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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

**Quarterly Report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934**

For the quarterly period ended December 31, 2012

Commission File Number: 1-14588

**Northeast Bancorp**

(Exact name of registrant as specified in its charter)

**Maine**

(State or other jurisdiction of incorporation or organization)

**01-0425066**

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

**500 Canal Street, Lewiston, Maine**

(Address of Principal executive offices)

**04240**

(Zip Code)

**(207) 786-3245**

Registrant's telephone number, including area code

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

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

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

Large accelerated filer o

Accelerated filer o

Non-accelerated filer o

Smaller Reporting Company x

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. As of January 31, 2013, the registrant had outstanding 9,467,372 shares of voting common stock, \$1.00 par value per share and 916,069 shares of non-voting common stock, \$1.00 par value per share.

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PART 1- FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

**NORTHEAST BANCORP AND SUBSIDIARY  
CONSOLIDATED BALANCE SHEETS**

(Unaudited)

(Dollars in thousands, except share and per share data)

|  | <u>December 31, 2012</u> | <u>June 30, 2012</u> |
|--|--------------------------|----------------------|
| <b>Assets</b>  |                          |                      |
| Cash and due from banks                                    | \$ 3,284                 | \$ 2,538             |
| Short-term investments                                     | 124,328                  | 125,736              |
| Total cash and cash equivalents                            | <u>127,612</u>           | <u>128,274</u>       |
| Available-for-sale securities, at fair value               | 133,363                  | 133,264              |
| Loans held for sale  | 8,262                    | 9,882                |
| Loans  | 392,583                  | 356,254              |
| Less: Allowance for loan losses                            | 875                      | 824                  |
| Loans, net   | <u>391,708</u>           | <u>355,430</u>       |
| Premises and equipment, net                                | 10,434                   | 9,205                |
| Reposessed collateral, net                                 | 2,633                    | 834                  |
| Accrued interest receivable                                | 2,068                    | 1,840                |
| Federal Home Loan Bank stock, at cost                      | 4,602                    | 4,602                |
| Federal Reserve Bank stock, at cost                        | 871                      | 871                  |
| Intangible assets, net                                     | 3,957                    | 4,487                |
| Bank owned life insurance                                  | 14,148                   | 14,295               |
| Other assets   | 5,052                    | 6,212                |
| Total assets   | <u>\$ 704,710</u>        | <u>\$ 669,196</u>    |
| <b>Liabilities and Stockholders' Equity</b>                |                          |                      |
| <b>Liabilities</b>   |                          |                      |
| Deposits   |                          |                      |
| Demand   | \$ 48,136                | \$ 45,323            |
| Savings and interest checking                              | 86,231                   | 90,204               |
| Money market   | 58,351                   | 45,024               |
| Time deposits  | 308,800                  | 241,637              |
| Total deposits   | <u>501,518</u>           | <u>422,188</u>       |
| Federal Home Loan Bank advances                            | 43,213                   | 43,450               |
| Structured repurchase agreements                           | 25,637                   | 66,183               |
| Short-term borrowings                                      | 1,570                    | 1,209                |
| Junior subordinated debentures issued to affiliated trusts | 8,186                    | 8,106                |
| Capital lease obligation                                   | 1,827                    | 1,911                |

|  |                   |                   |
|--|-------------------|-------------------|
| Other liabilities  | 7,828             | 7,010             |
| Total liabilities  | <u>589,779</u>    | <u>550,057</u>    |
| Commitments and contingencies  | —                 | —                 |
| Stockholders' equity   |                   |                   |
| Preferred stock, \$1.00 par value, 1,000,000 shares authorized; no shares issued and outstanding at December 31, 2012; 4,227 shares issued and outstanding at June 30, 2012; liquidation preference of \$1,000 per share                     | 0                 | 4                 |
| Voting common stock, \$1.00 par value, 25,000,000 and 13,500,000 shares authorized at December 31, 2012 and June 30, 2012, respectively; 9,467,372 and 9,307,127 issued and outstanding at December 31, 2012 and June 30, 2012, respectively | 9,467             | 9,307             |
| Non-voting common stock, \$1.00 par value, 3,000,000 and 1,500,000 shares authorized at December 31, 2012 and June 30, 2012, respectively; 916,069 and 1,076,314 issued and outstanding at December 31, 2012 and June 30, 2012, respectively | 916               | 1,076             |
| Warrants to purchase common stock  | 0                 | 406               |
| Additional paid-in capital   | 92,570            | 96,080            |
| Unearned restricted stock  | (109)             | (127)             |
| Retained earnings  | 12,534            | 12,235            |
| Accumulated other comprehensive (loss) income  | (447)             | 158               |
| Total stockholders' equity   | <u>114,931</u>    | <u>119,139</u>    |
| Total liabilities and stockholders' equity   | <u>\$ 704,710</u> | <u>\$ 669,196</u> |

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

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**NORTHEAST BANCORP AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(Dollars in thousands, except share and per share data)

|   | <u>Three Months Ended December 31,</u> |              | <u>Six Months Ended December 31,</u> |               |
|---|--|--------------|--------------------------------------|---------------|
|   | 2012                                   | 2011         | 2012                                 | 2011          |
| Interest and dividend income:                                     |  |              |                                      |               |
| Interest on loans   | \$ 8,267                               | \$ 5,874     | \$ 15,608                            | \$ 11,011     |
| Interest on available-for-sale securities                         | 348                                    | 541          | 695                                  | 1,180         |
| Other interest and dividend income                                | 109                                    | 57           | 198                                  | 116           |
| Total interest and dividend income                                | <u>8,724</u>                           | <u>6,472</u> | <u>16,501</u>                        | <u>12,307</u> |
| Interest expense:   |  |              |                                      |               |
| Deposits  | 1,028                                  | 836          | 2,006                                | 1,673         |
| Federal Home Loan Bank advances                                   | 259                                    | 258          | 518                                  | 516           |
| Structured repurchase agreements                                  | 161                                    | 249          | 380                                  | 497           |
| Short-term borrowings   | 5                                      | 3            | 11                                   | 8             |
| Junior subordinated debentures issued to affiliated trusts        | 191                                    | 185          | 384                                  | 368           |
| Obligation under capital lease agreements                         | 23                                     | 25           | 47                                   | 51            |
| Total interest expense  | <u>1,667</u>                           | <u>1,556</u> | <u>3,346</u>                         | <u>3,113</u>  |
| Net interest and dividend income before provision for loan losses | 7,057                                  | 4,916        | 13,155                               | 9,194         |
| Provision for loan losses   | 247                                    | 134          | 475                                  | 534           |
| Net interest and dividend income after provision for loan losses  | <u>6,810</u>                           | <u>4,782</u> | <u>12,680</u>                        | <u>8,660</u>  |
| Noninterest income:   |  |              |                                      |               |
| Fees for other services to customers                              | 462                                    | 370          | 772                                  | 710           |
| Net securities gains  | 0                                      | 433          | 792                                  | 380           |
| Gain on sales of loans held for sale                              | 914                                    | 770          | 1,670                                | 1,426         |
| Gain on sales of portfolio loans                                  | 998                                    | 203          | 998                                  | 203           |
| Gain recognized on repossessed collateral, net                    | 0                                      | 73           | 451                                  | 50            |
| Investment commissions  | 799                                    | 704          | 1,474                                | 1,391         |
| Bank-owned life insurance income                                  | 358                                    | 126          | 481                                  | 253           |
| Other noninterest income  | 13                                     | 13           | 56                                   | 57            |
| Total noninterest income  | <u>3,544</u>                           | <u>2,692</u> | <u>6,694</u>                         | <u>4,470</u>  |
| Noninterest expense:  |  |              |                                      |               |
| Salaries and employee benefits                                    | 4,413                                  | 3,729        | 8,470                                | 7,446         |
| Occupancy and equipment expense                                   | 1,147                                  | 916          | 2,225                                | 1,765         |
| Professional fees   | 399                                    | 277          | 822                                  | 692           |
| Data processing fees  | 284                                    | 289          | 552                                  | 563           |
| Marketing expense   | 252                                    | 254          | 439                                  | 345           |
| Loan acquisition and collection expense                           | 479                                    | 288          | 933                                  | 570           |
| FDIC insurance premiums   | 122                                    | 122          | 239                                  | 239           |

|  |                 |                |                 |                 |
|--|-----------------|----------------|-----------------|-----------------|
| Intangible asset amortization  | 265             | 337            | 530             | 673             |
| Other noninterest expense  | 771             | 665            | 1,425           | 1,237           |
| Total noninterest expense  | <u>8,132</u>    | <u>6,877</u>   | <u>15,635</u>   | <u>13,530</u>   |
| Income (loss) from continuing operations before income tax expense (benefit) | 2,222           | 597            | 3,739           | (400)           |
| Income tax expense (benefit)   | 705             | 179            | 1,189           | (224)           |
| Net income (loss) from continuing operations                                 | <u>\$ 1,517</u> | <u>\$ 418</u>  | <u>\$ 2,550</u> | <u>\$ (176)</u> |
| Discontinued operations:   |                 |                |                 |                 |
| Income from discontinued operations  | \$ 0            | \$ 0           | \$ 0            | \$ 186          |
| Gain on sale of discontinued operations                                      | 0               | 0              | 0               | 1,529           |
| Income tax expense   | 0               | 0              | 0               | 592             |
| Net income from discontinued operations                                      | <u>\$ 0</u>     | <u>\$ 0</u>    | <u>\$ 0</u>     | <u>\$ 1,123</u> |
| Net income   | <u>\$ 1,517</u> | <u>\$ 418</u>  | <u>\$ 2,550</u> | <u>\$ 947</u>   |
| Net income available to common stockholders                                  | <u>\$ 1,259</u> | <u>\$ 320</u>  | <u>\$ 2,195</u> | <u>\$ 751</u>   |
| Weighted-average shares outstanding:   |                 |                |                 |                 |
| Basic  | 10,383,441      | 3,494,498      | 10,383,441      | 3,494,498       |
| Diluted  | 10,383,441      | 3,511,994      | 10,383,441      | 3,494,498       |
| Earnings per common share:   |                 |                |                 |                 |
| Basic:   |                 |                |                 |                 |
| Income (loss) from continuing operations                                     | \$ 0.12         | \$ 0.09        | \$ 0.21         | \$ (0.11)       |
| Income from discontinued operations  | 0.00            | 0.00           | 0.00            | 0.32            |
| Net income   | <u>\$ 0.12</u>  | <u>\$ 0.09</u> | <u>\$ 0.21</u>  | <u>\$ 0.21</u>  |
| Diluted:   |                 |                |                 |                 |
| Income (loss) from continuing operations                                     | \$ 0.12         | \$ 0.09        | \$ 0.21         | \$ (0.11)       |
| Income from discontinued operations  | 0.00            | 0.00           | 0.00            | 0.32            |
| Net income   | <u>\$ 0.12</u>  | <u>\$ 0.09</u> | <u>\$ 0.21</u>  | <u>\$ 0.21</u>  |
| Cash dividends declared per common share                                     | <u>\$ 0.09</u>  | <u>\$ 0.09</u> | <u>\$ 0.18</u>  | <u>\$ 0.18</u>  |

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

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**NORTHEAST BANCORP AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Unaudited)

(Dollars in thousands)

|   | Three Months Ended December 31, |                | Six Months Ended December 31, |                 |
|---|---------------------------------|----------------|-------------------------------|-----------------|
|   | 2012                            | 2011           | 2012                          | 2011            |
| Net income  | \$ 1,517                        | \$ 418         | \$ 2,550                      | \$ 947          |
| Other comprehensive (loss) income, before tax:                            |                                 |                |                               |                 |
| Available-for-sale securities:  |                                 |                |                               |                 |
| Change in net unrealized gain or loss on available-for-sale securities    | (311)                           | (273)          | (154)                         | 1,363           |
| Reclassification adjustment for net gains included in net income          | 0                               | (433)          | (792)                         | (380)           |
| Total available-for-sale securities                                       | <u>(311)</u>                    | <u>(706)</u>   | <u>(946)</u>                  | <u>983</u>      |
| Derivatives and hedging activities:                                       |                                 |                |                               |                 |
| Change in accumulated loss on effective cash flow hedges                  | 59                              | 55             | 65                            | (143)           |
| Reclassification adjustments for net gains included in net income         | (19)                            | (21)           | (37)                          | (43)            |
| Total derivatives and hedging activities                                  | <u>40</u>                       | <u>34</u>      | <u>28</u>                     | <u>(186)</u>    |
| Total other comprehensive (loss) income, before tax                       | (271)                           | (672)          | (918)                         | 797             |
| Income tax (benefit) expense related to other comprehensive (loss) income | (93)                            | (229)          | (313)                         | 271             |
| Other comprehensive (loss) income, net of tax                             | <u>(178)</u>                    | <u>(443)</u>   | <u>(605)</u>                  | <u>526</u>      |
| Comprehensive income (loss)   | <u>\$ 1,339</u>                 | <u>\$ (25)</u> | <u>\$ 1,945</u>               | <u>\$ 1,473</u> |

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

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**NORTHEAST BANCORP AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**

(Unaudited)  
(Dollars in thousands, except share and per share data)

|  | Preferred Stock |             | Voting Common Stock |                 | Non-voting Common Stock |               | Warrants      | Unearned         |                 | Accumulated Other | Total           |                   |
|--|-----------------|-------------|---------------------|-----------------|-------------------------|---------------|---------------|------------------|-----------------|-------------------|-----------------|-------------------|
|  | Shares          | Amount      | Shares              | Amount          | Shares                  | Amount        | to Purchase   | Additional       | Restricted      | Retained          | Comprehensive   | Stockholders'     |
|  |                 |             |                     |                 |                         |               | Common Stock  | Paid-in Capital  | Stock           | Earnings          | Income (Loss)   | Equity            |
| Balance at June 30, 2011                                     | 4,227           | \$ 4        | 3,312,173           | \$ 3,312        | 195,351                 | \$ 195        | \$ 406        | \$ 49,700        | \$ (163)        | \$ 11,726         | \$ (226)        | \$ 64,954         |
| Net income   | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | 947               | 0               | 947               |
| Other comprehensive income, net of tax                       | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | 0                 | 526             | 526               |
| Dividends on preferred stock                                 | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | (106)             | 0               | (106)             |
| Dividends on common stock at \$0.18 per share                | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | (631)             | 0               | (631)             |
| Stock-based compensation                                     | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 192              | 18              | 0                 | 0               | 210               |
| Accretion of preferred stock                                 | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 90               | 0               | (90)              | 0               | 0                 |
| Balance at December 31, 2011                                 | <u>4,227</u>    | <u>\$ 4</u> | <u>3,312,173</u>    | <u>\$ 3,312</u> | <u>195,351</u>          | <u>\$ 195</u> | <u>\$ 406</u> | <u>\$ 49,982</u> | <u>\$ (145)</u> | <u>\$ 11,846</u>  | <u>\$ 300</u>   | <u>\$ 65,900</u>  |
| Balance at June 30, 2012                                     | 4,227           | \$ 4        | 9,307,127           | \$ 9,307        | 1,076,314               | \$ 1,076      | \$ 406        | \$ 96,080        | \$ (127)        | \$ 12,235         | \$ 158          | \$ 119,139        |
| Net income   | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | 2,550             | 0               | 2,550             |
| Other comprehensive loss, net of tax                         | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | 0                 | (605)           | (605)             |
| Conversion of non-voting common stock to voting common stock | 0               | 0           | 160,245             | 160             | (160,245)               | (160)         | 0             | 0                | 0               | 0                 | 0               | 0                 |
| Dividends on preferred stock                                 | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | (113)             | 0               | (113)             |
| Dividends on common stock at \$0.18 per share                | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 0                | 0               | (1,870)           | 0               | (1,870)           |
| Offering costs   | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | (60)             | 0               | 0                 | 0               | (60)              |
| Stock-based compensation                                     | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 194              | 18              | 0                 | 0               | 212               |
| Redemption of preferred stock and warrants                   | (4,227)         | (4)         | 0                   | 0               | 0                       | 0             | (406)         | (3,912)          | 0               | 0                 | 0               | (4,322)           |
| Accretion of preferred stock                                 | 0               | 0           | 0                   | 0               | 0                       | 0             | 0             | 268              | 0               | (268)             | 0               | 0                 |
| Balance at December 31, 2012                                 | <u>0</u>        | <u>\$ 0</u> | <u>9,467,372</u>    | <u>\$ 9,467</u> | <u>916,069</u>          | <u>\$ 916</u> | <u>0</u>      | <u>\$ 92,570</u> | <u>\$ (109)</u> | <u>\$ 12,534</u>  | <u>\$ (447)</u> | <u>\$ 114,931</u> |

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

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**NORTHEAST BANCORP AND SUBSIDIARY  
CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)  
(Dollars in thousands)

|   | Six Months Ended December 31, |          |
|---|-------------------------------|----------|
|   | 2012                          | 2011     |
| Operating activities:   |                               |          |
| Net income  | \$ 2,550                      | \$ 947   |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |                               |          |
| Provision for loan losses   | 475                           | 534      |
| Gain on sale or impairment of repossessed collateral, net                                   | (451)                         | (50)     |
| Accretion of fair value adjustments on loans, net   | (3,505)                       | (1,124)  |
| Accretion of fair value adjustments on deposits, net  | (537)                         | (716)    |
| Accretion of fair value adjustments on borrowings, net                                      | (703)                         | (1,088)  |
| Originations of loans held for sale   | (73,982)                      | (72,454) |
| Net proceeds from sales of loans held for sale  | 77,272                        | 70,867   |
| Gain on sales of loans held for sale  | (1,670)                       | (1,426)  |
| Gain on sales of portfolio loans  | (998)                         | (203)    |
| Amortization of intangible assets   | 530                           | 742      |

|  |                   |                  |
|--|-------------------|------------------|
| Bank-owned life insurance income, net  | (481)             | (253)            |
| Depreciation of premises and equipment   | 842               | 604              |
| Loss on sale of premises and equipment   | 0                 | 2                |
| Net gain on sale of available-for-sale securities                                | (792)             | (380)            |
| Stock-based compensation   | 212               | 210              |
| Gain on sale of assets of insurance division                                     | 0                 | (1,529)          |
| Amortization of securities, net  | 794               | 843              |
| Changes in other assets and liabilities:   |                   |                  |
| Interest receivable  | (228)             | (517)            |
| Decrease in prepaid FDIC assessment  | 220               | 323              |
| Other assets and liabilities   | 2,099             | 372              |
| Net cash provided by (used in) operating activities                              | <u>1,647</u>      | <u>(4,296)</u>   |
| <b>Investing activities:</b>   |                   |                  |
| Proceeds from sales of available-for-sale securities                             | 159,579           | 49,053           |
| Purchases of available-for-sale securities                                       | (167,294)         | (51,274)         |
| Proceeds from maturities and principal payments on available-for-sale securities | 6,668             | 12,223           |
| Loan purchases   | (63,887)          | (51,662)         |
| Loan originations and principal collections, net                                 | 24,193            | 14,141           |
| Purchases of premises and equipment  | (2,071)           | (1,754)          |
| Proceeds from sales of portfolio loans   | 5,189             | 711              |
| Proceeds from sales of repossessed collateral                                    | 907               | 660              |
| Proceeds from life insurance benefits  | 628               | 0                |
| Proceeds from sale of assets of insurance division                               | 0                 | 9,726            |
| Net cash used in investing activities  | <u>(36,088)</u>   | <u>(18,176)</u>  |
| <b>Financing activities:</b>   |                   |                  |
| Net increase in deposits   | 79,867            | 622              |
| Net increase (decrease) in short-term borrowings                                 | 361               | (771)            |
| Dividends paid on preferred stock  | (113)             | (106)            |
| Dividends paid on common stock   | (1,870)           | (631)            |
| Stock offering costs   | (60)              | 0                |
| Repayment of structured repurchase agreements                                    | (40,000)          | 0                |
| Repayment of other borrowings  | 0                 | (2,129)          |
| Redemption of preferred stock and warrants                                       | (4,322)           | 0                |
| Repayment of capital lease obligation  | (84)              | (81)             |
| Net cash provided by (used in) financing activities                              | <u>33,779</u>     | <u>(3,096)</u>   |
| Net decrease in cash and cash equivalents  | (662)             | (25,568)         |
| Cash and cash equivalents, beginning of period                                   | 128,274           | 83,931           |
| Cash and cash equivalents, end of period   | <u>\$ 127,612</u> | <u>\$ 58,363</u> |
| <b>Supplemental schedule of noncash investing and financing activities:</b>      |                   |                  |
| Transfers from loans to repossessed collateral                                   | \$ 3,310          | \$ 757           |
| Transfers from repossessed collateral to loans                                   | 1,055             | 0                |

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

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**NORTHEAST BANCORP AND SUBSIDIARY**  
**Notes to Unaudited Consolidated Financial Statements**  
**December 31, 2012**

**1. Basis of Presentation**

The accompanying unaudited condensed and consolidated interim financial statements include the accounts of Northeast Bancorp (“Northeast” or the “Company”) and its wholly-owned subsidiary, Northeast Bank (the “Bank”).

