments entered into as of June 30, 2008 and 2007, respectively. The total amount of the gain is expected to be taken into income within the next twelve months.

The Company did not have any gains or losses reclassified into earnings as a result of the ineffectiveness of its hedging activities. The Company considers its hedging activities to be highly effective.

The Company did not have any gains or losses reclassified into earnings as a result of the discontinuance of cash flow hedges because it was probable that the original forecasted transaction would not occur by the end of the originally specified time frame as of June 30, 2008.

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.

**NOTE 18: Fair Value 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 necessarily required to interpret data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.



**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 18: Fair Value of Financial Instruments continued**

| <i>(Dollars in Thousands)</i>             | June 30,           |                            |                    |                            |
|---|--------------------|----------------------------|--------------------|----------------------------|
|   | 2008               |                            | 2007               |                            |
|   | Carrying<br>Amount | Estimated<br>Fair<br>Value | Carrying<br>Amount | Estimated<br>Fair<br>Value |
| <b>Financial Assets:</b>                  |                    |                            |                    |                            |
| Cash and cash equivalents                 | \$ 4,090           | \$ 4,090                   | \$ 3,069           | \$ 3,069                   |
| Securities available-for-sale             | 78,417             | 78,417                     | 64,774             | 64,774                     |
| Securities held-to-maturity               | 697                | 708                        | 921                | 930                        |
| FHLB stock                                | 1,715              | 1,715                      | 1,315              | 1,315                      |
| Mortgage loans held-for-sale              | 7,370              | 7,370                      | 1,175              | 1,175                      |
| Loans receivable, net                     | 168,149            | 169,027                    | 158,140            | 157,883                    |
| Mortgage servicing rights                 | 1,652              | 2,078                      | 1,628              | 2,114                      |
| Cash value of life insurance              | 6,285              | 6,285                      | 5,764              | 5,764                      |
| <b>Financial Liabilities:</b>             |                    |                            |                    |                            |
| Deposits                                  | 94,518             | 94,518                     | 90,460             | 90,460                     |
| Time certificates of deposit              | 84,333             | 85,241                     | 89,187             | 88,144                     |
| Advances from the FHLB & other borrowings | 65,222             | 66,575                     | 30,000             | 29,717                     |
| Subordinated debentures                   | 5,155              | 4,833                      | 5,155              | 5,007                      |

The following methods and assumptions were used by the Company in estimating the fair value of the following classes of financial instruments.

*Cash and interest-bearing accounts* The carrying amounts approximate fair value due to the relatively short period of time between the origination of these instruments and their expected realization.

*Investment securities and stock in the FHLB* The fair value of investment securities is estimated based on bid quotations received from securities dealers. The fair value of stock in the FHLB approximates redemption value.

*Loans receivable and mortgage loans held-for-sale* 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, including loans held-for-sale, 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.

**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 18: Fair Value of Financial Instruments continued**

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* Fair values are estimated by stratifying the mortgage servicing portfolio into groups of loans with similar financial characteristics, such as loan type, interest rate, and expected maturity. The Company obtains market survey data estimates and bid quotations from secondary market investors who regularly purchase mortgage servicing rights. Assumptions regarding loan payoffs are determined using historical information on segmented loan categories for nonspecific borrowers.

*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 & 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 June 30, 2008 & 2007, respectively if the borrowings repriced according to their stated terms.

**NOTE 19: Condensed Parent Company Financial Statements**

Set forth below is the condensed statements of financial condition as of June 30, 2008 and 2007, of Eagle Bancorp together with the related condensed statements of income and cash flows for the years ended June 30, 2008 and 2007.