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, the accompanying consolidated financial statements contain all adjustments (consisting principally of normal recurring accruals) considered necessary for a fair presentation of the Company’s financial position at December 31, 2012, the results of operations for the three and six months ended December 31, 2012 and 2011, comprehensive income for the three and six months ended December 31, 2012 and 2011, the changes in stockholders’ equity for the six months ended December 31, 2012 and 2011, and the cash flows for the six months ended December 31, 2012 and 2011. Operating results for the six months ended December 31, 2012 are not necessarily indicative of the results that may be expected for the fiscal year ending June 30, 2013 (“Fiscal 2013”). For further information, refer to the audited consolidated financial statements and notes thereto for the fiscal year ended June 30, 2012 (“Fiscal 2012”) included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission.

**2. Recent Accounting Pronouncements**

In December 2011, the Financial Accounting Standards Board (“FASB”) issued ASU No. 2011-11, *Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities* (“ASU 2011-11”). The update requires entities to disclose information about offsetting and related arrangements of financial instruments and derivative instruments. The amendments require enhanced disclosures by requiring improved information about financial instruments and derivative instruments that are either (i) offset in accordance with current literature or (ii) subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in accordance with current literature. ASU 2011-11 is effective for fiscal years, and interim periods within those years, beginning on or after January 1, 2013. The Company does not anticipate that the adoption of this guidance will have a material impact on the consolidated financial statements.

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income* (“ASU 2011-05”). The objective of this update is to improve the comparability, consistency, and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The amendments in this update require that all non-owner changes in stockholders’ equity be presented either in as single continuous statement of comprehensive income or in two separate but consecutive statements. The amendments are effective for interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the consolidated financial statements.

In December 2011, the FASB issued ASU No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. The amendments in this update defer those changes in ASU 2011-05 that relate to the presentation of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. All other requirements in ASU 2011-05 are not affected by this update. The amendments are effective for interim and annual periods beginning after December 15, 2011. The adoption of this guidance did not have a material impact on the consolidated financial statements.

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**3. Securities Available-for-Sale**

Securities available-for-sale at amortized cost and approximate fair values are summarized below:

|                                   | December 31, 2012      |                   | June 30, 2012     |                   |
|-----------------------------------|------------------------|-------------------|-------------------|-------------------|
|                                   | Amortized Cost         | Fair Value        | Amortized Cost    | Fair Value        |
|                                   | (Dollars in thousands) |                   |                   |                   |
| U.S. Government agency securities | \$ 45,556              | \$ 45,618         | \$ 45,824         | \$ 45,808         |
| Agency mortgage-backed securities | 88,128                 | 87,745            | 86,816            | 87,456            |
|                                   | <u>\$ 133,684</u>      | <u>\$ 133,363</u> | <u>\$ 132,640</u> | <u>\$ 133,264</u> |

The gross unrealized gains and unrealized losses on available-for-sale securities are as follows:

|                                   | December 31, 2012      |                         | June 30, 2012          |                         |
|-----------------------------------|------------------------|-------------------------|------------------------|-------------------------|
|                                   | Gross Unrealized Gains | Gross Unrealized Losses | Gross Unrealized Gains | Gross Unrealized Losses |
|                                   | (Dollars in thousands) |                         |                        |                         |
| U.S. Government agency securities | \$ 62                  | \$ 0                    | \$ 5                   | \$ 21                   |
| Agency mortgage-backed securities | 95                     | 478                     | 640                    | 0                       |
|                                   | <u>\$ 157</u>          | <u>\$ 478</u>           | <u>\$ 645</u>          | <u>\$ 21</u>            |

When securities are sold, the adjusted cost of the specific security sold is used to compute the gain or loss on sale. The following table summarizes realized gains and losses on available-for-sale securities.

|                       | Three Months Ended December 31, |               | Six Months Ended December 31, |               |
|-----------------------|---------------------------------|---------------|-------------------------------|---------------|
|                       | 2012                            | 2011          | 2012                          | 2011          |
|                       | (Dollars in thousands)          |               |                               |               |
| Gross realized gains  | \$ 0                            | \$ 433        | \$ 831                        | \$ 447        |
| Gross realized losses | 0                               | 0             | (39)                          | (67)          |
| Net security gains    | <u>\$ 0</u>                     | <u>\$ 433</u> | <u>\$ 792</u>                 | <u>\$ 380</u> |

At December 31, 2012, investment securities with a fair value of approximately \$43.1 million were pledged as collateral to secure outstanding borrowings.

The following summarizes the Company’s gross unrealized losses and fair values aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

|                                   | December 31, 2012      |                   |                     |                   |                  |                   |
|-----------------------------------|------------------------|-------------------|---------------------|-------------------|------------------|-------------------|
|                                   | Less than 12 Months    |                   | More than 12 Months |                   | Total            |                   |
|                                   | Fair Value             | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value       | Unrealized Losses |
|                                   | (Dollars in thousands) |                   |                     |                   |                  |                   |
| U.S. Government agency securities | \$ 0                   | \$ 0              | \$ 0                | \$ 0              | \$ 0             | \$ 0              |
| Agency mortgage-backed securities | 68,560                 | 478               | 0                   | 0                 | 68,560           | 478               |
|                                   | <u>\$ 68,560</u>       | <u>\$ 478</u>     | <u>\$ 0</u>         | <u>\$ 0</u>       | <u>\$ 68,560</u> | <u>\$ 478</u>     |

|                                   | June 30, 2012          |                   |                     |                   |                  |                   |
|-----------------------------------|------------------------|-------------------|---------------------|-------------------|------------------|-------------------|
|                                   | Less than 12 Months    |                   | More than 12 Months |                   | Total            |                   |
|                                   | Fair Value             | Unrealized Losses | Fair Value          | Unrealized Losses | Fair Value       | Unrealized Losses |
|                                   | (Dollars in thousands) |                   |                     |                   |                  |                   |
| U.S. Government agency securities | \$ 36,585              | \$ 21             | \$ 0                | \$ 0              | \$ 36,585        | \$ 21             |
| Agency mortgage-backed securities | 0                      | 0                 | 0                   | 0                 | 0                | 0                 |
|                                   | <u>\$ 36,585</u>       | <u>\$ 21</u>      | <u>\$ 0</u>         | <u>\$ 0</u>       | <u>\$ 36,585</u> | <u>\$ 21</u>      |

There were no other-than-temporary impairment losses on securities during the three and six months ended December 31, 2012 or 2011.

At December 31, 2012, the Company did not have any securities in a continuous loss position for greater than twelve months. At December 31, 2012, all of the Company's available-for-sale securities were issued or guaranteed by either government agencies or

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government-sponsored enterprises. The decline in fair value of the Company's available-for-sale securities at December 31, 2012 is attributable to changes in interest rates.

Management of the Company, in addition to considering current trends and economic conditions that may affect the quality of individual securities within the Company's investment portfolio, also considers the Company's ability and intent to hold such securities to maturity or recovery of cost. Management does not believe any of the Company's available-for-sale securities are other-than-temporarily impaired at December 31, 2012.

The amortized cost and fair values of available-for-sale debt securities by contractual maturity are shown below as of December 31, 2012. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

|  | Amortized<br>Cost | Fair<br>Value |
|--|-------------------|---------------|
| (Dollars in thousands)                 |                   |               |
| Due within one year                    | \$ 12,080         | \$ 12,096     |
| Due after one year through five years  | 33,476            | 33,522        |
| Due after five years through ten years | 47,276            | 47,135        |
| Due after ten years                    | 40,852            | 40,610        |
|  | \$ 133,684        | \$ 133,363    |

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**4. Loans, Allowance for Loan Losses and Credit Quality**

Loans are carried at the principal amounts outstanding, or amortized acquired fair value in the case of acquired loans, adjusted by partial charge-offs and net of deferred loan costs or fees. Loan fees and certain direct origination costs are deferred and amortized into interest income over the expected term of the loan using the level-yield method. When a loan is paid off, the unamortized portion is recognized in interest income. Interest income is accrued based upon the daily principal amount outstanding except for loans on nonaccrual status.

All loans purchased by the Company in the secondary market by the Bank's Loan Acquisition and Servicing Group ("LASG") are accounted for under ASC 310-30, *Receivables — Loans and Debt Securities Acquired with Deteriorated Credit Quality* ("ASC 310-30"). At acquisition, the effective interest rate is determined based on the discount rate that equates the present value of the Company's estimate of cash flows with the purchase price of the loan. Prepayments are not assumed in determining a purchased loan's effective interest rate and income accretion. The application of ASC 310-30 limits the yield that may be accreted on the purchased loan, or the "the accretable yield," to the excess of the Company's estimate, at acquisition, of the expected undiscounted principal, interest, and other cash flows over the Company's initial investment in the loan. The excess of contractually required payments receivable over the cash flows expected to be collected on the loan represents the purchased loan's "nonaccretable difference." Subsequent improvements in expected cash flows of loans with nonaccretable differences result in a prospective increase to the loan's effective yield through a reclassification of some, or all, of the nonaccretable difference to accretable yield. The effect of subsequent declines in expected cash flows of purchased loans are recorded through a specific allocation in the allowance for loan losses.

Loans are generally placed on nonaccrual status when they are past due 90 days as to either principal or interest, or when in management's judgment the collectability of interest or principal of the loan has been significantly impaired. Loans accounted for under ASC 310-30 are placed on nonaccrual when it is not possible to reach a reasonable expectation of the timing and amount of cash flows to be collected on the loan. When a loan has been placed on nonaccrual status, previously accrued and uncollected interest is reversed against interest on loans. Interest on nonaccrual loans is accounted for on a cash-basis or using the cost-recovery method when collectability is doubtful. A loan is returned to accrual status when collectability of principal is reasonably assured and the loan has performed for a reasonable period of time.

In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms, the loan is classified as a troubled debt restructuring ("TDR"). Concessionary modifications may include adjustments to interest rates, extensions of maturity, and other actions intended to minimize economic loss and avoid foreclosure or repossession of collateral. For loans accounted for under ASC 310-30, the Company evaluates whether it has granted a concession by comparing the restructured debt terms to the expected cash flows at acquisition plus any additional cash flows expected to be collected arising from changes in estimate after acquisition. As a result, if an ASC 310-30 loan is modified to be consistent with, or better than, the Company's expectations at acquisition, the loan would not qualify as a TDR. Nonaccrual loans that are restructured generally remain on nonaccrual for a minimum period of six months to demonstrate that the borrower can meet the restructured terms. If the restructured loan is on accrual status prior to being modified, it is reviewed to determine if the modified loan should remain on accrual status. If the borrower's ability to meet the revised payment schedule is not reasonably assured, the loan is classified as a nonaccrual loan. Loans classified as TDRs remain classified as such until the loan is paid off.

The composition of the Company's loan portfolio follows.

|                         | December 31, 2012 |           |           | June 30, 2012 |           |           |
|-------------------------|-------------------|-----------|-----------|---------------|-----------|-----------|
|                         | Originated        | Purchased | Total     | Originated    | Purchased | Total     |
| (Dollars in thousands)  |                   |           |           |               |           |           |
| Residential real estate | \$ 84,678         | \$ 4,254  | \$ 88,932 | \$ 90,944     | \$ 3,931  | \$ 94,875 |
| Home equity             | 39,041            | 0         | 39,041    | 42,696        | 0         | 42,696    |



|                        |                   |                   |                   |                   |                  |                   |
|------------------------|-------------------|-------------------|-------------------|-------------------|------------------|-------------------|
| Commercial real estate | 103,071           | 129,470           | 232,541           | 100,196           | 80,539           | 180,735           |
| Construction           | 42                | 0                 | 42                | 1,187             | 0                | 1,187             |
| Commercial business    | 17,134            | 0                 | 17,134            | 19,612            | 0                | 19,612            |
| Consumer               | 14,893            | 0                 | 14,893            | 17,149            | 0                | 17,149            |
| <b>Total loans</b>     | <b>\$ 258,859</b> | <b>\$ 133,724</b> | <b>\$ 392,583</b> | <b>\$ 271,784</b> | <b>\$ 84,470</b> | <b>\$ 356,254</b> |

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Purchased credit impaired (“PCI”) loans include those loans acquired with specific evidence of deterioration of credit quality since origination and for which it is probable, at acquisition, that the Company will be unable to collect all contractually required payments receivable. The Company does not characterize purchased loans with no or insignificant credit impairment as PCI loans. The following table presents a summary of PCI loans purchased by the LASG during the six months ended December 31, 2012 and 2011.

|  | <b>PCI Loans Acquired</b>            |                 |
|--|--------------------------------------|-----------------|
|  | <b>Six Months Ended December 31,</b> |                 |
|  | <b>2012</b>                          | <b>2011</b>     |
|  | <b>(Dollars in thousands)</b>        |                 |
| Contractually required payments receivable | \$ 44,575                            | \$ 10,064       |
| Nonaccretable difference                   | (10,814)                             | (2,958)         |
| Cash flows expected to be collected        | 33,761                               | 7,106           |
| Accretable yield                           | (14,214)                             | (3,122)         |
| <b>Fair value of loans acquired</b>        | <b>\$ 19,547</b>                     | <b>\$ 3,984</b> |

  

|   | <b>PCI Loans: Activity in Accretable Yield</b> |                 |
|---|--|-----------------|
|   | <b>Six Months Ended December 31,</b>           |                 |
|   | <b>2012</b>                                    | <b>2011</b>     |
|   | <b>(Dollars in thousands)</b>                  |                 |
| Beginning balance                               | \$ 7,169                                       | \$ 0            |
| Accretion                                       | (2,052)  | (564)           |
| Acquisitions                                    | 14,214   | 3,122           |
| Reclassifications from nonaccretable difference | 894  | 210             |
| Disposals and transfers                         | (2,951)  | (614)           |
| Other changes                                   | 23   | 0               |
| <b>End balance</b>                              | <b>\$ 17,297</b>                               | <b>\$ 2,154</b> |

The following table provides information related to the unpaid principal balance and carrying amounts of PCI loans.

|                          | <b>December 31, 2012</b>      | <b>June 30, 2012</b> |
|--------------------------|-------------------------------|----------------------|
|                          | <b>(Dollars in thousands)</b> |                      |
| Unpaid principal balance | \$ 49,768                     | \$ 21,359            |
| Carrying amount          | \$ 30,104                     | \$ 13,866            |

Allowance for Loan Losses

The allowance for loan 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.

The allowance for loan losses consists of general, specific, and unallocated reserves and reflects management’s estimate of probable loan losses inherent in the loan portfolio at the balance sheet date. Management uses a consistent and systematic process and methodology to evaluate the adequacy of the allowance for loan losses on a quarterly basis. The calculation of the allowance for loan losses is segregated by portfolio segments, which include: commercial real estate, commercial business, consumer, residential real estate, and purchased loans. Risk characteristics relevant to each portfolio segment are as follows:

**Residential real estate:** All loans in this segment are collateralized by residential real estate and repayment is primarily dependent on the credit quality of the individual borrower. The overall health of the economy, particularly unemployment rates and housing prices, has a significant effect on the credit quality in this segment. For purposes of the Company’s allowance for loan loss calculation, home equity loans and lines of credit are included in residential real estate.

**Commercial real estate:** Loans in this segment are primarily income-producing properties. For owner-occupied properties, the cash flows are derived from an operating business, and the underlying cash flows may be adversely affected by deterioration in the financial condition of the operating business. The underlying cash flows generated by non-owner occupied properties may be adversely affected by increased vacancy rates. Management periodically obtains rent rolls, with which it monitors the cash flows of these loans. Adverse developments in either of these areas will have an adverse effect on the credit quality of this segment. For purposes of the allowance for loan losses, this segment also includes construction loans.

**Commercial business:** Loans in this segment are made to businesses and are generally secured by the assets of the business. Repayment is expected from the cash flows of the business. Continued weakness in national or regional economic conditions, and a corresponding weakness in consumer or business spending, will have an adverse effect on the credit quality of this segment.

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Consumer: Loans in this segment are generally secured, and repayment is dependent on the credit quality of the individual borrower. Repayment of consumer loans is generally based on the earnings of individual borrowers, which may be adversely impacted by regional labor market conditions.

Purchased: Loans in this segment are secured by commercial real estate, multi-family residential real estate, or business assets and have been acquired by the LASG. Loans acquired by the LASG are, with limited exceptions, performing loans at the date of purchase. Loans in this segment acquired with specific material credit deterioration since origination are identified as purchased credit-impaired. Repayment of loans in this segment is largely dependent on cash flow from the successful operation of the property, in the case of non-owner occupied property, or operating business, in the case of owner-occupied property. Loan performance may be adversely affected by factors affecting the general economy or conditions specific to the real estate market such as geographic location or property type. Loans in this segment are evaluated for impairment under ASC 310-30. The Company reviews expected cash flows from purchased loans on a quarterly basis. The effect of a decline in expected cash flows subsequent to the acquisition of the loan is recognized through a specific allocation in the allowance for loan losses.

The general component of the allowance for loan losses is based on historical loss experience adjusted for qualitative factors stratified by loan segment. The Company does not weight periods used in that analysis to determine the average loss rate in each portfolio segment. This historical loss factor is adjusted for the following qualitative factors:

- Levels and trends in delinquencies
- Trends in the volume and nature of loans
- Trends in credit terms and policies, including underwriting standards, procedures and practices, and the experience and ability of lending management and staff
- Trends in portfolio concentration
- National and local economic trends and conditions.
- Effects of changes or trends in internal risk ratings
- Other effects resulting from trends in the valuation of underlying collateral

There were no changes in the Company's policies or methodology pertaining to the general component of the allowance for loan losses during the three and six months ended December 31, 2012.

The allocated component of the allowance for loan losses relates to loans that are classified as impaired. Impairment is measured on a loan-by-loan basis for commercial business and commercial real estate loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. An allowance is established when the discounted cash flows or collateral value of the impaired loan is lower than the carrying value of that loan. Large groups of smaller-balance homogeneous loans, such as consumer and residential real estate loans are collectively evaluated for impairment based on the group's historical loss experience adjusted for qualitative factors. Accordingly, the Company does not separately identify individual consumer and residential loans for individual impairment and disclosure. However, all loans modified in troubled debt restructurings are individually reviewed for impairment.

For all portfolio segments, except the purchased loan segment, 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. 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 of the circumstances surrounding the loan and the borrower, including the length of the 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. For the purchased loan segment, a loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to realize cash flows as estimated at acquisition. Loan impairment of purchased loans is measured based on the decrease in expected cash flows from those estimated at acquisition, excluding changes due to decreases in interest rate indices, discounted at the loan's effective rate assumed at acquisition. Factors considered by management in determining impairment include payment status, collateral value, and the probability of the collecting scheduled principal and interest payments when due.

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The following table sets forth activity in the Company's allowance for loan losses.

|                     | Three months ended December 31, 2012 |                        |                     |          |               |        |
|---------------------|--------------------------------------|------------------------|---------------------|----------|---------------|--------|
|                     | Residential Real Estate              | Commercial Real Estate | Commercial Business | Consumer | Purchased (1) | Total  |
|                     | (Dollars in thousands)               |                        |                     |          |               |        |
| Beginning balance   | \$ 301                               | \$ 71                  | \$ 53               | \$ 243   | \$ 0          | \$ 668 |
| Provision (benefit) | 199                                  | 32                     | (6)                 | 22       | 0             | 247    |
| Recoveries          | 0                                    | 0                      | 0                   | 5        | 0             | 5      |
| Charge-offs         | (8)                                  | (1)                    | 0                   | (36)     | 0             | (45)   |
| Ending balance      | \$ 492                               | \$ 102                 | \$ 47               | \$ 234   | \$ 0          | \$ 875 |

|                     | Three months ended December 31, 2011 |                        |                     |          |               |        |
|---------------------|--------------------------------------|------------------------|---------------------|----------|---------------|--------|
|                     | Residential Real Estate              | Commercial Real Estate | Commercial Business | Consumer | Purchased (1) | Total  |
|                     | (Dollars in thousands)               |                        |                     |          |               |        |
| Beginning balance   | \$ 124                               | \$ 114                 | \$ 418              | \$ 54    | \$ 0          | \$ 710 |
| Provision (benefit) | 33                                   | 33                     | (191)               | 259      | 0             | 134    |
| Recoveries          | 1                                    | 0                      | 12                  | 13       | 0             | 26     |
| Charge-offs         | (33)                                 | 0                      | (8)                 | (92)     | 0             | (133)  |

|                |        |        |        |        |      |        |
|----------------|--------|--------|--------|--------|------|--------|
| Ending balance | \$ 125 | \$ 147 | \$ 231 | \$ 234 | \$ 0 | \$ 737 |
|----------------|--------|--------|--------|--------|------|--------|

(1) Purchased loans include commercial real estate, commercial business, and commercial loans secured by residential real estate loans. The Company separately analyzes all loans purchased by the LASG from other segments in determining the allowance for loan losses under ASC 310-30.

|                        | Six months ended December 31, 2012 |                        |                     |          |               |        |
|------------------------|------------------------------------|------------------------|---------------------|----------|---------------|--------|
|                        | Residential Real Estate            | Commercial Real Estate | Commercial Business | Consumer | Purchased (1) | Total  |
| (Dollars in thousands) |                                    |                        |                     |          |               |        |
| Beginning balance      | \$ 214                             | \$ 93                  | \$ 292              | \$ 225   | \$ 0          | \$ 824 |
| Provision (benefit)    | 412                                | 9                      | (42)                | 96       | 0             | 475    |
| Recoveries             | 1                                  | 0                      | 0                   | 7        | 0             | 8      |
| Charge-offs            | (135)                              | 0                      | (203)               | (94)     | 0             | (432)  |
| Ending balance         | \$ 492                             | \$ 102                 | \$ 47               | \$ 234   | \$ 0          | \$ 875 |

|                        | Six months ended December 31, 2011 |                        |                     |          |               |        |
|------------------------|------------------------------------|------------------------|---------------------|----------|---------------|--------|
|                        | Residential Real Estate            | Commercial Real Estate | Commercial Business | Consumer | Purchased (1) | Total  |
| (Dollars in thousands) |                                    |                        |                     |          |               |        |
| Beginning balance      | \$ 34                              | \$ 147                 | \$ 238              | \$ 18    | \$ 0          | \$ 437 |
| Provision (benefit)    | 147                                | 24                     | (33)                | 396      | 0             | 534    |
| Recoveries             | 1                                  | 0                      | 34                  | 28       | 0             | 63     |
| Charge-offs            | (57)                               | (24)                   | (8)                 | (208)    | 0             | (297)  |
| Ending balance         | \$ 125                             | \$ 147                 | \$ 231              | \$ 234   | \$ 0          | \$ 737 |

(1) Purchased loans include commercial real estate, commercial business, and commercial loans secured by residential real estate loans. The Company separately analyzes all loans purchased by the LASG from other segments in determining the allowance for loan losses under ASC 310-30.

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The following table sets forth information regarding the allowance for loan losses by portfolio segment and impairment methodology.

|                            | December 31, 2012       |                        |                     |          |        |
|----------------------------|-------------------------|------------------------|---------------------|----------|--------|
|                            | Residential Real Estate | Commercial Real Estate | Commercial Business | Consumer | Total  |
| (Dollars in thousands)     |                         |                        |                     |          |        |
| Allowance for loan losses: |                         |                        |                     |          |        |
| Individually evaluated     | \$ 248                  | \$ 74                  | \$ 44               | \$ 28    | \$ 394 |
| Collectively evaluated     | 244                     | 28                     | 3                   | 206      | 481    |
| Purchased (1)              | 0                       | 0                      | 0                   | 0        | 0      |
| Total                      | \$ 492                  | \$ 102                 | \$ 47               | \$ 234   | \$ 875 |

|                        | December 31, 2012       |                        |                     |           |            |
|------------------------|-------------------------|------------------------|---------------------|-----------|------------|
|                        | Residential Real Estate | Commercial Real Estate | Commercial Business | Consumer  | Total      |
| (Dollars in thousands) |                         |                        |                     |           |            |
| Loans:                 |                         |                        |                     |           |            |
| Individually evaluated | \$ 2,617                | \$ 2,052               | \$ 119              | \$ 154    | \$ 4,942   |
| Collectively evaluated | 121,102                 | 101,061                | 17,015              | 14,739    | 253,917    |
| Purchased (1)          | 4,254                   | 129,470                | 0                   | 0         | 133,724    |
| Total                  | \$ 127,973              | \$ 232,583             | \$ 17,134           | \$ 14,893 | \$ 392,583 |

|                            | June 30, 2012           |                        |                     |          |        |
|----------------------------|-------------------------|------------------------|---------------------|----------|--------|
|                            | Residential Real Estate | Commercial Real Estate | Commercial Business | Consumer | Total  |
| (Dollars in thousands)     |                         |                        |                     |          |        |
| Allowance for loan losses: |                         |                        |                     |          |        |
| Individually evaluated     | \$ 3                    | \$ 41                  | \$ 284              | \$ 0     | \$ 328 |
| Collectively evaluated     | 211                     | 52                     | 8                   | 225      | 496    |
| Purchased(1)               | 0                       | 0                      | 0                   | 0        | 0      |
| Total                      | \$ 214                  | \$ 93                  | \$ 292              | \$ 225   | \$ 824 |

|                        | June 30, 2012           |                        |                     |           |            |
|------------------------|-------------------------|------------------------|---------------------|-----------|------------|
|                        | Residential Real Estate | Commercial Real Estate | Commercial Business | Consumer  | Total      |
| (Dollars in thousands) |                         |                        |                     |           |            |
| Loans:                 |                         |                        |                     |           |            |
| Individually evaluated | \$ 399                  | \$ 3,112               | \$ 1,127            | \$ 0      | \$ 4,638   |
| Collectively evaluated | 133,241                 | 99,326                 | 18,485              | 17,149    | 268,201    |
| Purchased(1) (2)       | 3,931                   | 79,484                 | 0                   | 0         | 83,415     |
| Total                  | \$ 137,571              | \$ 181,922             | \$ 19,612           | \$ 17,149 | \$ 356,254 |

(1) Loans in this category are evaluated for impaired under ASC 310-30. Post acquisition, the effect of a decline in expected cash flows is recorded through the allowance for loan losses as a specific allocation.

(2) At June 30, 2012, one purchased loan totaling \$1.1 million was nonperforming and considered collateral dependent for purposes of evaluation under ASC 310-10.

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The following table sets forth information regarding impaired loans. Interest income recognized includes interest received or accrued based on loan principal and contractual interest rates. Loans accounted for under ASC 310-30 that have performed based on cash flow and accretable yield expectations determined at date of acquisition are not considered impaired assets and have been excluded from the tables below.

|   | At December 31, 2012 |                          |                   | At June 30, 2012    |                          |                   |
|---|----------------------|--------------------------|-------------------|---------------------|--------------------------|-------------------|
|   | Recorded Investment  | Unpaid Principal Balance | Related Allowance | Recorded Investment | Unpaid Principal Balance | Related Allowance |
| (Dollars in thousands)                        |                      |                          |                   |                     |                          |                   |
| Impaired loans without a valuation allowance: |                      |                          |                   |                     |                          |                   |
| Originated:                                   |                      |                          |                   |                     |                          |                   |
| Residential real estate                       | \$ 996               | \$ 1,061                 | \$ 0              | \$ 293              | \$ 483                   | \$ 0              |
| Consumer                                      | 82                   | 87                       | 0                 | 0                   | 0                        | 0                 |
| Commercial real estate                        | 1,321                | 1,408                    | 0                 | 1,482               | 1,738                    | 0                 |
| Commercial business                           | 75                   | 129                      | 0                 | 377                 | 692                      | 0                 |
| Purchased:                                    |                      |                          |                   |                     |                          |                   |
| Commercial real estate                        | 0                    | 0                        | 0                 | 1,055               | 1,462                    | 0                 |
| Residential real estate                       | 0                    | 0                        | 0                 | 0                   | 0                        | 0                 |
| Total   | 2,474                | 2,685                    | 0                 | 3,207               | 4,375                    | 0                 |
| Impaired loans with a valuation allowance:    |                      |                          |                   |                     |                          |                   |
| Originated:                                   |                      |                          |                   |                     |                          |                   |
| Residential real estate                       | 1,621                | 1,578                    | 248               | 106                 | 103                      | 3                 |
| Consumer                                      | 72                   | 74                       | 28                | 0                   | 0                        | 0                 |
| Commercial real estate                        | 730                  | 787                      | 74                | 575                 | 565                      | 41                |
| Commercial business                           | 44                   | 79                       | 44                | 750                 | 817                      | 284               |
| Purchased:                                    |                      |                          |                   |                     |                          |                   |
| Commercial real estate                        | 0                    | 0                        | 0                 | 0                   | 0                        | 0                 |
| Residential real estate                       | 0                    | 0                        | 0                 | 0                   | 0                        | 0                 |
| Total   | 2,467                | 2,518                    | 394               | 1,431               | 1,485                    | 328               |
| Total impaired loans                          | \$ 4,941             | \$ 5,203                 | \$ 394            | \$ 4,638            | \$ 5,860                 | \$ 328            |

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|   | Three Months Ended<br>December 31, 2012 |                            | Six Months Ended<br>December 31, 2012 |                            |
|---|---|----------------------------|---------------------------------------|----------------------------|
|   | Average Recorded Investment             | Interest Income Recognized | Average Recorded Investment           | Interest Income Recognized |
| (Dollars in thousands)                        |   |                            |                                       |                            |
| Impaired loans without a valuation allowance: |   |                            |                                       |                            |
| Originated:                                   |   |                            |                                       |                            |
| Residential real estate                       | \$ 904                                  | \$ 8                       | \$ 700                                | \$ 13                      |
| Consumer                                      | 64                                      | 1                          | 42                                    | 2                          |
| Commercial real estate                        | 1,285                                   | 19                         | 1,351                                 | 29                         |
| Commercial business                           | 119                                     | 0                          | 205                                   | 3                          |
| Purchased:                                    |   |                            |                                       |                            |
| Commercial real estate                        | 0                                       | 0                          | 352                                   | 0                          |
| Residential real estate                       | 0                                       | 0                          | 0                                     | 0                          |
| Total   | 2,372                                   | 28                         | 2,650                                 | 57                         |
| Impaired loans with a valuation allowance:    |   |                            |                                       |                            |
| Originated:                                   |   |                            |                                       |                            |
| Residential real estate                       | 1,178                                   | 17                         | 821                                   | 26                         |
| Consumer                                      | 74                                      | 1                          | 49                                    | 2                          |
| Commercial real estate                        | 628                                     | 7                          | 610                                   | 13                         |
| Commercial business                           | 46                                      | 0                          | 280                                   | 0                          |
| Purchased:                                    |   |                            |                                       |                            |
| Commercial real estate                        | 0                                       | 0                          | 0                                     | 0                          |
| Residential real estate                       | 0                                       | 0                          | 0                                     | 0                          |
| Total   | 1,926                                   | 25                         | 1,760                                 | 41                         |
| Total impaired loans                          | \$ 4,298                                | \$ 53                      | \$ 4,410                              | \$ 98                      |

|   | Three Months Ended<br>December 31, 2011 |                            | Six Months Ended<br>December 31, 2011 |                            |
|---|---|----------------------------|---------------------------------------|----------------------------|
|   | Average Recorded Investment             | Interest Income Recognized | Average Recorded Investment           | Interest Income Recognized |
| (Dollars in thousands)                        |   |                            |                                       |                            |
| Impaired loans without a valuation allowance: |   |                            |                                       |                            |
| Originated:                                   |   |                            |                                       |                            |
| Residential real estate                       | \$ 271                                  | \$ 7                       | \$ 181                                | \$ 8                       |
| Consumer                                      | 0                                       | 0                          | 0                                     | 0                          |

|  |          |       |          |       |
|--|----------|-------|----------|-------|
| Commercial real estate                     | 1,549    | 37    | 1,148    | 58    |
| Commercial business                        | 340      | 1     | 578      | 5     |
| Purchased:                                 |          |       |          |       |
| Commercial real estate                     | 0        | 0     | 0        | 0     |
| Residential real estate                    | 0        | 0     | 0        | 0     |
| Total                                      | 2,160    | 45    | 1,907    | 71    |
| Impaired loans with a valuation allowance: |          |       |          |       |
| Originated:                                |          |       |          |       |
| Residential real estate                    | 73       | 0     | 49       | 0     |
| Consumer                                   | 0        | 0     | 0        | 0     |
| Commercial real estate                     | 268      | 3     | 469      | 3     |
| Commercial business                        | 678      | 0     | 741      | 0     |
| Purchased:                                 |          |       |          |       |
| Commercial real estate                     | 0        | 0     | 0        | 0     |
| Residential real estate                    | 0        | 0     | 0        | 0     |
| Total                                      | 1,019    | 3     | 1,259    | 3     |
| Total impaired loans                       | \$ 3,179 | \$ 48 | \$ 3,166 | \$ 74 |

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Credit Quality

The Company utilizes a ten-point internal loan rating system for its purchased loan portfolio and originated commercial real estate, construction and commercial business loans as follows:

Loans rated 1 — 6: Loans in these categories are considered “pass” rated loans. Loans in categories 1-5 are considered to have low to average risk. Loans rated 6 are considered marginally acceptable business credits and have more than average risk.

Loans rated 7: Loans in this category are considered “special mention.” These loans are beginning to show signs of potential weakness and are being closely monitored by management.

Loans rated 8: Loans in this category are considered “substandard.” Loans classified as substandard are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified have a well defined weakness or weaknesses that jeopardize the orderly liquidation of the debt.

Loans rated 9: Loans in this category are considered “doubtful.” Loans classified as doubtful have all the weaknesses inherent in one graded 8 with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

Loans rated 10: Loans in this category are considered “loss” and of such little value that their continuance as loans is not warranted.

On an annual basis, or more often if needed, the Company formally reviews the ratings of all commercial real estate, construction, and commercial business loans. Semi-annually, the Company engages an independent third-party to review a significant portion of loans within these segments. Management uses the results of these reviews as part of its annual review process. Risk ratings on purchased loans, with and without evidence of credit deterioration at acquisition, are determined relative to the Company’s recorded investment in that loan, which may be significantly lower than the loan’s unpaid principal balance.

The following tables present the Company’s commercial loans by risk rating.

|                  | December 31, 2012      |              |                     |                     |
|------------------|------------------------|--------------|---------------------|---------------------|
|                  | Originated Portfolio   |              |                     |                     |
|                  | Commercial Real Estate | Construction | Commercial Business | Purchased Portfolio |
|                  | (Dollars in thousands) |              |                     |                     |
| Loans rated 1- 6 | \$ 99,849              | \$ 42        | \$ 16,819           | \$ 132,487          |
| Loans rated 7    | 1,947                  | 0            | 52                  | 112                 |
| Loans rated 8    | 1,275                  | 0            | 263                 | 1,125               |
| Loans rated 9    | 0                      | 0            | 0                   | 0                   |
| Loans rated 10   | 0                      | 0            | 0                   | 0                   |
|                  | <u>\$ 103,071</u>      | <u>\$ 42</u> | <u>\$ 17,134</u>    | <u>\$ 133,724</u>   |

|                  | June 30, 2012          |                 |                     |                     |
|------------------|------------------------|-----------------|---------------------|---------------------|
|                  | Originated Portfolio   |                 |                     |                     |
|                  | Commercial Real Estate | Construction    | Commercial Business | Purchased Portfolio |
|                  | (Dollars in thousands) |                 |                     |                     |
| Loans rated 1- 6 | \$ 96,963              | \$ 1,187        | \$ 18,223           | \$ 83,415           |
| Loans rated 7    | 1,886                  | 0               | 250                 | 1,055               |
| Loans rated 8    | 1,347                  | 0               | 1,139               | 0                   |
| Loans rated 9    | 0                      | 0               | 0                   | 0                   |
| Loans rated 10   | 0                      | 0               | 0                   | 0                   |
|                  | <u>\$ 100,196</u>      | <u>\$ 1,187</u> | <u>\$ 19,612</u>    | <u>\$ 84,470</u>    |

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The following is a summary of past due and non-accrual loans:

| December 31, 2012          |               |               |  |   |                      |                  |                |                          |  |
|----------------------------|---------------|---------------|--|---|----------------------|------------------|----------------|--------------------------|--|
|                            | 30-59<br>Days | 60-89<br>Days | Past Due<br>90 Days or<br>More-Still<br>Accruing | Past Due<br>90 Days or<br>More-<br>Nonaccrual | Total<br>Past<br>Due | Total<br>Current | Total<br>Loans | Non-<br>Accrual<br>Loans |  |
| (Dollars in thousands)     |               |               |  |   |                      |                  |                |                          |  |
| Originated portfolio:      |               |               |  |   |                      |                  |                |                          |  |
| Residential real estate    | \$ 369        | \$ 667        | \$ 0   | \$ 3,020                                      | \$ 4,056             | \$ 80,622        | \$ 84,678      | \$ 3,512                 |  |
| Home equity                | 9             | 56            | 0  | 302   | 367                  | 38,674           | 39,041         | 620                      |  |
| Commercial real estate     | 735           | 0             | 0  | 374   | 1,109                | 101,962          | 103,071        | 624                      |  |
| Construction               | 0             | 0             | 0  | 0   | 0                    | 42               | 42             | 0                        |  |
| Commercial business        | 18            | 10            | 0  | 44  | 72                   | 17,062           | 17,134         | 123                      |  |
| Consumer                   | 284           | 202           | 0  | 147   | 633                  | 14,260           | 14,893         | 166                      |  |
| Total originated portfolio | 1,415         | 935           | 0  | 3,887   | 6,237                | 252,622          | 258,859        | 5,045                    |  |
| Purchased portfolio:       |               |               |  |   |                      |                  |                |                          |  |
| Residential real estate    | 45            | 0             | 0  | 0   | 45                   | 4,209            | 4,254          | 0                        |  |
| Commercial real estate     | 1,588         | 332           | 0  | 1,706   | 3,626                | 125,844          | 129,470        | 2,144                    |  |
| Total purchased portfolio  | 1,633         | 332           | 0  | 1,706   | 3,671                | 130,053          | 133,724        | 2,144                    |  |
| Total loans                | \$ 3,048      | \$ 1,267      | \$ 0   | \$ 5,593                                      | \$ 9,908             | \$ 382,675       | \$ 392,583     | \$ 7,189                 |  |

| June 30, 2012              |               |               |  |   |                      |                  |                |                          |  |
|----------------------------|---------------|---------------|--|---|----------------------|------------------|----------------|--------------------------|--|
|                            | 30-59<br>Days | 60-89<br>Days | Past Due<br>90 Days or<br>More-Still<br>Accruing | Past Due<br>90 Days or<br>More-<br>Nonaccrual | Total<br>Past<br>Due | Total<br>Current | Total<br>Loans | Non-<br>Accrual<br>Loans |  |
| (Dollars in thousands)     |               |               |  |   |                      |                  |                |                          |  |
| Originated portfolio:      |               |               |  |   |                      |                  |                |                          |  |
| Residential real estate    | \$ 261        | \$ 183        | \$ 0   | \$ 2,907                                      | \$ 3,351             | \$ 87,593        | \$ 90,944      | \$ 3,090                 |  |
| Home equity                | 16            | 160           | 0  | 136   | 312                  | 42,384           | 42,696         | 220                      |  |
| Commercial real estate     | 0             | 208           | 0  | 417   | 625                  | 99,571           | 100,196        | 417                      |  |
| Construction               | 0             | 0             | 0  | 0   | 0                    | 1,187            | 1,187          | 0                        |  |
| Commercial business        | 0             | 107           | 0  | 901   | 1,008                | 18,604           | 19,612         | 1,008                    |  |
| Consumer                   | 259           | 137           | 0  | 206   | 602                  | 16,547           | 17,149         | 324                      |  |
| Total originated portfolio | 536           | 795           | 0  | 4,567   | 5,898                | 265,886          | 271,784        | 5,059                    |  |
| Purchased portfolio:       |               |               |  |   |                      |                  |                |                          |  |
| Residential real estate    | 0             | 0             | 0  | 0   | 0                    | 3,931            | 3,931          | 0                        |  |
| Commercial real estate     | 0             | 0             | 0  | 1,055   | 1,055                | 79,484           | 80,539         | 1,055                    |  |
| Total purchased portfolio  | 0             | 0             | 0  | 1,055   | 1,055                | 83,415           | 84,470         | 1,055                    |  |
| Total loans                | \$ 536        | \$ 795        | \$ 0   | \$ 5,622                                      | \$ 6,953             | \$ 349,301       | \$ 356,254     | \$ 6,114                 |  |

The following table shows loans modified in a TDR for the periods indicated and the change in the recorded investment subsequent to the modifications occurring. Concessions occurring during the period included a combination of interest rate reductions and maturity extensions. There was no forgiveness of principal related to loans modified in a TDR during the periods.

|                            | Three Months Ended December 31, 2012 |  |   | Six Months Ended December 31, 2012 |  |   |
|----------------------------|--------------------------------------|--|---|------------------------------------|--|---|
|                            | Number of<br>Contracts               | Recorded<br>Investment<br>Pre-Modification | Recorded<br>Investment<br>Post-Modification | Number of<br>Contracts             | Recorded<br>Investment<br>Pre-Modification | Recorded<br>Investment<br>Post-Modification |
| (Dollars in thousands)     |                                      |  |   |                                    |  |   |
| Originated portfolio:      |                                      |  |   |                                    |  |   |
| Residential real estate    | 3                                    | \$ 453                                     | \$ 453                                      | 4                                  | \$ 675                                     | \$ 675                                      |
| Home equity                | 2                                    | 278  | 278   | 2                                  | 278  | 278   |
| Commercial real estate     | 0                                    | 0  | 0   | 0                                  | 0  | 0   |
| Construction               | 0                                    | 0  | 0   | 0                                  | 0  | 0   |
| Commercial business        | 0                                    | 0  | 0   | 0                                  | 0  | 0   |
| Consumer                   | 3                                    | 8  | 8   | 3                                  | 8  | 8   |
| Total originated portfolio | 8                                    | 739  | 739   | 9                                  | 961  | 961   |
| Purchased portfolio:       |                                      |  |   |                                    |  |   |
| Residential real estate    | 0                                    | 0  | 0   | 0                                  | 0  | 0   |
| Commercial real estate     | 0                                    | 0  | 0   | 0                                  | 0  | 0   |
| Total purchased portfolio  | 0                                    | 0  | 0   | 0                                  | 0  | 0   |
| Total                      | 8                                    | \$ 739                                     | \$ 739                                      | 9                                  | \$ 961                                     | \$ 961                                      |

Further, during the first quarter of Fiscal 2013, the Company identified approximately \$1.1 million of residential and consumer loans for which the borrower's obligation had been discharged in bankruptcy in a prior period. Under recent regulatory guidance, these loans are required to be classified as TDRs and are considered collateral dependent impaired loans.