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**EAGLE BANCORP AND SUBSIDIARY**

Notes to Consolidated Financial Statements

June 30, 2008 and 2007

**NOTE 19: Condensed Parent Company Financial Statements continued**  
 Condensed Statements of Financial Condition  
 (Dollars in Thousands)

|  | 2008      | 2007      |
|--|-----------|-----------|
| <u>Assets</u>                                  |           |           |
| Cash and cash equivalents                      | \$ 237    | \$ 90     |
| Securities available for sale                  | 4,666     | 4,108     |
| Preferred stock - SFAS 159                     | 141       |           |
| Investment in Eagle Bancorp Statutory Trust I  | 155       | 155       |
| Investment in American Federal Savings Bank    | 25,282    | 24,596    |
| Other assets                                   | 321       | 307       |
| <br>   |           |           |
| Total assets                                   | \$ 30,802 | \$ 29,256 |
| <br><u>Liabilities and stockholders equity</u> |           |           |
| Accounts payable and accrued expenses          | 13        | 13        |
| Long-term subordinated debt                    | 5,155     | 5,155     |
| Stockholders Equity                            | 25,634    | 24,088    |
| <br>   |           |           |
| Total liabilities and stockholders equity      | \$ 30,802 | \$ 29,256 |

Condensed Statements of Income  
 (Dollars in Thousands)

|   | 2008     | 2007     |
|---|----------|----------|
| Interest income   | \$ 166   | \$ 162   |
| Interest expense  | (310)    | (311)    |
| Noninterest expense   | (117)    | (123)    |
| <br>  |          |          |
| Loss before income taxes  | (261)    | (272)    |
| Income tax benefit  | (144)    | (149)    |
| <br>  |          |          |
| Loss before equity in undistributed earnings of American Federal Savings Bank | (117)    | (123)    |
| Equity in undistributed earnings of American Federal Savings Bank             | 2,227    | 1,901    |
| <br>  |          |          |
| Net income  | \$ 2,110 | \$ 1,778 |

**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
June 30, 2008 and 2007

**NOTE 19: Condensed Parent Company Financial Statements continued**  
Condensed Statements of Cash Flow  
(Dollars in Thousands)

|   | 2008          | 2007         |
|---|---------------|--------------|
| <b>Cash flows from operating activities</b>                                   |               |              |
| Net income  | \$ 2,109      | \$ 1,778     |
| Adjustments to reconcile net income to net cash used in operating activities: |               |              |
| Equity in undistributed earnings of American Federal Savings Bank             | (2,227)       | (1,901)      |
| Restricted stock awards   |               |              |
| Other adjustments, net  | 7             | 10           |
| Net cash used in operating activities   | (111)         | (113)        |
| <b>Cash flows from investing activities</b>                                   |               |              |
| Cash contribution from American Federal Savings Bank                          | 1,600         | 1,717        |
| Activity in available for sale securities                                     |               |              |
| Sales   |               |              |
| Maturities, prepayments and calls   | 89            | 30           |
| Purchases   | (908)         | (1,382)      |
| Investment in Eagle Bancorp Statutory Trust I                                 |               |              |
| Net cash provided by investing activities                                     | 781           | 365          |
| <b>Cash flows from financing activities</b>                                   |               |              |
| ESOP payments and dividends   | 146           | 146          |
| Payments to purchase treasury stock   | (254)         | (238)        |
| Net changes in notes payable advances   |               |              |
| Proceeds from subordinated debentures   |               |              |
| Dividends paid  | (415)         | (386)        |
| Net cash used in financing activities   | (523)         | (478)        |
| Net change in cash and cash equivalents                                       | 147           | (226)        |
| Cash and cash equivalents at beginning of period                              | 90            | 316          |
| <b>Cash and cash equivalents at end of period</b>                             | <b>\$ 237</b> | <b>\$ 90</b> |

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**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 20: Quarterly Results of Operations (Unaudited)**

The following is a condensed summary of quarterly results of operations for the years ended June 30, 2008 and 2007:

|  | <b>Year ended June 30, 2008</b> |                           |                          |                           |
|--|---------------------------------|---------------------------|--------------------------|---------------------------|
| <i>(Dollars in Thousands, except per share data)</i> | <b>First<br/>Quarter</b>        | <b>Second<br/>Quarter</b> | <b>Third<br/>Quarter</b> | <b>Fourth<br/>Quarter</b> |
| Interest and dividend income                         | \$ 3,408                        | \$ 3,494                  | \$ 3,474                 | \$ 3,713                  |
| Interest expense                                     | 1,699                           | 1,717                     | 1,639                    | 1,598                     |
| Net interest income                                  | 1,709                           | 1,777                     | 1,835                    | 2,115                     |
| Loan loss provision                                  |                                 |                           |                          | (175)                     |
| Net interest income after loan loss provision        | 1,709                           | 1,777                     | 1,835                    | 2,290                     |
| Non interest income                                  | 584                             | 269                       | 619                      | 752                       |
| Non interest expense                                 | 1,668                           | 1,787                     | 1,761                    | 1,847                     |
| Income before income tax expense                     | 625                             | 259                       | 693                      | 1,195                     |
| Income tax expense                                   | 161                             | 40                        | 155                      | 306                       |
| Net income   | \$ 464                          | \$ 219                    | \$ 538                   | \$ 889                    |
| Comprehensive income (loss)                          | \$ 556                          | \$ 215                    | \$ 236                   | \$ (921)                  |
| Basic earnings per common share                      | \$ 0.43                         | \$ 0.20                   | \$ 0.50                  | \$ 0.83                   |
| Diluted earnings per common share                    | \$ 0.38                         | \$ 0.18                   | \$ 0.44                  | \$ 0.73                   |
|  | <b>Year ended June 30, 2007</b> |                           |                          |                           |
| Interest and dividend income                         | \$ 2,994                        | \$ 3,102                  | \$ 3,260                 | \$ 3,288                  |
| Interest expense                                     | 1,340                           | 1,472                     | 1,532                    | 1,615                     |
| Net interest income                                  | 1,654                           | 1,630                     | 1,728                    | 1,673                     |
| Non interest income                                  | 537                             | 592                       | 544                      | 588                       |
| Non interest expense                                 | 1,616                           | 1,661                     | 1,660                    | 1,677                     |
| Income before income tax expense                     | 575                             | 561                       | 612                      | 584                       |
| Income tax expense                                   | 153                             | 100                       | 159                      | 142                       |
| Net income   | \$ 422                          | \$ 461                    | \$ 453                   | \$ 442                    |
| Comprehensive loss                                   | \$ 670                          | \$ 55                     | \$ 156                   | \$ (642)                  |
| Basic earnings per common share                      | \$ 0.39                         | \$ 0.43                   | \$ 0.42                  | \$ 0.41                   |

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|                                   |    |      |    |      |    |      |    |      |
|-----------------------------------|----|------|----|------|----|------|----|------|
| Diluted earnings per common share | \$ | 0.35 | \$ | 0.38 | \$ | 0.37 | \$ | 0.37 |
|-----------------------------------|----|------|----|------|----|------|----|------|

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**EAGLE BANCORP AND SUBSIDIARY**  
Notes to Consolidated Financial Statements  
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**NOTE 21: Subsequent Events**

The Board announced on July 17, 2008 the declaration of a cash dividend of \$0.255 per share for the fourth quarter. It is payable August 22, 2008 to shareholders of record at the close of business August 3, 2007. Eagle Financial MHC, Eagle Bancorp's mutual holding company, has waived its right to receive dividends on the 648,493 shares of Eagle Bancorp that Eagle Financial MHC holds.

Recent events and concerns occurring in the marketplace subsequent to June 30, 2008, have resulted in significant decreases in the share prices of FHLMC and FNMA preferred stock. The concerns include deterioration of the financial condition of the government sponsored entities, concerns over the constriction of FHLMC and FNMA's financial flexibility to manage potential volatility in its mortgage risk exposures and the uncertainty with respect to the impact on the preferred stock of the recently enacted housing and economic recovery bill including the authorization for the U.S. Treasury Department to purchase equity in both FHLMC and FNMA. The preferred stock, which is carried at fair value, had a carrying value of \$1,321,000 at June 30, 2008. Subsequent to June 30, 2008, the fair value of the preferred stock declined \$420,000 to \$901,000 at July 31, 2008. To the extent that the market conditions do not improve and the values for these securities do not stabilize, it is possible that the Company could recognize additional fair value declines in its operating results in future periods.

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