The following table shows the Company's post-modification balance of TDRs by type of modification.

|                          | Three Months Ended<br>December 31, 2012 |                        | Six Months Ended<br>December 31, 2012 |                        |
|--------------------------|---|------------------------|---------------------------------------|------------------------|
|                          | Number of<br>Contracts                  | Recorded<br>Investment | Number of<br>Contracts                | Recorded<br>Investment |
|                          | (Dollars in thousands)                  |                        |                                       |                        |
| Extended maturity        | 1                                       | \$ 242                 | 1                                     | \$ 242                 |
| Adjusted interest rate   | 0                                       | 0                      | 0                                     | 0                      |
| Rate and maturity        | 6                                       | 461                    | 7                                     | 683                    |
| Court ordered concession | 1                                       | 36                     | 1                                     | 36                     |
|                          | <u>8</u>                                | <u>\$ 739</u>          | <u>9</u>                              | <u>\$ 961</u>          |

The Company considers TDRs past due 90 days or more to be in payment default. One loan modified in a troubled debt restructuring in the last twelve months defaulted during the three and six months ended December 31, 2012; the recorded investment of such loan was \$36 thousand. As of December 31, 2012, there were no further commitments to lend associated with loans modified in a TDR.

There were no loans modified in a TDR during the three or six months ended December 31, 2011. At December 31, 2011, there were no material payment defaults of loans modified in a TDR during the preceding twelve months.

The following table shows the Company's total TDRs as of the dates indicated.

|                              | December 31, 2012      |                         |                 | June 30, 2012        |                         |                 |
|------------------------------|------------------------|-------------------------|-----------------|----------------------|-------------------------|-----------------|
|                              | On Accrual<br>Status   | On Nonaccrual<br>Status | Total           | On Accrual<br>Status | On Nonaccrual<br>Status | Total           |
|                              | (Dollars in thousands) |                         |                 |                      |                         |                 |
| <b>Originated portfolio:</b> |                        |                         |                 |                      |                         |                 |
| Residential real estate      | \$ 932                 | \$ 800                  | \$ 1,732        | \$ 92                | \$ 139                  | \$ 231          |
| Home equity                  | 33                     | 297                     | 330             | 20                   | 0                       | 20              |
| Commercial real estate       | 1,068                  | 0                       | 1,068           | 1,053                | 0                       | 1,053           |
| Construction                 | 0                      | 0                       | 0               | 0                    | 0                       | 0               |
| Commercial business          | 0                      | 0                       | 0               | 0                    | 0                       | 0               |
| Consumer                     | 121                    | 33                      | 154             | 0                    | 0                       | 0               |
| Total originated portfolio   | <u>2,154</u>           | <u>1,130</u>            | <u>3,284</u>    | <u>1,165</u>         | <u>139</u>              | <u>1,304</u>    |
| <b>Purchased portfolio:</b>  |                        |                         |                 |                      |                         |                 |
| Residential real estate      | 0                      | 0                       | 0               | 0                    | 0                       | 0               |
| Commercial real estate       | 0                      | 0                       | 0               | 0                    | 0                       | 0               |
| Total purchased portfolio    | <u>0</u>               | <u>0</u>                | <u>0</u>        | <u>0</u>             | <u>0</u>                | <u>0</u>        |
| Total                        | <u>\$ 2,154</u>        | <u>\$ 1,130</u>         | <u>\$ 3,284</u> | <u>\$ 1,165</u>      | <u>\$ 139</u>           | <u>\$ 1,304</u> |

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### 5. **Stock-Based Compensation**

At the 2012 annual meeting of shareholders held on November 28, 2012, the Company's shareholders approved the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan (the "Restated Plan"). The Restated Plan amends and restates the Northeast Bancorp 2010 Option and Incentive Plan (the "2010 Plan"). The key material differences between the 2010 Plan and the Restated Plan are:

- The maximum number of shares of common stock to be issued under the Restated Plan is increased by 600,000 shares, from 810,054 shares to 1,410,054 shares;
- The method by which shares subject to previously granted awards are added back to the Restated Plan has been revised so that the only shares added back to the Restated Plan are those subject to awards that are forfeited, canceled or otherwise terminated. The following shares shall not be added back to the Restated Plan: (i) shares tendered or held back upon exercise of an option or settlement of an award to cover the exercise price or tax withholding, and (ii) shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right upon exercise thereof.
- Minimum vesting periods are required for grants of restricted stock, restricted stock units and performance share awards; and
- The term of the Restated Plan will now expire on November 28, 2022, while grants of incentive options under the Restated Plan may be made until September 21, 2022.

At December 31, 2012, no incentive awards had been issued under the Restated Plan.

A summary of stock option activity for the six months ended December 31, 2012 follows.

|                                    | Shares         | Weighted<br>Average<br>Exercise Price |
|------------------------------------|----------------|---------------------------------------|
| Outstanding at beginning of period | 796,049        | \$ 13.98                              |
| Granted                            | 0              | 0.00                                  |
| Exercised                          | 0              | 0.00                                  |
| Forfeited                          | (18,301)       | 13.40                                 |
| Outstanding at end of period       | <u>777,748</u> | <u>14.00</u>                          |
| Exercisable                        | <u>126,714</u> | <u>\$ 14.08</u>                       |

The following table summarizes information about stock options outstanding at December 31, 2012.

| Options Outstanding             |                |                                 |                           | Options Exercisable             |                |                                 |                           |
|---------------------------------|----------------|---------------------------------|---------------------------|---------------------------------|----------------|---------------------------------|---------------------------|
| Weighted Average Exercise Price | Number         | Weighted Average Remaining Life | Aggregate Intrinsic Value | Weighted Average Exercise Price | Number         | Weighted Average Remaining Life | Aggregate Intrinsic Value |
| \$ 12.63                        | 32,500         | 9.1 years                       | \$ 0                      | \$ 12.63                        | 0              | 9.1 years                       | \$ 0                      |
| 13.93                           | 583,238        | 8.0 years                       | 0                         | 13.93                           | 94,312         | 8.0 years                       | 0                         |
| 14.52                           | 162,010        | 8.0 years                       | 0                         | 14.52                           | 32,402         | 8.0 years                       | 0                         |
| 14.00                           | <u>777,748</u> | 8.1 years                       | 0                         | 14.08                           | <u>126,714</u> | 8.1 years                       | 0                         |

At December 31, 2012, all unvested stock options outstanding are expected to vest.

On December 29, 2010, the Company granted a restricted stock award of 13,026 shares of the Company's common stock to a senior executive of the Company. The holder of this award participates fully in the rewards of stock ownership of the Company, including voting rights and dividend rights. This award was determined to have a fair value of \$13.93 per share based on the average price at which the Company's common stock traded on the date of grant. Forty percent of the award vested on December 29, 2012, and the remainder will vest in three equal annual installments commencing on December 29, 2013.

At December 31, 2012, the Company has accrued a liability of \$48 thousand representing the maximum cash payment for performance-based stock appreciation rights ("SARs") granted in the fiscal year ended June 30, 2011. The SARs expire in December of 2020.

The estimated amount and timing of future pre-tax stock-based compensation expense to be recognized are as follows.

|                  | Fiscal Years Ending June 30, |               |               |               |              |                 |
|------------------|------------------------------|---------------|---------------|---------------|--------------|-----------------|
|                  | 2013                         | 2014          | 2015          | 2016          | 2017         | Total           |
|                  | (Dollars in thousands)       |               |               |               |              |                 |
| Stock options    | \$ 208                       | \$ 388        | \$ 375        | \$ 250        | \$ 65        | \$ 1,286        |
| Restricted stock | 18                           | 36            | 36            | 18            | 0            | 108             |
|                  | <u>\$ 226</u>                | <u>\$ 424</u> | <u>\$ 411</u> | <u>\$ 268</u> | <u>\$ 65</u> | <u>\$ 1,394</u> |

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### 6. Discontinued Operations

On August 31, 2011, the Company sold customer lists and certain fixed assets of its wholly-owned subsidiary, Northeast Bank Insurance Group, Inc. ("NBIG"), to local insurance agencies in two separate transactions. The Varney Agency, Inc. of Bangor, Maine, purchased the assets of nine NBIG offices in Anson, Auburn, Augusta, Bethel, Livermore Falls, Scarborough, South Paris, Thomaston and Turner, Maine. The NBIG office in Berwick, Maine, which operates under the name of Spence & Matthews, was acquired by Bradley Scott, previously a member of NBIG's senior management team. The following is a summary of the sale transactions recorded during the six months ended December 31, 2011 (dollars in thousands).

|   |                 |
|---|-----------------|
| Sale proceeds                                   | \$ 9,726        |
| Less:   |                 |
| Customer lists and other intangible assets, net | 7,379           |
| Fixed assets, net of accumulated depreciation   | 157             |
| Severance and other direct expenses             | 661             |
| Pre-tax gain recognized                         | <u>\$ 1,529</u> |

Subsequent to December 31, 2011, the Company recognized additional gain on sale of discontinued operations of \$37 thousand representing contingent proceeds received, net of expenses. The total gain on sale of discontinued operations was \$1.6 million for Fiscal 2012.

Operations associated with NBIG for the periods presented have been classified as discontinued operations in the accompanying consolidated statements of income. The Company has eliminated all intercompany transactions in presenting discontinued operations for each period. In connection with the transaction, the Company repaid borrowings associated with NBIG totaling \$2.1 million.

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### 7. Earnings Per Share (EPS)

EPS is computed by dividing net income allocated to common shareholders by the weighted average common shares outstanding. The following table shows the weighted average number of shares outstanding for the periods indicated. Shares issuable relative to stock options granted have been reflected as an increase in the shares outstanding used to calculate diluted EPS, after applying the treasury stock method. The number of shares outstanding for basic and diluted EPS is presented as follows:

|  | Three months Ended December 31,                         |               | Six months Ended December 31, |               |
|--|---|---------------|-------------------------------|---------------|
|  | 2012  | 2011          | 2012                          | 2011          |
|  | (Dollars in thousands, except share and per share data) |               |                               |               |
| Net income   | \$ 1,517  | \$ 418        | \$ 2,550                      | \$ 947        |
| Preferred stock dividends and accretion                  | (258)   | (98)          | (355)                         | (196)         |
| Net income available to common shareholders              | <u>\$ 1,259</u>   | <u>\$ 320</u> | <u>\$ 2,195</u>               | <u>\$ 751</u> |
| Weighted average shares used in calculation of basic EPS | 10,383,441  | 3,494,498     | 10,383,441                    | 3,494,498     |
| Incremental shares from assumed exercise of dilutive     | 0   | 17,496        | 0                             | 0             |



securities

|  |                |                |                |                |
|--|----------------|----------------|----------------|----------------|
| Weighted average shares used in calculation of diluted EPS | 10,383,441     | 3,511,994      | 10,383,441     | 3,494,498      |
| <b>Earnings per common share:</b>                          |                |                |                |                |
| Income (loss) from continuing operations                   | \$ 0.12        | \$ 0.09        | \$ 0.21        | \$ (0.11)      |
| Income from discontinued operations                        | 0.00           | 0.00           | 0.00           | 0.32           |
| <b>Earnings per common share</b>                           | <b>\$ 0.12</b> | <b>\$ 0.09</b> | <b>\$ 0.21</b> | <b>\$ 0.21</b> |
| <b>Diluted earnings per common share:</b>                  |                |                |                |                |
| Income (loss) from continuing operations                   | \$ 0.12        | \$ 0.09        | \$ 0.21        | \$ (0.11)      |
| Income from discontinued operations                        | 0.00           | 0.00           | 0.00           | 0.32           |
| <b>Diluted earnings per common share</b>                   | <b>\$ 0.12</b> | <b>\$ 0.09</b> | <b>\$ 0.21</b> | <b>\$ 0.21</b> |

Average anti-dilutive options and warrants excluded from the calculation of dilutive earnings per share follow.

|               | Three Months Ended December 31, |                | Six Months Ended December 31, |                |
|---------------|---------------------------------|----------------|-------------------------------|----------------|
|               | 2012                            | 2011           | 2012                          | 2011           |
| Stock options | 783,149                         | 756,049        | 787,449                       | 756,049        |
| Warrants      | 65,742                          | 67,958         | 66,850                        | 67,958         |
|               | <u>848,891</u>                  | <u>824,007</u> | <u>854,299</u>                | <u>824,007</u> |

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**8. Fair Value Measurements**

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. If there has been a significant decrease in the volume and level of activity for the asset or liability, regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. The Company uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from one level to another.

ASC 820 defines fair value and establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 — Valuations based on significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

*Valuation techniques* - There have been no changes in the valuation techniques used during the current period.

*Assets and Liabilities Measured at Fair Value on a Recurring Basis:*

*Available-for-sale securities* - Where quoted prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Examples of such instruments include publicly-traded common and preferred stocks. If quoted prices are not available, then fair values are estimated by using pricing models (*i.e.*, matrix pricing) and market interest rates and credit assumptions or quoted prices of securities with similar characteristics and are classified within Level 2 of the valuation hierarchy. Examples of such instruments include government agency and government sponsored agency mortgage-backed securities, as well as certain preferred and trust preferred stocks. Level 3 securities are securities for which significant unobservable inputs are utilized.

*Derivative financial instruments* - The valuation of the Company's interest rate swaps and caps are determined using widely accepted valuation techniques including discounted cash flow analyses on the expected cash flows of derivatives. These analyses reflect the contractual terms of the derivatives, including the period to maturity, and use observable market-based inputs, including interest rate curves and implied volatilities. Unobservable inputs, such as credit valuation adjustments are insignificant to the overall valuation of the Company's derivative financial instruments. Accordingly, the Company has determined that its interest rate derivatives fall within Level 2 of the fair value hierarchy.

The fair value of derivative loan commitments and forward loan sale agreements are estimated using the anticipated market price based on pricing indications provided from syndicate banks. These commitments and agreements are categorized as Level 2. The fair value of such instruments was nominal at each date presented.

*Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis:*

*Impaired Loans* - Valuations of impaired loans measured at fair value are determined by a review of collateral values. Certain inputs used in appraisals are not always observable, and therefore impaired loans are generally categorized as Level 3 within the fair value hierarchy.

*Repossessed collateral* - The fair values of other real estate owned and other repossessed collateral are estimated based upon appraised values less estimated costs to sell. Certain inputs used in appraisals are not always observable, and therefore repossessed collateral may be categorized as Level 3 within the fair value hierarchy. When inputs used in appraisals are primarily observable, they are classified as Level 2.

*Fair Value of other Financial Instruments:*

*Cash and cash equivalents* - The fair value of cash, due from banks, interest bearing deposits and FHLB overnight deposits approximates their relative book values, as these financial instruments have short maturities.

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*FHLB and Federal Reserve stock* - The carrying value of FHLB stock and Federal Reserve stock approximates fair value based on redemption provisions of the FHLB and the Federal Reserve.

*Loans* - Fair values are estimated for portfolios of loans with similar financial characteristics. The fair value of performing loans is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. The estimates of maturity are based on the Company's historical experience with repayments for each loan classification, modified, as required, by an estimate of the effect of current economic conditions, lending conditions and the effects of estimated prepayments.

*Loans held for sale* - The fair value of loans held-for-sale is estimated based on bid quotations received from loan dealers.

*Interest receivable* - The fair value of this financial instrument approximates the book value as this financial instrument has a short maturity. It is the Company's policy to stop accruing interest on loans past due by more than ninety days. Therefore, this financial instrument has been adjusted for estimated credit loss.

*Deposits* - The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW accounts and money market accounts, is equal to the amount payable on demand. The fair values of time deposits are based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities. The fair value estimates do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market. If that value were considered, the fair value of the Company's net assets could increase.

*Borrowings* - The fair value of the Company's borrowings with the FHLB is estimated by discounting the cash flows through maturity or the next repricing date based on current rates available to the Company for borrowings with similar maturities. The fair value of the Company's short-term borrowings, capital lease obligations, structured repurchase agreements and other borrowings is estimated by discounting the cash flows through maturity based on current rates available to the Company for borrowings with similar maturities.

*Off-Balance Sheet Credit-Related Instruments* - Fair values for off-balance-sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of such instruments was nominal at each date presented.

Assets and liabilities measured at fair value on a recurring basis are summarized below.

|  | December 31, 2012 |         |           |         |
|--|-------------------|---------|-----------|---------|
|  | Total             | Level 1 | Level 2   | Level 3 |
| (Dollars in thousands)                 |                   |         |           |         |
| <b>Assets</b>                          |                   |         |           |         |
| Available-for-sale securities          |                   |         |           |         |
| U.S. Government agency securities      | \$ 45,618         | \$ 0    | \$ 45,618 | \$ 0    |
| Agency mortgage-backed securities      | 88,745            | 0       | 88,745    | 0       |
| Other assets — interest rate caps      | 0                 | 0       | 0         | 0       |
| <b>Liabilities</b>                     |                   |         |           |         |
| Other liabilities - interest rate swap | \$ 514            | \$ 0    | \$ 514    | \$ 0    |

|  | June 30, 2012 |         |           |         |
|--|---------------|---------|-----------|---------|
|  | Total         | Level 1 | Level 2   | Level 3 |
| (Dollars in thousands)                 |               |         |           |         |
| <b>Assets</b>                          |               |         |           |         |
| Available-for-sale securities          |               |         |           |         |
| U.S. Government agency securities      | \$ 45,808     | \$ 0    | \$ 45,808 | \$ 0    |
| Agency mortgage-backed securities      | 87,456        | 0       | 87,456    | 0       |
| Other assets — interest rate caps      | 1             | 0       | 1         | 0       |
| <b>Liabilities</b>                     |               |         |           |         |
| Other liabilities - interest rate swap | \$ 580        | \$ 0    | \$ 580    | \$ 0    |

There were no significant transfers between the three levels of the fair value hierarchy for the three and six months ended December 31, 2012 or 2011.

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Assets measured at fair value on a nonrecurring basis are summarized below.

|                        | December 31, 2012      |         |         |          |
|------------------------|------------------------|---------|---------|----------|
|                        | Total                  | Level 1 | Level 2 | Level 3  |
|                        | (Dollars in thousands) |         |         |          |
| Impaired loans         | \$ 1,346               | \$ 0    | \$ 0    | \$ 1,346 |
| Repossessed collateral | 1,117                  | 0       | 0       | 1,117    |

  

|                        | June 30, 2012          |         |         |          |
|------------------------|------------------------|---------|---------|----------|
|                        | Total                  | Level 1 | Level 2 | Level 3  |
|                        | (Dollars in thousands) |         |         |          |
| Impaired loans         | \$ 1,103               | \$ 0    | \$ 0    | \$ 1,103 |
| Repossessed collateral | 834                    | 0       | 0       | 834      |

The following table presents the estimated fair value of the Company's financial instruments.

|                                  | Carrying Amount | Fair Value Measurements at December 31, 2012 |            |         |         |
|----------------------------------|-----------------|--|------------|---------|---------|
|                                  |                 | Total  | Level 1    | Level 2 | Level 3 |
|                                  |                 | (Dollars in thousands)                       |            |         |         |
| <b>Financial assets:</b>         |                 |  |            |         |         |
| Cash and cash equivalents        | \$ 127,612      | \$ 127,612                                   | \$ 127,612 | \$ 0    | \$ 0    |
| Available-for-sale securities    | 133,363         | 133,363                                      | 0          | 133,363 | 0       |
| Regulatory stock                 | 5,473           | 5,473  | 0          | 5,473   | 0       |
| Loans held for sale              | 8,262           | 8,267  | 0          | 8,267   | 0       |
| Loans, net                       | 391,708         | 410,313                                      | 0          | 0       | 410,313 |
| Accrued interest receivable      | 2,068           | 2,068  | 0          | 2,068   | 0       |
| Interest rate caps               | 0               | 0  | 0          | 0       | 0       |
| <b>Financial liabilities:</b>    |                 |  |            |         |         |
| Deposits                         | 501,518         | 504,651                                      | 0          | 504,651 | 0       |
| FHLB advances                    | 43,213          | 45,190                                       | 0          | 45,190  | 0       |
| Structured repurchase agreements | 25,637          | 26,622                                       | 0          | 26,622  | 0       |
| Short-term borrowings            | 1,570           | 1,570  | 0          | 1,570   | 0       |
| Capital lease obligation         | 1,827           | 2,105  | 0          | 2,105   | 0       |
| Subordinated debentures          | 8,186           | 8,040  | 0          | 0       | 8,040   |
| Interest rate swaps              | 514             | 514  | 0          | 514     | 0       |

  

|                                  | Carrying Amount | Fair Value Measurements at June 30, 2012 |            |         |         |
|----------------------------------|-----------------|--|------------|---------|---------|
|                                  |                 | Total                                    | Level 1    | Level 2 | Level 3 |
|                                  |                 | (Dollars in thousands)                   |            |         |         |
| <b>Financial assets:</b>         |                 |  |            |         |         |
| Cash and cash equivalents        | \$ 128,274      | \$ 128,274                               | \$ 128,274 | \$ 0    | \$ 0    |
| Available-for-sale securities    | 133,264         | 133,264                                  | 0          | 133,264 | 0       |
| Regulatory stock                 | 5,473           | 5,473                                    | 0          | 5,473   | 0       |
| Loans held for sale              | 9,882           | 9,896                                    | 0          | 9,896   | 0       |
| Loans, net                       | 355,430         | 374,062                                  | 0          | 0       | 374,062 |
| Accrued interest receivable      | 1,840           | 1,840                                    | 0          | 1,840   | 0       |
| Interest rate caps               | 1               | 1  | 0          | 1       | 0       |
| <b>Financial liabilities:</b>    |                 |  |            |         |         |
| Deposits                         | 422,188         | 425,782                                  | 0          | 425,782 | 0       |
| FHLB advances                    | 43,450          | 45,747                                   | 0          | 45,747  | 0       |
| Structured repurchase agreements | 66,183          | 67,314                                   | 0          | 67,314  | 0       |
| Short-term borrowings            | 1,209           | 1,209                                    | 0          | 1,209   | 0       |
| Capital lease obligation         | 1,911           | 2,202                                    | 0          | 2,202   | 0       |
| Subordinated debentures          | 8,106           | 8,597                                    | 0          | 0       | 8,597   |
| Interest rate swaps              | 580             | 580                                      | 0          | 580     | 0       |

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**9. Derivatives and Hedging Activities**

The Company has stand alone derivative financial instruments in the form of interest rate caps that derive their value from a fee paid and are adjusted to fair value based on index and strike rate, and a swap agreement that derives its value from the underlying interest rate. These transactions involve both credit and market risk. The notional amounts are amounts on which calculations, payments and the value of the derivative are based. Notional amounts do not represent direct credit exposures. Direct credit exposure is limited to the net difference between the calculated amounts to be received and paid, if any. Such differences, which represent the fair value of the derivative instruments, are recognized as derivative assets and derivative liabilities.

The Company is exposed to credit-related losses in the event of nonperformance by the counterparties to these agreements. The Company controls the credit risk of its financial contracts through credit approvals, limits and monitoring procedures, and does not expect any counterparties to fail their obligations. Institutional counterparties must have an investment grade credit rating and be approved by the Company's Board of Directors. The Company deals only with primary dealers. The Company's credit exposure on interest rate swaps is limited to the net positive fair value and accrued interest of all swaps with each counterparty.

The Company currently holds derivative instruments that contain credit-risk related features that are in a net liability position, which may require that collateral be assigned to dealer banks. At December 31, 2012 and June 30, 2012, the Company had cash totaling \$800 thousand in a margin account with the dealer bank associated with its interest rate swap; no additional collateral was necessary at these dates to immediately settle the interest rate swap.

The Company does not offset fair value amounts recognized for derivative instruments. The Company does not net the amount recognized for the right to reclaim cash collateral against the obligation to return cash collateral arising from derivative instruments executed with the same counterparty under a master netting arrangement.

#### Risk Management Policies — Hedging Instruments

The Company evaluates the effectiveness of entering into any derivative instrument agreement by measuring the cost of such an agreement in relation to the reduction in net income volatility within an assumed range of interest rates.

#### Interest Rate Risk Management — Cash Flow Hedging Instruments

The Company uses long-term variable rate debt as a source of funds for use in the Company's lending and investment activities and other general business purposes. These debt obligations expose the Company to variability in interest payments due to changes in interest rates. If interest rates increase, interest expense increases. Conversely, if interest rates decrease, interest expense decreases. Management believes it is prudent to limit the variability of a portion of its interest payments and, therefore, generally hedges a portion of its variable-rate interest payments. To meet this objective, management entered into interest rate caps whereby the Company receives variable interest payments above a specified interest rate and swap agreements whereby the Company receives variable interest rate payments and makes fixed interest rate payments during the contract period.

The Company holds two interest rate caps that expire on September 30, 2014. The swap agreement provides for the Company to receive payments at a variable rate determined by a specified index (three month LIBOR) in exchange for making payments at a fixed rate.

Information pertaining to outstanding interest rate caps and swap agreements used to hedge variable rate debt is as follows.

During the three and six months ended December 31, 2012 and 2011, no interest rate cap or swap agreements were terminated prior to maturity. Changes in the fair value of interest rate caps and swaps designated as hedging instruments of the variability of cash flows associated with long-term debt are reported in other comprehensive income. These amounts subsequently are reclassified into interest expense as a yield adjustment in the same period in which the related interest on the long-term debt affects earnings. Risk management results for the three and six months ended December 31, 2012 and 2011 related to the balance sheet hedging of long-term debt indicates that the hedges were effective.

The table below presents amounts recognized in income related to both hedge ineffectiveness and amounts excluded from effectiveness testing.

|                            | Three Months Ended December 31, |        | Six Months Ended December 31, |        |
|----------------------------|---------------------------------|--------|-------------------------------|--------|
|                            | 2012                            | 2011   | 2012                          | 2011   |
|                            | (Dollars in thousands)          |        |                               |        |
| Interest income (expense): |                                 |        |                               |        |
| Interest rate caps         | \$ (6)                          | \$ (4) | \$ (14)                       | \$ (7) |
| Interest rate swap         | 25                              | 25     | 51                            | 50     |
| Total                      | \$ 19                           | \$ 21  | \$ 37                         | \$ 43  |

The Company expects to record interest income of \$100 thousand related to interest rate swap ineffectiveness in the next twelve months. The Company expects to record interest expense of \$28 thousand related to its purchased interest rate caps in the next twelve months.

Information pertaining to outstanding interest rate caps and swap agreements used to hedge variable rate debt is as follows.

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|  | December 31, 2012      |                    | June 30, 2012      |                    |
|--|------------------------|--------------------|--------------------|--------------------|
|  | Interest Rate Caps     | Interest Rate Swap | Interest Rate Caps | Interest Rate Swap |
|  | (Dollars in thousands) |                    |                    |                    |
| Notional amount                        | \$ 6,000               | \$ 10,000          | \$ 6,000           | \$ 10,000          |
| Weighted average pay rate              |                        | 4.69%              |                    | 4.69%              |
| Weighted average receive rate          |                        | 2.31%              |                    | 2.36%              |
| Strike rate based on three month LIBOR |                        | 2.51%              |                    | 2.51%              |
| Weighted average maturity in years     | 2.75                   | 2.17               | 2.25               | 2.67               |
| Unrealized loss                        | \$ 57                  | \$ 299             | \$ 69              | \$ 315             |

The following sets forth the fair values and location of derivatives designated as hedging instruments.

| Asset Derivatives     | December 31, 2012      |            |
|-----------------------|------------------------|------------|
|                       | Balance Sheet Location | Fair Value |
| Interest rate caps    | Other assets           | \$ 0       |
| Liability Derivatives | Balance Sheet Location | Fair Value |
| Interest rate swap    | Other liabilities      | \$ 514     |
| Asset Derivatives     | June 30, 2012          |            |
|                       | Balance Sheet Location | Fair Value |
| Interest rate caps    | Other assets           | \$ 1       |
| Liability Derivatives | Balance Sheet Location | Fair Value |
| Interest rate swap    | Other liabilities      | \$ 580     |

[Table of Contents](#)**10. Other Comprehensive (Loss) Income**

The components of other comprehensive (loss) income follow.

|  | Three Months Ended December 31, |                       |                  |                 |                       |                  |
|--|---------------------------------|-----------------------|------------------|-----------------|-----------------------|------------------|
|  | 2012                            |                       |                  | 2011            |                       |                  |
|  | Pre-tax Amount                  | Tax Expense (Benefit) | After-tax Amount | Pre-tax Amount  | Tax Expense (Benefit) | After-tax Amount |
|  | (Dollars in thousands)          |                       |                  |                 |                       |                  |
| Change in net unrealized gain or loss on available-for-sale securities | \$ (311)                        | \$ (107)              | \$ (204)         | \$ (273)        | \$ (93)               | \$ (180)         |
| Reclassification adjustment for net gains included in net income       | 0                               | 0                     | 0                | (433)           | (147)                 | (286)            |
| Total available-for-sale securities                                    | (311)                           | (107)                 | (204)            | (706)           | (240)                 | (466)            |
| Change in accumulated loss on effective cash flow hedges               | 59                              | 20                    | 39               | 55              | 19                    | 36               |
| Reclassification adjustment for net gains included in net income       | (19)                            | (6)                   | (13)             | (21)            | (8)                   | (13)             |
| Total derivatives and hedging activities                               | 40                              | 14                    | 26               | 34              | 11                    | 23               |
| Total other comprehensive loss   | <u>\$ (271)</u>                 | <u>\$ (93)</u>        | <u>\$ (178)</u>  | <u>\$ (672)</u> | <u>\$ (229)</u>       | <u>\$ (443)</u>  |

|  | Six Months Ended December 31, |                       |                  |                |                       |                  |
|--|-------------------------------|-----------------------|------------------|----------------|-----------------------|------------------|
|  | 2012                          |                       |                  | 2011           |                       |                  |
|  | Pre-tax Amount                | Tax Expense (Benefit) | After-tax Amount | Pre-tax Amount | Tax Expense (Benefit) | After-tax Amount |
|  | (Dollars in thousands)        |                       |                  |                |                       |                  |
| Change in net unrealized gain or loss on available-for-sale securities | \$ (154)                      | \$ (52)               | \$ (102)         | \$ 1,363       | \$ 463                | \$ 900           |
| Reclassification adjustment for net gains included in net income       | (792)                         | (270)                 | (522)            | (380)          | (129)                 | (251)            |
| Total available-for-sale securities                                    | (946)                         | (322)                 | (624)            | 983            | 334                   | 649              |
| Change in accumulated loss on effective cash flow hedges               | 65                            | 22                    | 43               | (143)          | (49)                  | (94)             |
| Reclassification adjustment for net gains included in net income       | (37)                          | (13)                  | (24)             | (43)           | (14)                  | (29)             |
| Total derivatives and hedging activities                               | 28                            | 9                     | 19               | (186)          | (63)                  | (123)            |
| Total other comprehensive (loss) income                                | <u>\$ (918)</u>               | <u>\$ (313)</u>       | <u>\$ (605)</u>  | <u>\$ 797</u>  | <u>\$ 271</u>         | <u>\$ 526</u>    |

Accumulated other comprehensive (loss) income is comprised of the following.

|   | December 31, 2012      |              | June 30, 2012 |            |
|---|------------------------|--------------|---------------|------------|
|   | (Dollars in thousands) |              |               |            |
| Unrealized (loss) gain on available-for-sale securities | \$                     | (321)        | \$            | 624        |
| Tax effect  |                        | 109          |               | (212)      |
| Net-of-tax amount                                       |                        | (212)        |               | 412        |
| Unrealized loss on cash flow hedges                     |                        | (356)        |               | (384)      |
| Tax effect  |                        | 121          |               | 130        |
| Net-of-tax amount                                       |                        | (235)        |               | (254)      |
| Accumulated other comprehensive (loss) income           | <u>\$</u>              | <u>(447)</u> | <u>\$</u>     | <u>158</u> |

**11. Stockholders' Equity****Troubled Asset Relief Capital Purchase Program**

During the quarter ended December 31, 2012, the Company paid \$4.2 million to redeem, at par value, all shares of preferred stock issued to the U.S. Department of the Treasury (the "UST") under the Troubled Asset Relief Program ("TARP"). The Company also repurchased the warrant for 67,958 shares of common stock issued to the UST in connection with TARP for \$95 thousand during the quarter ended December 31, 2012.

**Authorized Shares**

At the 2012 annual meeting of shareholders held on November 28, 2012, the Company's shareholders approved an amendment (the "Amendment") to the Company's Amended and Restated Articles of Incorporation, as amended. The Amendment increased (i) the authorized shares of voting common stock, par value \$1.00 per share, from 13,500,000 to 25,000,000 shares, and (ii) the authorized shares of non-voting common stock, par value \$1.00 per share, from 1,500,000 to 3,000,000 shares. As a result, the total number of authorized shares of all classes of stock, including 1,000,000 shares of preferred stock, increased from 16,000,000 to 29,000,000 shares.

[Table of Contents](#)**12. Commitments and Contingencies****Commitments**

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Financial instruments with contract amounts which represent credit risk are as follows:

|   | <u>December 31, 2012</u> | <u>June 30, 2012</u> |
|---|--------------------------|----------------------|
|   | (Dollars in thousands)   |                      |
| Commitments to originate loans:           |                          |                      |
| Residential real estate mortgages         | \$ 13,262                | \$ 10,279            |
| Construction loans                        | 0                        | 106                  |
| Consumer                                  | 0                        | 25                   |
| Commercial real estate mortgages          | 0                        | 361                  |
| Commercial business loans                 | 135                      | 1,145                |
|   | <u>\$ 13,397</u>         | <u>\$ 11,916</u>     |
| Unused lines of credit                    | \$ 34,422                | \$ 36,276            |
| Standby letters of credit                 | 417                      | 602                  |
| Unadvanced portions of construction loans | 0                        | 162                  |

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counter party. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, and income-producing commercial properties.

#### Contingencies

The Company and its subsidiary are parties to litigation and claims arising in the normal course of business. Management believes that the liabilities, if any, arising from such litigation and claims will not be material to the Company's consolidated financial position or results of operations.

In August 2011, the Bank received a summons and complaint in TSM Properties, LLC v. Northeast Bank and Daniel G. Thompson, Docket No. BCD-CV-12-10, State of Maine Superior Court Business and Consumer Docket sitting in Portland, Cumberland County, Maine, in connection with a dispute regarding transfers of money that involves the Bank. Damages sought include \$2.2 million and additional unspecified amounts. The Bank intends to vigorously defend against these claims. While it is not feasible to predict or determine the outcome of these proceedings, the Company believes that a loss resulting from an adverse outcome to this matter is reasonably possible, though the amount of the loss is not determinable at this time. As such, the Company has not established a reserve against potential damages arising from this matter.

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

The following discussion should be read in conjunction with the consolidated financial statements, notes and tables included in Northeast Bancorp's Annual Report on Form 10-K for the fiscal year ended June 30, 2012, filed with the Securities and Exchange Commission.

#### **A Note about Forward Looking Statements**

This report contains certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended, such as statements relating to the Company's financial condition, prospective results of operations, future performance or expectations, plans, objectives, prospects, loan loss allowance adequacy, simulation of changes in interest rates, capital spending and finance sources and revenue sources. These statements relate to expectations concerning matters that are not historical facts. Accordingly, statements that are based on management's projections, estimates, assumptions, and judgments constitute forward-looking statements. These forward-looking statements, which are based on various assumptions (some of which are beyond the Company's control), may be identified by reference to a future period or periods, or by the use of forward-looking terminology such as "believe", "expect", "estimate", "anticipate", "continue", "plan", "approximately", "intend", "objective", "goal", "project", or other similar terms or variations on those terms, or the future or conditional verbs such as "will", "may", "should", "could", and "would". Although the Company believes that these forward-looking statements are based on reasonable estimates and assumptions, they are not guarantees of future performance and are subject to known and unknown risks, uncertainties, contingencies, and other factors. Accordingly, the Company cannot give you any assurance that its expectations will, in fact, occur or that its estimates or assumptions will be correct. The Company cautions you that actual results could differ materially from those expressed or implied by such forward-looking statements as a result of, among other factors, changes in interest rates and real estate values; competitive pressures from other financial institutions; the effects of a continuing deterioration in general economic conditions on a national basis or in the local markets in which the Company operates, including changes which adversely affect borrowers' ability to service and repay the Company's loans; changes in loan defaults and charge-off rates; changes in the value of securities and other assets, adequacy of loan loss reserves, or deposit levels necessitating increased borrowing to fund loans and investments; changes in government regulation; the risk that the Company may not be successful in the implementation of its business strategy; the risk that intangibles recorded in the Company's financial statements will become impaired; changes in assumptions used in making such forward-looking statements; and the other risks and uncertainties detailed in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012 as updated in the Company's Quarterly Reports on Form 10-Q and other filings submitted to the Securities and Exchange Commission. These forward-looking statements speak only as of the date of this report and the Company does not undertake any obligation to

update or revise any of these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events.

## Description of Business and Strategy

### Business Overview

Northeast Bancorp (“we,” “our,” “us,” “Northeast” or the “Company”), a Maine corporation chartered in April 1987, is a bank holding company registered with the Board of Governors of the Federal Reserve System (“Federal Reserve”) under the Bank Holding Company Act of 1956, as amended. The Company’s primary subsidiary and principal asset is its wholly-owned banking subsidiary, Northeast Bank (the “Bank” or “Northeast Bank”). The Bank, which was originally organized in 1872 as a Maine-chartered mutual savings bank and was formerly known as Bethel Savings Bank F.S.B., is a Maine state-chartered bank and a member of the Federal Reserve System. As such, the Company and the Bank are currently subject to the regulatory oversight of the Federal Reserve and the State of Maine Bureau of Financial Institutions (the “Bureau”).

On December 29, 2010, the merger of the Company and FHB Formation LLC, a Delaware limited liability company (“FHB”), was consummated. As a result of the merger, the surviving company received a capital contribution of \$16.2 million (in addition to the approximately \$13.1 million in cash consideration paid to former shareholders), and the former members of FHB collectively acquired approximately 60% of the Company’s outstanding common stock. The Company applied the acquisition method of accounting, as described in Accounting Standards Codification (“ASC”) 805, *Business Combinations* (“ASC 805”) to the merger, which represents an acquisition by FHB of Northeast, with Northeast as the surviving company.

In connection with the transaction, as part of the regulatory approval process, the Company and the Bank made certain commitments to the Federal Reserve and the Bureau, the most significant of which are (i) to maintain a Tier 1 leverage ratio of at least 10%, (ii) to maintain a total risk-based capital ratio of at least 15%, (iii) to limit purchased loans to 40% of total loans, (iv) to fund 100% of the Company’s loans with core deposits (defined as non-maturity deposits and non-brokered insured time deposits), and (v) to hold commercial real estate loans (including owner-occupied commercial real estate) to within 300% of total risk-based capital. The Company and the Bank are currently in compliance with all commitments to the Federal Reserve and the Bureau.

As of December 31, 2012, the Company, on a consolidated basis, had total assets of \$704.7 million, total deposits of \$501.5 million, and stockholders’ equity of \$114.9 million. The Company gathers retail deposits through its Community Banking Division’s banking offices in Maine and through its online affinity deposit program, ableBanking; originates loans through its Community Banking Division; and purchases primarily performing commercial real estate loans at a discount and, to a lesser extent, originates commercial loans through the

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Bank’s Loan Acquisition and Servicing Group (“LASG”). The Company operates the Community Banking Division from Lewiston, Maine, which operates ten full-service branches, some with investment centers, and five loan production offices that serve individuals and businesses located in western and south-central Maine, southern New Hampshire, and southeastern Massachusetts. The Company operates ableBanking and the LASG from its offices in Boston, Massachusetts.

In August of 2011, the Company sold the customer lists and certain other assets of its insurance agency division, Northeast Bank Insurance Group (“NBIG”). The operations of NBIG have been reported as discontinued operations in the consolidated financial statements and in the discussion herein.

In May of 2012, the Company raised net proceeds of \$52.7 million through the sale of shares of its common stock.

During the quarter ended December 31, 2012, the Company redeemed, at par value, all shares of preferred stock issued to the U.S. Department of the Treasury (the “UST”) under the Troubled Asset Relief Program (“TARP”). The Company also repurchased the warrant for 67,958 shares of common stock issued to the UST in connection with TARP for \$95 thousand during the quarter ended December 31, 2012.

Unless the context otherwise requires, references herein to the Company include the Company and its subsidiary, the Bank, on a consolidated basis.

### Strategy

The Company’s goal is to prudently grow its franchise, while maintaining sound operations and risk management, by implementing the following strategies:

*Measured growth of the purchased loan portfolio.* The LASG purchases primarily performing commercial real estate loans, on a nationwide basis, at a discount from their outstanding principal balances, producing yields higher than those normally achieved on our originated loan portfolio. To a lesser extent, the LASG originates commercial loans opportunistically on a nationwide basis.

Loans are purchased on a nationwide basis from a variety of sources, including banks, insurance companies, investment funds and government agencies, either directly or indirectly through a broker. We expect that loans purchased by the LASG will, subject to compliance with applicable regulatory commitments, represent an increasing percentage of our total loan portfolio in the future.

*Focus on core deposits.* The Bank offers a full line of deposit products to customers in the Community Banking Division’s market area through its ten-branch network. In addition, we launched our online affinity deposit program, ableBanking, a division of Northeast Bank in the quarter ended June 30, 2012. One of the Company’s strategic goals is for ableBanking to provide an additional channel through which to raise core deposits to fund the acquisition of loans by the LASG.

*Continuing our community banking tradition.* The Community Banking Division retains a high degree of local autonomy and operational flexibility to better serve its customers. The Community Banking Division’s focus on sales and service is expected to allow us to attract and retain core deposits in support of balance sheet growth, and to continue to generate new loans, particularly through the efforts of the residential mortgage origination team.

### **Critical Accounting Policies**

Critical accounting policies are those that involve significant judgments and assessments by management, and which could potentially result in materially different results under different assumptions and conditions. The reader is encouraged to review each of the policies included in Form 10-K for the year ended June 30, 2012 to gain a better understanding of how Northeast's financial performance is measured and reported. There has been no material change in critical accounting policies during the six months ended December 31, 2012.

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**Overview**

Net income was \$1.5 million for the quarter ended December 31, 2012, compared to \$418 thousand for the quarter ended December 31, 2011. Net income for the six months ended December 31, 2012 was \$2.6 million, compared to \$947 thousand for the six months ended December 31, 2011. Net income for the six months ended December 31, 2011 included \$1.1 million from discontinued operations.

Net income available to common stockholders was \$1.3 million, or \$0.12 per diluted common share, for the quarter ended December 31, 2012, compared \$320 thousand, or \$0.09 per diluted common share, for the quarter ended December 31, 2011. Net income available to common stockholders for the six months ended December 31, 2012 was \$2.2 million, or \$0.21 per diluted common share, compared to \$751 thousand, or \$0.21 per diluted common share, for the six months ended December 31, 2011. Weighted average shares outstanding increased to 10.4 million in each of the current year periods from 3.5 million in 2011 as a result of the Company's public offering of common stock in May 2012.

Net interest and dividend income increased by \$2.1 million, or 43.6%, to \$7.1 million for the quarter ended December 31, 2012 compared to the quarter ended December 31, 2011, principally due to growth in the purchased loan portfolio. This result is evident in the net interest margin, which increased to 4.28% for the quarter ended December 31, 2012, compared to 3.53% for the quarter ended December 31, 2011.

In the quarter ended December 31, 2012, the LASG purchased loans totaling \$32.9 million, growing the purchased loan portfolio on a net basis to \$133.7 million at quarter end. Additionally, the LASG originated \$4.0 million in commercial loans, increasing its originated loan portfolio to \$15.9 million at December 31, 2012. An overview of the LASG portfolio follows:

|   | LASG Portfolio Overview              |            |            |                                    |            |            |
|---|--------------------------------------|------------|------------|------------------------------------|------------|------------|
|   | Three Months Ended December 31, 2012 |            |            | Six Months Ended December 31, 2012 |            |            |
|   | Purchased                            | Originated | Total LASG | Purchased                          | Originated | Total LASG |
| (Dollars in thousands)                            |                                      |            |            |                                    |            |            |
| <b>Purchased or originated during the period:</b> |                                      |            |            |                                    |            |            |
| Unpaid principal balance                          | \$ 47,295                            | \$ 4,026   | \$ 51,321  | \$ 89,568                          | \$ 12,825  | \$ 102,393 |
| Net investment basis                              | 32,864                               | 4,026      | 36,890     | 64,213                             | 12,825     | 77,038     |
| <b>Totals as of period end:</b>                   |                                      |            |            |                                    |            |            |
| Unpaid principal balance                          |                                      |            |            | \$ 172,030                         | \$ 15,937  | \$ 187,967 |
| Net investment basis                              |                                      |            |            | 133,724                            | 15,945     | 149,669    |
| <b>Returns during the period:</b>                 |                                      |            |            |                                    |            |            |
| Yield   | 13.34%                               | 9.72%      | 12.96%     | 14.09%                             | 9.65%      | 13.64%     |
| Total Return (1)                                  | 15.95%                               | 9.72%      | 15.30%     | 16.53%                             | 9.65%      | 15.83%     |

(1) The total return on purchased loans represents scheduled accretion, accelerated accretion, gains on asset sales, and other noninterest income recorded during the period divided by the average invested balance, on an annualized basis.

**Financial Condition**

Overview

Total assets increased by \$35.5 million, or 5.3%, to \$704.7 million at December 31, 2012, compared to June 30, 2012. The principal components of the change in the balance sheet were as follows:

1. The loan portfolio grew by \$36.3 million, or 10.2%, principally due to net growth of \$49.3 million in the purchased loan portfolio and \$10.9 million of commercial loans originated by the LASG, offset in part by net amortization and payoffs of \$23.8 million in the Community Banking Division loan portfolio.
2. Deposits increased by \$79.3 million, or 18.8%, due to a \$38.7 million increase in deposits raised through ableBanking, the Bank's online affinity deposit platform, and \$40.6 million raised through the Community Banking Division's branch network and deposit listing service referrals.
3. Borrowed funds decreased by \$40.3 million, or 33.9%, as a result of the repayment of structured repurchased agreements.
4. Stockholders' equity decreased by \$4.2 million, or 3.5%, primarily due to the redemption of TARP preferred stock and warrants totaling \$4.3 million.

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**Assets**

*Cash, Short-term Investments and Securities*

Cash and short-term investments were \$127.6 million as of December 31, 2012, a decrease of \$662 thousand, or 0.5%, from \$128.3 million at June 30, 2012. This decrease is principally the result of the following balance sheet changes: (i) net loan growth of \$36.3 million, (ii) net reduction in borrowed funds of



\$40.3 million, (iii) a net reduction in stockholders' equity of \$4.2 million, principally due to the redemption of TARP preferred stock and warrants, and (iv) net deposit growth of \$79.3 million.

Available-for-sale securities, consisting of securities issued by government agencies and government-sponsored enterprises, totaled \$133.4 million as of December 31, 2012. At December 31, 2012, securities with a fair value of \$43.1 million were pledged for outstanding borrowings.

### Loan Portfolio

Total loans, excluding loans held for sale, amounted to \$392.6 million as of December 31, 2012, an increase of \$36.3 million, or 10.2%, from \$356.3 million as of June 30, 2012. The increase consisted of growth in the purchased loan portfolio of \$49.3 million, partially offset by a \$12.9 million decrease in originated loans. The net decrease in originated loans consisted of an \$23.8 million decrease in loans originated by the Community Banking Division and a net increase of \$10.9 million of LASG originated commercial loans. The decrease in Community Banking Division loans was principally due to net runoff in residential and commercial real estate loan portfolios.

The Company continues to sell most of its originated fixed-rate residential real estate loans in the secondary market. The principal balance of residential real estate loans sold during the three months ended December 31, 2012 totaled \$75.6 million, resulting in net gains of \$1.7 million.

The composition of the Company's loan portfolio follows.

|                          | December 31, 2012          |                   |                   |                  |
|--------------------------|----------------------------|-------------------|-------------------|------------------|
|                          | Community Banking Division | LASG              | Total             | Percent of Total |
| (Dollars in thousands)   |                            |                   |                   |                  |
| <b>Originated loans:</b> |                            |                   |                   |                  |
| Residential real estate  | \$ 84,527                  | \$ 151            | \$ 84,678         | 21.58%           |
| Home equity              | 39,041                     | 0                 | 39,041            | 9.94%            |
| Commercial real estate   | 90,682                     | 12,389            | 103,071           | 26.26%           |
| Construction             | 42                         | 0                 | 42                | 0.01%            |
| Commercial business      | 13,729                     | 3,405             | 17,134            | 4.36%            |
| Consumer                 | 14,893                     | 0                 | 14,893            | 3.79%            |
| Subtotal                 | 242,914                    | 15,945            | 258,859           | 65.94%           |
| <b>Purchased loans:</b>  |                            |                   |                   |                  |
| Residential real estate  | 0                          | 4,254             | 4,254             | 1.08%            |
| Commercial real estate   | 0                          | 129,470           | 129,470           | 32.98%           |
| Subtotal                 | 0                          | 133,724           | 133,724           | 34.06%           |
| <b>Total</b>             | <b>\$ 242,914</b>          | <b>\$ 149,669</b> | <b>\$ 392,583</b> | <b>100.00%</b>   |

|                          | June 30, 2012              |                  |                   |                  |
|--------------------------|----------------------------|------------------|-------------------|------------------|
|                          | Community Banking Division | LASG             | Total             | Percent of Total |
| (Dollars in thousands)   |                            |                  |                   |                  |
| <b>Originated loans:</b> |                            |                  |                   |                  |
| Residential real estate  | \$ 90,793                  | \$ 151           | \$ 90,944         | 25.53%           |
| Home equity              | 42,696                     | 0                | 42,696            | 11.98%           |
| Commercial real estate   | 97,146                     | 3,050            | 100,196           | 28.12%           |
| Construction             | 1,187                      | 0                | 1,187             | 0.33%            |
| Commercial business      | 17,732                     | 1,880            | 19,612            | 5.51%            |
| Consumer                 | 17,149                     | 0                | 17,149            | 4.81%            |
| Subtotal                 | 266,703                    | 5,081            | 271,784           | 76.28%           |
| <b>Purchased loans:</b>  |                            |                  |                   |                  |
| Residential real estate  | 0                          | 3,931            | 3,931             | 1.10%            |
| Commercial real estate   | 0                          | 80,539           | 80,539            | 22.62%           |
| Subtotal                 | 0                          | 84,470           | 84,470            | 23.72%           |
| <b>Total</b>             | <b>\$ 266,703</b>          | <b>\$ 89,551</b> | <b>\$ 356,254</b> | <b>100.00%</b>   |

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#### Classification of Assets

Loans are classified as non-performing when 90 days past due, unless a loan is well-secured and in process of collection. Loans less than 90 days past due, for which collection of principal or interest is considered doubtful, also may be designated as non-performing. In both situations, accrual of interest ceases. The Company typically maintains such loans as non-performing until the respective borrowers have demonstrated a sustained period of payment performance.

In cases where a borrower experiences financial difficulties and the Company makes certain concessionary modifications to contractual terms, the loan is classified as a troubled debt restructuring ("TDR"). Concessionary modifications may include adjustments to interest rates, extensions of maturity, or other actions intended to minimize economic loss and avoid foreclosure or repossession of collateral. Nonaccrual loans that are restructured generally remain on nonaccrual for a minimum period of six months to demonstrate that the borrower can meet the restructured terms. If the restructured loan is on accrual status prior to being modified, it is reviewed to determine if the modified loan should remain on accrual status. If the borrower's ability to meet the revised payment schedule is not reasonably assured, the loan is classified as a nonaccrual loan. Loans classified as TDRs remain classified as such until the loan is paid off.

Other nonperforming assets include other real estate owned ("OREO") and other personal property securing loans repossessed by the Bank. The real estate and personal property collateral for commercial and consumer loans is written down to its estimated realizable value upon repossession. Revenues and expenses are recognized in the period when received or incurred on OREO and in substance foreclosures. Gains and losses on disposition are recognized in noninterest income.

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The following table shows details the Company's nonperforming assets and other credit quality indicators as of December 31, 2012 and June 30, 2012. The net increase in nonperforming assets during the six months ended December 31, 2012 was principally due to a net increase in nonperforming LASG loans and OREO of \$1.1 million and \$1.5 million, respectively. Increases in both nonperforming assets and past due loans during the six months ended December 31, 2012 were principally due to acquisition of nonperforming and subperforming loans incidental to larger acquisitions. Management believes that, based on their carrying amounts, nonperforming assets are well secured based on the estimated fair value of underlying collateral.

|  | Non-Performing Assets at December 31, 2012 |          |          |
|--|--|----------|----------|
|  | Community                                  | LASG     | Total    |
|  | Banking Division                           |          |          |
|  | (Dollars in thousands)                     |          |          |
| Loans:   |  |          |          |
| Residential real estate                          | \$ 3,512                                   | \$ 0     | \$ 3,512 |
| Home equity                                      | 620  | 0        | 620      |
| Commercial real estate                           | 624  | 2,144    | 2,768    |
| Construction                                     | 0  | 0        | 0        |
| Commercial business                              | 123  | 0        | 123      |
| Consumer   | 166  | 0        | 166      |
| Subtotal   | 5,045                                      | 2,144    | 7,189    |
| Repossessed collateral                           | 1,117                                      | 1,516    | 2,633    |
| Total  | \$ 6,162                                   | \$ 3,660 | \$ 9,822 |
| Ratio of nonperforming loans to total loans      |  |          | 1.83%    |
| Ratio of nonperforming assets to total assets    |  |          | 1.39%    |
| Ratio of loans past due to total loans           |  |          | 2.52%    |
| Nonperforming loans that are current             |  |          | \$ 1,336 |
| Commercial loans risk rated substandard or worse |  |          | \$ 2,663 |
| Troubled debt restructurings:                    |  |          |          |
| On accrual status                                |  |          | \$ 2,154 |
| On nonaccrual status                             |  |          | \$ 1,130 |

|  | Non-Performing Assets at June 30, 2012 |          |          |
|--|--|----------|----------|
|  | Community                              | LASG     | Total    |
|  | Banking Division                       |          |          |
|  | (Dollars in thousands)                 |          |          |
| Loans:   |  |          |          |
| Residential real estate                          | \$ 3,090                               | \$ 0     | \$ 3,090 |
| Home equity                                      | 220                                    | 0        | 220      |
| Commercial real estate                           | 417                                    | 1,055    | 1,472    |
| Construction                                     | 0                                      | 0        | 0        |
| Commercial business                              | 1,008                                  | 0        | 1,008    |
| Consumer   | 324                                    | 0        | 324      |
| Subtotal   | 5,059                                  | 1,055    | 6,114    |
| Repossessed collateral                           | 834                                    | 0        | 834      |
| Total  | \$ 5,893                               | \$ 1,055 | \$ 6,948 |
| Ratio of nonperforming loans to total loans      |  |          | 1.72%    |
| Ratio of nonperforming assets to total assets    |  |          | 1.04%    |
| Ratio of loans past due to total loans           |  |          | 1.95%    |
| Nonperforming loans that are current             |  |          | \$ 377   |
| Commercial loans risk rated substandard or worse |  |          | \$ 2,486 |
| Troubled debt restructurings:                    |  |          |          |
| On accrual status                                |  |          | \$ 1,165 |
| Nonaccrual status                                |  |          | \$ 139   |

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### Allowance for Loan Losses

In connection with the application of the acquisition method of accounting for the merger with FHB on December 29, 2010, the allowance for loan losses was reduced to zero when the loan portfolio was marked to its then current fair value. Since that date, the Company has provided for an allowance for loan losses as new loans are originated or in the event that credit exposure in the pre-merger loan portfolio or other acquired loans exceeds the exposure estimated when initial fair values were determined.

The Company's allowance for loan losses was \$875 thousand as of December 31, 2012, which represents an increase of \$51 thousand from \$824 thousand as of June 30, 2012. The increase during the six months ended December 31, 2012 was principally due to an increase in specific reserves on TDRs.

The following table details ratios related to the allowance for loan losses for the periods indicated.

|  | December 31, 2012 | June 30, 2012 | December 31, 2011 |
|--|-------------------|---------------|-------------------|
| Allowance for loan losses to nonperforming loans | 12.17%            | 13.48%        | 10.69%            |

While management believes that it uses the best information available to make its determinations with respect to the allowance, there can be no assurance that the Company will not have to increase its provision for loan losses in the future as a result of changing economic conditions, adverse markets for real estate or other factors.

#### Other Assets

The cash surrender value of the Company's bank-owned life insurance ("BOLI") assets decreased \$147 thousand, or 1.0% to \$14.1 million at December 31, 2012, compared to \$14.3 million at June 30, 2012. The decrease during the period represents earnings of \$481 thousand, offset by death benefit proceeds received of \$628 thousand. Increases in cash surrender value are recognized in other income and are not subject to income taxes. Borrowing on or surrendering a policy may subject the Company to income tax expense on the increase in cash surrender value. For these reasons, management considers BOLI an illiquid asset. BOLI represented 11.7% of the Company's total risk-based capital at December 31, 2012.

Intangible assets totaled \$4.0 million and \$4.5 million at December 31, 2012 and June 30, 2012, respectively. The \$530 thousand decrease was the result of core deposit intangible asset amortization during the period.

#### Deposits, Borrowed Funds, Capital Resources and Liquidity

##### Deposits

The Company's principal source of funding is its core deposit accounts. At December 31, 2012, non-maturity accounts and certificates of deposit with balances less than \$250 thousand represented 98.4% of total deposits.

Total deposits increased \$79.3 million to \$501.5 million as of December 31, 2012 from \$422.2 million as of June 30, 2012. The increase was the result of a \$38.7 million increase in deposits raised through ableBanking, the Bank's online affinity deposit platform, \$12.9 million raised through the Bank's community banking branch network, and \$27.7 million generated through deposit listing service referrals. The composition of total deposits at December 31, 2012 and June 30, 2012 follows.

|   | December 31, 2012      |            | June 30, 2012 |            |
|---|------------------------|------------|---------------|------------|
|   | Amount                 | % of Total | Amount        | % of Total |
|   | (Dollars in thousands) |            |               |            |
| Demand deposits                             | \$ 48,136              | 9.60%      | \$ 45,323     | 10.74%     |
| NOW accounts                                | 54,304                 | 10.83%     | 57,477        | 13.61%     |
| Regular and other savings                   | 31,927                 | 6.37%      | 32,727        | 7.75%      |
| Money market deposits                       | 58,351                 | 11.63%     | 45,024        | 10.66%     |
| Total non-certificate accounts              | 192,718                | 38.43%     | 180,551       | 42.76%     |
| Term certificates less than \$250 thousand  | 300,985                | 60.01%     | 232,948       | 55.18%     |
| Term certificates of \$250 thousand or more | 7,815                  | 1.56%      | 8,689         | 2.06%      |
| Total certificate accounts                  | 308,800                | 61.57%     | 241,637       | 57.24%     |
| Total deposits                              | \$ 501,518             | 100.00%    | \$ 422,188    | 100.00%    |

##### Borrowed Funds

Advances from the FHLB were \$43.2 million and \$43.5 million at December 31, 2012 and June 30, 2012, respectively. At December 31, 2012, the Company had pledged investment securities with a fair value of \$12.2 million, as well as certain residential real estate loans, commercial real estate loans, and FHLB deposits free of liens or pledges to secure outstanding advances and available additional borrowing capacity.

Structured repurchase agreements were \$25.6 million and \$66.2 million at December 31, 2012 and June 30, 2012, respectively. During

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the six months ended December 31, 2012, the Company repaid at maturity structured repurchase agreements totaling \$40.0 million. At December 31, 2012, the Company had pledged investment securities with a fair value of \$30.9 million as collateral for outstanding structured repurchase agreements.

Short-term borrowings, consisting of sweep accounts, were \$1.6 million and \$1.2 million as of December 31, 2012 and June 30, 2012, respectively. At December 31, 2012, sweep accounts were secured by a letter of credit issued by the FHLB totaling \$2.0 million.

##### Liquidity

The following table is a summary of the liquidity the Company had the ability to access as of December 31, 2012, in addition to traditional retail deposit products.

|   |            |   |
|---|------------|---|
| Brokered time deposits                              | \$ 175,883 | Subject to policy limitation of 25% of total assets |
| Federal Home Loan Bank of Boston                    | 6,200      | Subject to eligible and qualified collateral        |
| Federal Reserve Discount Window Borrower-in-Custody | 172        | Subject to the pledge of indirect auto loans        |
| Total unused borrowing capacity                     | 182,255    |   |
| Unencumbered investment securities                  | 90,297     |   |
| Total sources of liquidity                          | \$ 272,552 |   |

Retail deposits and other core deposit sources including deposit listing services are used by the Company to manage its overall liquidity position. While the Company currently does not seek wholesale funding such as FHLB advances and brokered deposits, the ability to raise them remains an important part of its liquidity contingency planning. While management closely monitors and forecasts the Company's liquidity position, it is affected by asset growth, deposit withdrawals and other contractual obligations and commitments. The accuracy of management's forecast assumptions may increase or decrease the Company's overall available liquidity.

At December 31, 2012, the Company had \$272.6 million of immediately accessible liquidity, defined as cash that could be raised within seven days through collateralized borrowings, brokered deposits or security sales. This position represented 39% of total assets. The Company also had \$127.6 million of cash and cash equivalents at December 31, 2012. This relatively high level of short-term liquidity is intended, in part, for future purchases of commercial loans by the LASG.

Management believes that there are adequate funding sources to meet its liquidity needs for the foreseeable future. Primary funding sources are the repayment of principal and interest on loans, the renewal of time deposits, the potential growth in the deposit base, and the credit availability from the FHLB and the Federal Reserve's Borrower-in-Custody program. Management does not believe that the terms and conditions that will be present at the renewal of these funding sources will significantly impact the Company's operations, due to its management of the maturities of its assets and liabilities.

### Capital

The carrying amount and unpaid principal balance of junior subordinated debentures totaled \$8.2 million and \$16.5 million, respectively, as of December 31, 2012. This debt represents qualifying Tier 1 capital for the Company, up to a maximum of 25% of total Tier 1 capital. At December 31, 2012, the carrying amounts of the junior subordinated notes, net of the Company's \$496 thousand investment in the affiliated trusts, qualified as Tier 1 capital.

Total stockholders' equity was \$114.9 million and \$119.1 million at December 31, 2012 and June 30, 2012, respectively. The change reflects net income for the period, repayment of TARP preferred stock and warrants, dividends paid, and other comprehensive loss during the period. Book value per outstanding common share was \$11.07 at December 31, 2012 and June 30, 2012. Tier 1 capital to total average assets of the Company was 17.44% as of December 31, 2012 and 19.91% at June 30, 2012.

In addition to the risk-based capital requirements, the Federal Reserve requires top-rated bank holding companies to maintain a minimum leverage capital ratio of Tier 1 capital (defined by reference to the risk-based capital guidelines) to its average total consolidated assets of at least 3.0%. For most other bank holding companies (including the Company), the minimum leverage capital ratio is 4.0%. Bank holding companies with supervisory, financial, operational or managerial weaknesses, as well as bank holding companies that are anticipating or experiencing significant growth, are expected to maintain capital ratios well above the minimum levels.

The Federal Reserve's capital adequacy standards also apply to state-chartered banks that are members of the Federal Reserve System, such as the Bank. Moreover, the Federal Reserve has promulgated corresponding regulations to implement the system of prompt corrective action established by Section 38 of the Federal Deposit Insurance Act. Under these regulations, a bank is "well capitalized" if it has: (i) a total risk-based capital ratio of 10.0% or greater; (ii) a Tier 1 risk-based capital ratio of 6.0% or greater; (iii) a leverage capital ratio of 5.0% or greater; and (iv) is not subject to any written agreement, order, capital directive or prompt corrective action directive to meet and maintain a specific capital level for any capital measure. A bank is "adequately capitalized" if it has: (1) a total risk-based capital ratio of 8.0% or greater; (2) a Tier 1 risk-based capital ratio of 4.0% or greater; and (3) a leverage capital ratio of 4.0% or greater (3.0% under certain circumstances) and does not meet the definition of a "well capitalized bank."

The Federal Reserve also must take into consideration: (i) concentrations of credit risk; (ii) interest rate risk; and (iii) risks from non-traditional activities, as well as an institution's ability to manage those risks when determining the adequacy of an institution's capital.

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This evaluation will be made as a part of the institution's regular safety and soundness examination. The Bank is currently considered well-capitalized under all regulatory definitions.

Further, the Bank and the Company are subject to capital commitments with the Federal Reserve and the Bureau that require higher minimum capital ratios. These commitments require that the Company and the Bank (i) maintain a Tier 1 leverage ratio of at least 10%, (ii) maintain a total risk-based capital ratio of at least 15%. The Bank and the Company were in compliance with these commitments at December 31, 2012.

The Company's and the Bank's regulatory capital ratios are set forth below.

|   | Actual     |        | Minimum Capital Requirements |       | Minimum To Be Well Capitalized Under Prompt Correction Action Provisions |        |
|---|------------|--------|------------------------------|-------|--|--------|
|   | Amount     | Ratio  | Amount                       | Ratio | Amount   | Ratio  |
| (Dollars in thousands)                  |            |        |                              |       |  |        |
| <b>December 31, 2012:</b>               |            |        |                              |       |  |        |
| Total capital to risk weighted assets:  |            |        |                              |       |  |        |
| Company                                 | \$ 121,330 | 29.35% | \$ 33,074                    | ≥8.0% | \$ N/A   | N/A    |
| Bank                                    | 87,612     | 21.15% | 33,137                       | ≥8.0% | 41,422   | ≥10.0% |
| Tier 1 capital to risk weighted assets: |            |        |                              |       |  |        |
| Company                                 | 120,455    | 29.14% | 16,537                       | ≥4.0% | N/A  | N/A    |
| Bank                                    | 83,182     | 20.08% | 16,569                       | ≥4.0% | 24,853   | ≥6.0%  |
| Tier 1 capital to average assets:       |            |        |                              |       |  |        |
| Company                                 | 120,455    | 17.44% | 27,633                       | ≥4.0% | N/A  | N/A    |

|   |            |        |           |       |        |        |
|---|------------|--------|-----------|-------|--------|--------|
| Bank                                    | 83,182     | 12.11% | 27,479    | ≥4.0% | 34,439 | ≥5.0%  |
| June 30, 2012:                          |            |        |           |       |        |        |
| Total capital to risk weighted assets:  |            |        |           |       |        |        |
| Company                                 | \$ 124,452 | 33.34% | \$ 29,863 | ≥8.0% | \$ N/A | N/A    |
| Bank                                    | 75,081     | 20.14% | 29,824    | ≥8.0% | 37,280 | ≥10.0% |
| Tier 1 capital to risk weighted assets: |            |        |           |       |        |        |
| Company                                 | 123,628    | 33.12% | 14,931    | ≥4.0% | N/A    | N/A    |
| Bank                                    | 70,414     | 18.89% | 14,910    | ≥4.0% | 22,365 | ≥6.0%  |
| Tier 1 capital to average assets:       |            |        |           |       |        |        |
| Company                                 | 123,628    | 19.91% | 24,837    | ≥4.0% | N/A    | N/A    |
| Bank                                    | 70,414     | 11.43% | 24,642    | ≥4.0% | 30,802 | ≥5.0%  |

### Off-balance Sheet Financial Instruments

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, unused lines of credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the condensed consolidated balance sheet. The contract or notional amounts of these instruments reflect the extent of the Company's involvement in particular classes of financial instruments.

See Part I. Item I. "Notes to Unaudited Consolidated Financial Statements — Note 12: Commitments and Contingencies" for further discussion.

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### Results of Operations — Continuing Operations

#### General

Net income was \$1.5 million for the quarter ended December 31, 2012, compared to \$418 thousand for the quarter ended December 31, 2011. Net income for the six months ended December 31, 2012 was \$2.6 million, compared to a net loss of \$176 thousand for the six months ended December 31, 2011.

In both the quarter and six months ended December 31, 2012, higher average balances in the Company's purchased loan portfolio and transactional income from unscheduled loan payoffs and asset sales contributed significantly to increased net interest income and overall earnings, compared to the same periods in Fiscal 2012. Increases in both net interest income and noninterest income in the current year periods were partially offset by higher levels of noninterest expense, principally due to increased employee headcount, incentive compensation, and other operating expenses associated with implementation of the Company's business strategy over the past twelve months.

The following table details the "total return" on purchased loans, which includes transactional income of \$1.9 million for the quarter and \$3.7 million for the six months ended December 31, 2012. This compares to transactional income of \$482 thousand for both the quarter and six months ended December 31, 2011.

|  | Total Return on Purchased Loans |        |            |        |                               |        |            |        |
|--|---------------------------------|--------|------------|--------|-------------------------------|--------|------------|--------|
|  | Three Months Ended December 31, |        |            |        | Six Months Ended December 31, |        |            |        |
|  | 2012                            |        | 2011       |        | 2012                          |        | 2011       |        |
| Income                                     | Return (1)                      | Income | Return (1) | Income | Return (1)                    | Income | Return (1) |        |
| (Dollars in thousands)                     |                                 |        |            |        |                               |        |            |        |
| Regularly scheduled interest and accretion | \$ 2,859                        | 9.57%  | \$ 772     | 9.88%  | \$ 4,770                      | 9.32%  | \$ 972     | 10.56% |
| Transactional income:                      |                                 |        |            |        |                               |        |            |        |
| Gains on loan sales                        | 817                             | 2.74%  | 0          | 0.00%  | 817                           | 1.60%  | 0          | 0.00%  |
| Gain on sale of real estate owned          | 0                               | 0.00%  | 0          | 0.00%  | 473                           | 0.92%  | 0          | 0.00%  |
| Other noninterest income                   | 0                               | 0.00%  | 0          | 0.00%  | 36                            | 0.07%  | 0          | 0.00%  |
| Accelerated accretion and loan fees        | 1,086                           | 3.64%  | 482        | 6.17%  | 2,363                         | 4.62%  | 482        | 5.24%  |
| Total transactional income                 | 1,903                           | 6.37%  | 482        | 6.17%  | 3,689                         | 7.21%  | 482        | 5.24%  |
| Total                                      | \$ 4,762                        | 15.95% | \$ 1,254   | 16.05% | \$ 8,459                      | 16.53% | \$ 1,454   | 15.79% |

(1) The total return on purchased loans represents scheduled accretion, accelerated accretion, gains on asset sales, and other noninterest income recorded during the period divided by the average invested balance, on an annualized basis.

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#### Net Interest Income

Net interest income for the three months ended December 31, 2012 and 2011 was \$7.1 million and \$4.9 million, respectively. The increase of \$2.2 million was largely attributable to growth in the LASG loan portfolio, which earned an average yield of 13.0% for the quarter ended December 31, 2012 on an average outstanding balance of \$131.0 million. The following table summarizes interest income and related yields recognized on the Company's loans.

|                            | Three Months Ended December 31, |                 |        |                 |                 |        |
|----------------------------|---------------------------------|-----------------|--------|-----------------|-----------------|--------|
|                            | 2012                            |                 |        | 2011            |                 |        |
|                            | Average Balance                 | Interest Income | Yield  | Average Balance | Interest Income | Yield  |
| Community Banking Division | \$ 257,837                      | \$ 3,988        | 6.14%  | \$ 306,141      | \$ 4,544        | 5.89%  |
| LASG:                      |                                 |                 |        |                 |                 |        |
| Originated                 | 13,631                          | 334             | 9.72%  | 3,030           | 76              | 9.95%  |
| Purchased                  | 117,365                         | 3,945           | 13.34% | 31,001          | 1,254           | 16.05% |
| Total LASG                 | 130,996                         | 4,279           | 12.96% | 34,031          | 1,330           | 15.51% |
| Total                      | \$ 388,833                      | \$ 8,267        | 8.44%  | \$ 340,172      | \$ 5,874        | 6.85%  |

In the quarter ended December 31, 2012, net interest income was negatively affected by a lower level of noncash accretion of fair value adjustments resulting from the merger than in the comparable 2011 quarter. The effect of such accretion will continue to diminish as financial instruments held at the merger mature or prepay. The following table summarizes the effects of such accretion.

|                                       | Three Months Ended December 31, |                  |                        |                 |                  |                        |
|---------------------------------------|---------------------------------|------------------|------------------------|-----------------|------------------|------------------------|
|                                       | 2012                            |                  |                        | 2011            |                  |                        |
|                                       | Average Balance                 | Income (Expense) | Effect on Yield / Rate | Average Balance | Income (Expense) | Effect on Yield / Rate |
| (Dollars in thousands)                |                                 |                  |                        |                 |                  |                        |
| Interest-earning assets:              |                                 |                  |                        |                 |                  |                        |
| Investment securities                 | \$ 135,663                      | \$ 0             | 0.00%                  | \$ 139,051      | \$ (22)          | -0.06%                 |
| Loans                                 | 388,833                         | 270              | 0.28%                  | 340,172         | 134              | 0.16%                  |
| Other interest-earning assets         | 129,323                         | 0                | 0.00%                  | 73,216          | 0                | 0.00%                  |
| Total interest-earning assets         | \$ 653,819                      | \$ 270           | 0.16%                  | \$ 552,439      | \$ 112           | 0.08%                  |
| Interest-bearing liabilities:         |                                 |                  |                        |                 |                  |                        |
| Interest-bearing deposits             | 433,031                         | 261              | 0.24%                  | 352,083         | 344              | 0.39%                  |
| Short-term borrowings                 | 1,063                           | 0                | 0.00%                  | 631             | 0                | 0.00%                  |
| Borrowed funds                        | 78,782                          | 302              | 1.52%                  | 113,100         | 578              | 2.03%                  |
| Junior subordinated debentures        | 8,165                           | (40)             | -1.94%                 | 8,009           | (37)             | -1.83%                 |
| Total interest-bearing liabilities    | \$ 521,041                      | \$ 523           | 0.40%                  | \$ 473,823      | \$ 885           | 0.74%                  |
| Total effect of noncash accretion on: |                                 |                  |                        |                 |                  |                        |
| Net interest income                   |                                 | \$ 793           |                        |                 | \$ 997           |                        |
| Net interest margin                   |                                 | 0.48%            |                        |                 | 0.72%            |                        |

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The Company's interest rate spread and net interest margin increased by 67 basis points and 75 basis points, respectively, for the quarter ended December 31, 2012 compared to the quarter ended December 31, 2011. These increases were principally the result of the aforementioned increase in purchased loans. The following sets forth the average balance sheets, interest income and interest expense, and average yields and costs for the three months ended December 31, 2012 and 2011.

|                                     | Three Months Ended December 31, |                         |                    |                 |                         |                    |
|-------------------------------------|---------------------------------|-------------------------|--------------------|-----------------|-------------------------|--------------------|
|                                     | 2012                            |                         |                    | 2011            |                         |                    |
|                                     | Average Balance                 | Interest Income/Expense | Average Yield/Rate | Average Balance | Interest Income/Expense | Average Yield/Rate |
| (Dollars in thousands)              |                                 |                         |                    |                 |                         |                    |
| Assets:                             |                                 |                         |                    |                 |                         |                    |
| Interest-earning assets:            |                                 |                         |                    |                 |                         |                    |
| Investment securities (1)           | \$ 135,663                      | \$ 348                  | 1.02%              | \$ 139,051      | \$ 541                  | 1.54%              |
| Loans (2) (3)                       | 388,833                         | 8,267                   | 8.44%              | 340,172         | 5,874                   | 6.85%              |
| Regulatory stock                    | 5,473                           | 32                      | 2.32%              | 5,761           | 21                      | 1.45%              |
| Short-term investments (4)          | 123,850                         | 77                      | 0.25%              | 67,455          | 36                      | 0.21%              |
| Total interest-earning assets       | 653,819                         | 8,724                   | 5.29%              | 552,439         | 6,472                   | 4.65%              |
| Cash and due from banks             | 2,922                           |                         |                    | 2,981           |                         |                    |
| Other non-interest earning assets   | 38,253                          |                         |                    | 37,122          |                         |                    |
| Total assets                        | \$ 694,994                      |                         |                    | \$ 592,542      |                         |                    |
| Liabilities & Stockholders' Equity: |                                 |                         |                    |                 |                         |                    |
| Interest-bearing liabilities:       |                                 |                         |                    |                 |                         |                    |
| NOW accounts                        | \$ 54,733                       | \$ 37                   | 0.27%              | \$ 54,806       | \$ 54                   | 0.39%              |
| Money market accounts               | 52,558                          | 66                      | 0.50%              | 44,247          | 42                      | 0.38%              |
| Savings accounts                    | 31,100                          | 11                      | 0.14%              | 32,360          | 18                      | 0.22%              |
| Time deposits                       | 294,640                         | 914                     | 1.23%              | 220,670         | 722                     | 1.30%              |
| Total interest-bearing deposits     | 433,031                         | 1,028                   | 0.94%              | 352,083         | 836                     | 0.94%              |
| Short-term borrowings               | 1,063                           | 5                       | 1.87%              | 631             | 3                       | 1.89%              |

|   |            |          |       |            |          |       |
|---|------------|----------|-------|------------|----------|-------|
| Borrowed funds  | 78,782     | 443      | 2.23% | 113,100    | 532      | 1.87% |
| Junior subordinated debentures                              | 8,165      | 191      | 9.28% | 8,009      | 185      | 9.16% |
| Total interest-bearing liabilities                          | 521,041    | 1,667    | 1.27% | 473,823    | 1,556    | 1.30% |
| Interest-bearing liabilities of discontinued operations (5) | 0          |          |       | 0          |          |       |
| Non-interest bearing liabilities:                           |            |          |       |            |          |       |
| Demand deposits and escrow accounts                         | 52,297     |          |       | 47,290     |          |       |
| Other liabilities   | 4,717      |          |       | 5,723      |          |       |
| Total liabilities   | 578,055    |          |       | 526,836    |          |       |
| Stockholders' equity  | 116,939    |          |       | 65,706     |          |       |
| Total liabilities and stockholders' equity                  | \$ 694,994 |          |       | \$ 592,542 |          |       |
| Net interest income   |            | \$ 7,057 |       |            | \$ 4,916 |       |
| Interest rate spread  |            |          | 4.02% |            |          | 3.35% |
| Net interest margin (6)                                     |            |          | 4.28% |            |          | 3.53% |

- (1) Interest income and yield are stated on a fully tax-equivalent basis using a 34% tax rate.
- (2) Includes loans held for sale.
- (3) Nonaccrual loans are included in the computation of average, but unpaid interest has not been included for purposes of determining interest income.
- (4) Short term investments include FHLB overnight deposits and other interest-bearing deposits.
- (5) The effect of interest-bearing liabilities associated with discontinued operations has been excluded from the calculation of average rates paid, interest rate spread, and net interest margin.
- (6) Net interest margin is calculated as net interest income divided by total interest-earning assets.

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The following table presents the extent to which changes in volume and interest rates of interest earning assets and interest bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to (i) changes attributable to changes in volume (changes in volume multiplied by prior period rate), (ii) changes attributable to changes in rates (changes in rates multiplied by prior period volume) and (iii) changes attributable to a combination of changes in rate and volume (change in rates multiplied by the changes in volume). Changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

|  | Three Months Ended December 31, 2012<br>Compared to the Three Months Ended December 31, 2011 |                       |              |
|--|--|-----------------------|--------------|
|  | Change Due to<br>Volume  | Change Due to<br>Rate | Total Change |
|  | (Dollars in thousands)   |                       |              |
| <b>Interest earning assets:</b>                    |  |                       |              |
| Investments securities                             | \$ (13)  | \$ (180)              | \$ (193)     |
| Loans  | 915  | 1,478                 | 2,393        |
| Regulatory stock                                   | (1)  | 12                    | 11           |
| Short-term investments                             | 34   | 7                     | 41           |
| Total increase in interest income                  | 935  | 1,317                 | 2,252        |
| <b>Interest bearing liabilities:</b>               |  |                       |              |
| Interest bearing deposits                          | 241  | (49)                  | 192          |
| Short-term borrowings                              | 2  | 0                     | 2            |
| Borrowed funds                                     | (180)  | 91                    | (89)         |
| Junior subordinated debentures                     | 4  | 2                     | 6            |
| Total increase in interest expense                 | 67   | 44                    | 111          |
| Total increase in net interest and dividend income | \$ 868   | \$ 1,273              | \$ 2,141     |

## Six Months Ended December 31, 2012 and 2011

Net interest income for the six months ended December 31, 2012 and 2011 was \$13.2 million and \$9.2 million, respectively. The increase of \$4.0 million was largely attributable to growth in the LASG loan portfolio, which earned an average yield of 13.6% for the six months ended December 31, 2012 on an average outstanding balance of \$111.8 million. The following table summarizes interest income and related yields recognized on the Company's loans.

|                            | Interest Income and Yield on Loans<br>Six Months Ended December 31, |                    |        |                    |                    |        |
|----------------------------|---|--------------------|--------|--------------------|--------------------|--------|
|                            | 2012  |                    |        | 2011               |                    |        |
|                            | Average<br>Balance  | Interest<br>Income | Yield  | Average<br>Balance | Interest<br>Income | Yield  |
| Community Banking Division | \$ 264,298  | \$ 7,920           | 5.94%  | \$ 307,788         | \$ 9,448           | 6.09%  |
| <b>LASG:</b>               |   |                    |        |                    |                    |        |
| Originated                 | 11,412  | 555                | 9.65%  | 2,160              | 109                | 10.01% |
| Purchased                  | 100,420   | 7,133              | 14.09% | 18,262             | 1,454              | 15.79% |
| Total LASG                 | 111,832   | 7,688              | 13.64% | 20,422             | 1,563              | 15.18% |
| Total                      | \$ 376,130  | \$ 15,608          | 8.23%  | \$ 328,210         | \$ 11,011          | 6.66%  |

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In the six months ended December 31, 2012, net interest income was negatively affected by a lower level of noncash accretion of fair value adjustments resulting from the merger than in the comparable 2011 period. The effect of such accretion will continue to diminish as financial instruments held at the merger mature or prepay. The following table summarizes the effects of such accretion.

|  | Six Months Ended December 31, |                  |                        |                   |                  |                        |
|--|-------------------------------|------------------|------------------------|-------------------|------------------|------------------------|
|  | 2012                          |                  |                        | 2011              |                  |                        |
|  | Average Balance               | Income (Expense) | Effect on Yield / Rate | Average Balance   | Income (Expense) | Effect on Yield / Rate |
| (Dollars in thousands)                       |                               |                  |                        |                   |                  |                        |
| <b>Interest-earning assets:</b>              |                               |                  |                        |                   |                  |                        |
| Investment securities                        | \$ 133,730                    | \$ (3)           | 0.00%                  | \$ 143,372        | \$ (83)          | -0.11%                 |
| Loans  | 376,130                       | 374              | 0.20%                  | 328,210           | 489              | 0.30%                  |
| Other interest-earning assets                | 135,470                       | 0                | 0.00%                  | 78,664            | 0                | 0.00%                  |
| <b>Total interest-earning assets</b>         | <b>\$ 645,330</b>             | <b>\$ 371</b>    | <b>0.11%</b>           | <b>\$ 550,246</b> | <b>\$ 406</b>    | <b>0.15%</b>           |
| <b>Interest-bearing liabilities:</b>         |                               |                  |                        |                   |                  |                        |
| Interest-bearing deposits                    | 413,149                       | 537              | 0.26%                  | 351,640           | 716              | 0.40%                  |
| Short-term borrowings                        | 1,157                         | 0                | 0.00%                  | 886               | 0                | 0.00%                  |
| Borrowed funds                               | 89,484                        | 783              | 1.74%                  | 113,423           | 1,157            | 2.02%                  |
| Junior subordinated debentures               | 8,144                         | (80)             | -1.95%                 | 7,990             | (72)             | -1.79%                 |
| <b>Total interest-bearing liabilities</b>    | <b>\$ 511,934</b>             | <b>\$ 1,240</b>  | <b>0.48%</b>           | <b>\$ 473,939</b> | <b>\$ 1,801</b>  | <b>0.75%</b>           |
| <b>Total effect of noncash accretion on:</b> |                               |                  |                        |                   |                  |                        |
| Net interest income                          |                               | \$ 1,611         |                        |                   | \$ 2,207         |                        |
| Net interest margin                          |                               | 0.50%            |                        |                   | 0.80%            |                        |

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The Company's interest rate spread and net interest margin increased by 64 basis points and 73 basis points, respectively, for the six months ended December 31, 2012 compared to the six months ended December 31, 2011. The following sets forth the average balance sheets, interest income and interest expense, and average yields and costs for the six months ended December 31, 2012 and 2011.

|   | Six Months Ended December 31, |                         |                    |                   |                         |                    |
|---|-------------------------------|-------------------------|--------------------|-------------------|-------------------------|--------------------|
|   | 2012                          |                         |                    | 2011              |                         |                    |
|   | Average Balance               | Interest Income/Expense | Average Yield/Rate | Average Balance   | Interest Income/Expense | Average Yield/Rate |
| (Dollars in thousands)                                      |                               |                         |                    |                   |                         |                    |
| <b>Assets:</b>  |                               |                         |                    |                   |                         |                    |
| <b>Interest-earning assets:</b>                             |                               |                         |                    |                   |                         |                    |
| Investment securities (1)                                   | \$ 133,730                    | \$ 695                  | 1.03%              | \$ 143,372        | \$ 1,180                | 1.63%              |
| Loans (2) (3)   | 376,130                       | 15,608                  | 8.23%              | 328,210           | 11,011                  | 6.66%              |
| Regulatory stock  | 5,473                         | 38                      | 1.38%              | 5,761             | 33                      | 1.14%              |
| Short-term investments (4)                                  | 129,997                       | 160                     | 0.24%              | 72,903            | 83                      | 0.23%              |
| <b>Total interest-earning assets</b>                        | <b>645,330</b>                | <b>16,501</b>           | <b>5.07%</b>       | <b>550,246</b>    | <b>12,307</b>           | <b>4.44%</b>       |
| Cash and due from banks                                     | 3,049                         |                         |                    | 2,950             |                         |                    |
| Other non-interest earning assets                           | 37,973                        |                         |                    | 37,965            |                         |                    |
| <b>Total assets</b>   | <b>\$ 686,352</b>             |                         |                    | <b>\$ 591,161</b> |                         |                    |
| <b>Liabilities &amp; Stockholders' Equity:</b>              |                               |                         |                    |                   |                         |                    |
| <b>Interest-bearing liabilities:</b>                        |                               |                         |                    |                   |                         |                    |
| NOW accounts  | \$ 55,664                     | \$ 79                   | 0.28%              | \$ 55,494         | \$ 123                  | 0.44%              |
| Money market accounts                                       | 49,954                        | 119                     | 0.47%              | 45,114            | 92                      | 0.40%              |
| Savings accounts  | 31,223                        | 22                      | 0.14%              | 32,899            | 44                      | 0.27%              |
| Time deposits   | 276,308                       | 1,786                   | 1.28%              | 218,133           | 1,414                   | 1.29%              |
| <b>Total interest-bearing deposits</b>                      | <b>413,149</b>                | <b>2,006</b>            | <b>0.96%</b>       | <b>351,640</b>    | <b>1,673</b>            | <b>0.94%</b>       |
| Short-term borrowings                                       | 1,157                         | 11                      | 1.89%              | 886               | 8                       | 1.79%              |
| Borrowed funds  | 89,484                        | 945                     | 2.09%              | 113,423           | 1,064                   | 1.86%              |
| Junior subordinated debentures                              | 8,144                         | 384                     | 9.35%              | 7,990             | 368                     | 9.14%              |
| <b>Total interest-bearing liabilities</b>                   | <b>511,934</b>                | <b>3,346</b>            | <b>1.30%</b>       | <b>473,939</b>    | <b>3,113</b>            | <b>1.30%</b>       |
| Interest-bearing liabilities of discontinued operations (5) | 0                             |                         |                    | 570               |                         |                    |
| <b>Non-interest bearing liabilities:</b>                    |                               |                         |                    |                   |                         |                    |
| Demand deposits and escrow accounts                         | 51,056                        |                         |                    | 46,524            |                         |                    |
| Other liabilities   | 5,471                         |                         |                    | 4,498             |                         |                    |
| <b>Total liabilities</b>                                    | <b>568,461</b>                |                         |                    | <b>525,531</b>    |                         |                    |
| Stockholders' equity  | 117,891                       |                         |                    | 65,630            |                         |                    |
| <b>Total liabilities and stockholders' equity</b>           | <b>\$ 686,352</b>             |                         |                    | <b>\$ 591,161</b> |                         |                    |



|                         |                  |                 |
|-------------------------|------------------|-----------------|
| Net interest income     | <u>\$ 13,155</u> | <u>\$ 9,194</u> |
| Interest rate spread    | 3.78%            | 3.14%           |
| Net interest margin (6) | 4.04%            | 3.31%           |

- (1) Interest income and yield are stated on a fully tax-equivalent basis using a 34% tax rate.
- (2) Includes loans held for sale.
- (3) Nonaccrual loans are included in the computation of average, but unpaid interest has not been included for purposes of determining interest income.
- (4) Short term investments include FHLB overnight deposits and other interest-bearing deposits.
- (5) The effect of interest-bearing liabilities associated with discontinued operations has been excluded from the calculation of average rates paid, interest rate spread, and net interest margin.
- (6) Net interest margin is calculated as net interest income divided by total interest-earning assets.

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The following table presents the extent to which changes in volume and interest rates of interest earning assets and interest bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to (i) changes attributable to changes in volume (changes in volume multiplied by prior period rate), (ii) changes attributable to changes in rates (changes in rates multiplied by prior period volume) and (iii) changes attributable to a combination of changes in rate and volume (change in rates multiplied by the changes in volume). Changes attributable to the combined impact of volume and rate have been allocated proportionately to the changes due to volume and the changes due to rate.

|  | Six Months Ended December 31, 2012<br>Compared to the Six Months Ended December 31, 2011 |                       |                 |
|--|--|-----------------------|-----------------|
|  | Change Due to<br>Volume  | Change Due to<br>Rate | Total Change    |
|  | (Dollars in thousands)   |                       |                 |
| <b>Interest earning assets:</b>                    |  |                       |                 |
| Investments securities                             | \$ (75)  | \$ (410)              | \$ (485)        |
| Loans  | 1,753  | 2,844                 | 4,597           |
| Regulatory stock                                   | (2)  | 7                     | 5               |
| Short-term investments                             | 70   | 7                     | 77              |
| Total increase in interest income                  | <u>1,746</u>   | <u>2,448</u>          | <u>4,194</u>    |
| <b>Interest bearing liabilities:</b>               |  |                       |                 |
| Interest bearing deposits                          | 387  | (54)                  | 333             |
| Short-term borrowings                              | 3  | 0                     | 3               |
| Borrowed funds                                     | (243)  | 124                   | (119)           |
| Junior subordinated debentures                     | 7  | 9                     | 16              |
| Total increase in interest expense                 | <u>154</u>   | <u>79</u>             | <u>233</u>      |
| Total increase in net interest and dividend income | <u>\$ 1,592</u>  | <u>\$ 2,369</u>       | <u>\$ 3,961</u> |

### **Provision for Loan Losses**

Quarterly, the Company determines the amount of the allowance for loan losses that is adequate to provide for losses inherent in the Company's loan portfolios, with the provision for loan losses determined by the net change in the allowance for loan losses. For loans acquired with deteriorated credit quality, a provision for loan losses is recorded when estimates of future cash flows are lower than had been previously expected (i.e., there are reduced expected cash flows as a result of credit deterioration or higher net charge-offs than had been previously expected, requiring additional provision for loan losses). See Part I, Item I, "Notes to Unaudited Consolidated Financial Statements — Note 4: Loans, Allowance for Loan losses and Credit Quality" for further discussion.

The provision for loan losses for periods subsequent to the merger reflects the impact of adjusting loans to their then fair values, as well as the elimination of the allowance for loan losses in accordance with the acquisition method of accounting. Subsequent to the merger, the provision for loan losses has been recorded based on estimates of inherent losses in newly originated loans and for incremental reserves required for pre-merger loans based on estimates of deteriorated credit quality post-merger.

#### *Three Months Ended December 31, 2012 and 2011*

The provision for loan losses for the three months ended December 31, 2012 and 2011 was \$247 thousand and \$134 thousand, respectively. The \$113 thousand increase was principally due to specific provisions required on residential and consumer loans modified in troubled debt restructurings during the quarter ended December 31, 2012.

#### *Six Months Ended December 31, 2012 and 2011*

The provision for loan losses for the six months ended December 31, 2012 and 2011 was \$475 thousand and \$534 thousand, respectively. The \$59 thousand decrease was principally due to lower consumer charge-offs trends during the six months ended December 31, 2012, partially offset by higher provisions required on troubled debt restructurings.

### **Noninterest Income**

#### *Three Months Ended December 31, 2012 and 2011*

Noninterest income totaled \$3.5 million for the three months ended December 31, 2012 compared to \$2.7 million for the three months ended December 31, 2011, an increase of \$852 thousand. The primary components of this change included the following:

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- Net gains realized on the sale of residential mortgage loans in the secondary market were \$914 thousand for the quarter, an increase of \$144 thousand, or 18.7%, compared to the quarter ended December 31, 2011.
- Net gains on the sale of portfolio loans of \$998 thousand for the quarter, an increase of \$795 thousand compared to the quarter ended December 31, 2011. Results for the quarter ended December 31, 2012 include an \$817 thousand gain on the sale of a purchased loan.
- Bank-owned life insurance income totaled \$358 thousand for the quarter, an increase of \$232 thousand compared to the quarter ended December 31, 2011, the result of life insurance death benefits received.

#### *Six Months Ended December 31, 2012 and 2011*

Noninterest income totaled \$6.7 million for the six months ended December 31, 2012 compared to \$4.5 million for the six months ended December 31, 2011, an increase of \$2.2 million. The primary components of this change included the following:

- Net gains realized on the sale of residential mortgage loans in the secondary market were \$1.7 million for the six months ended December 31, 2012, an increase of \$244 thousand, or 17.1%, compared to the six months ended December 31, 2011.
- Net gains on the sale of portfolio loans of \$998 thousand for the six months ended December 31, 2012, an increase of \$795 thousand compared to the six months ended December 31, 2011. Results for the six months ended December 31, 2012 include an \$817 thousand gain on the sale of a purchased loan.
- Net gains recognized on repossessed collateral were \$451 thousand for the six months ended December 31, 2012, compared to net gains of \$50 thousand for the six months ended December 31, 2011, an increase principally resulting from a \$473 thousand gain realized on the sale of real estate previously securing a purchased loan.
- Bank-owned life insurance income totaled \$481 thousand for the six months ended December 31, 2012, an increase of \$228 thousand compared to the six months ended December 31, 2011, the result of life insurance death benefits received.
- Investment commissions totaled \$1.5 million for the six months ended December 31, 2012, an increase of \$83 thousand compared to the six months ended December 31, 2011.
- Net securities gains totaled \$792 thousand for the six months ended December 31, 2012, an increase of \$412 thousand compared to the six months ended December 31, 2011. Increases in security gains resulted from the sale of a substantial portion of the Company's available-for-sale investment portfolio during the period. The Company reinvested the sales proceeds in government guaranteed mortgage-backed securities similar in composition to the securities sold, albeit at lower market yields.

#### **Noninterest Expense**

##### *Three Months Ended December 31, 2012 and 2011*

Noninterest expense totaled \$8.1 million for the three months ended December 31, 2012, compared to \$6.9 million the three months ended December 31, 2011, an increase of \$1.2 million, principally due to the following:

- An increase of \$684 thousand in employee compensation, due mainly to increases in staffing and in the cost of employee benefits programs. Full-time equivalent employees increased by 14 over the past year, as the Company has added staff to several operational areas and the LASG. Benefits costs have increased as a result of the replacement of the Company's self-insured benefits program by a third-party insurance program in the third quarter of Fiscal 2012.
- An increase of \$231 thousand in occupancy and equipment expense, principally due to increased rent associated with the relocation of the Company's office in Boston, Massachusetts, and depreciation of investments in new technology, principally those associated with ableBanking.
- An increase of \$191 thousand in loan acquisition and collection expense, principally due to an increase in the size of the LASG portfolio, which has grown to \$149.7 million from \$54.5 million at December 31, 2011.
- An increase of \$122 thousand in professional fees, principally due to increased legal and audit costs.

##### *Six Months Ended December 31, 2012 and 2011*

Noninterest expense totaled \$15.6 million for the six months ended December 31, 2012, compared to \$13.5 million the six months ended December 31, 2011, an increase of \$2.1 million, principally due to the following:

- An increase of \$1.0 million in employee compensation, due mainly to the aforementioned increases in staffing and in the cost of employee benefits programs.
- An increase of \$460 thousand, principally due to increased rent and depreciation of investments in new technology.
- An increase of \$363 thousand in loan acquisition and collection expense, principally due to an increase in the size of the LASG portfolio, which has grown to \$149.7 million from \$54.5 million at December 31, 2011, and an increase in the volume of loan acquisitions and related due diligence activities.
- An increase of \$130 thousand in professional fees, principally due to increased legal and audit costs.

#### **Income Taxes**

##### *Three Months Ended December 31, 2012 and 2011*

The Company's income tax expense was \$705 thousand, or an effective rate of 31.7%, for the quarter ended December 31, 2012, compared to \$179 thousand, or an effective rate of 30.0%, for the quarter ended December 31, 2011. The effective rate for each quarter differs from the Company's statutory rate because of favorable book to tax differences, such as tax credits and tax exempt life insurance

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income. The increase in the Company's effective tax rate from the quarter ended December 31, 2011 to December 31, 2012 principally resulted from the higher level of pretax income relative to book to tax differences.

#### *Six Months Ended December 31, 2012 and 2011*

The Company's income tax expense was \$1.2 million, or an effective rate of 31.8%, for the six months ended December 31, 2012, as compared to a tax benefit of \$224 thousand for the six months ended December 31, 2011. The tax benefit in the 2011 quarter resulted from a pretax loss of \$400 thousand.

#### **Results of Operations — Discontinued Operations**

In the quarter ended September 30, 2011, the Company sold intangible assets (principally customer lists) and certain fixed assets of NBIG to local insurance agencies in two separate transactions. The Varney Agency, Inc. of Bangor, Maine, purchased the assets of nine NBIG offices in Anson, Auburn, Augusta, Bethel, Livermore Falls, Scarborough, South Paris, Thomaston and Turner, Maine. The NBIG office in Berwick, Maine, which now operates under the name of Spence & Matthews, was acquired by a member of NBIG's senior management team. In connection with the transaction, the Company also repaid borrowings associated with NBIG totaling \$2.1 million.

The Company no longer conducts any significant operations in the insurance agency business and therefore has classified the operating results of NBIG, and the associated gain on sale of the division, as discontinued operations in the consolidated financial statements. See Part I. Item I. "Notes to Unaudited Consolidated Financial Statements — Note 6: "Discontinued Operations" for further details.

Net income from discontinued operations for the six months ended December 31, 2011 was \$1.1 million. Income for the period included a \$1.5 million pre-tax gain on sale of the assets of NBIG, and pre-tax income associated with operations of \$186 thousand. Income taxes associated with discontinued operations totaled \$592 thousand, or an effective rate of 34.6%.

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### **Item 3. Quantitative and Qualitative Disclosure about Market Risk**

Not required for smaller reporting companies.

### **Item 4. Controls and Procedures**

The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports the Company files or submits under the Securities Exchange Act of 1934 ("Exchange Act") is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to the Company's management, including the Chief Executive Officer and Chief Financial Officer (the Company's principal executive officer and principal financial officer, respectively), as appropriate, to allow for timely decisions regarding timely disclosure. In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost/benefit relationship of possible controls and procedures.

The Company's management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of its disclosure controls and procedures (as defined in Rules 13a - 15(e) and 15d - 15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q.

Based on this evaluation of the Company's disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective as of December 31, 2012.

There were no changes in the Company's internal controls over financial reporting (as defined in Rule 13a - 15(f) of the Exchange Act) that occurred during the quarter ended December 31, 2012 that have materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **PART II — OTHER INFORMATION**

### **Item 1. Legal Proceedings**

In the ordinary course of business, the Company is involved in various threatened and pending legal proceedings.

In August 2011, the Bank received a summons and complaint in TSM Properties, LLC v. Northeast Bank and Daniel G. Thompson, Docket No. BCD-CV-12-10, State of Maine Superior Court Business and Consumer Docket sitting in Portland, Cumberland County, Maine, in connection with a dispute regarding transfers of money that involves the Bank. Damages sought include \$2.2 million and additional unspecified amounts. The Bank intends to vigorously defend against these claims. While it is not feasible to predict or determine the outcome of these proceedings, the Company believes that a loss resulting from an adverse outcome to this matter is reasonably possible, though the amount of the loss is not determinable at this time. As such, the Company has not established a reserve against potential damages arising from this matter.

### **Item 1A. Risk Factors**

Not required for smaller reporting companies.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

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| <b>Exhibits No.</b> | <b>Description</b>  |
|---------------------|---|
| 3.1                 | Articles of Amendment to the Amended and Restated Articles of Incorporation of Northeast Bancorp, as amended, filed with the Secretary of State of the State of Maine on November 28, 2012 (incorporated by reference to Exhibit 3.1 of Northeast Bancorp's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 29, 2012).   |
| 10.1                | Form of Restricted Stock Award Agreement under Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan.*  |
| 10.2                | Form of Non-Qualified Stock Option Agreement for Company Employees under Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan.*  |
| 31.1                | Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a)). *  |
| 31.2                | Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a)). *  |
| 32.1                | Certificate of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(b)). **  |
| 32.2                | Certificate of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(b)). **  |
| 101                 | The following materials from Northeast Bancorp's Quarterly Report on Form 10-Q for the quarter ended December 31, 2012 formatted in XBRL: (i) Consolidated Balance Sheets at December 31, 2012 and June 30, 2012; (ii) Consolidated Statements of Income for the three and six months ended December 31, 2012 and 2011; (iii) Consolidated Statements of Comprehensive Income for the three and six months ended December 31, 2012 and 2011; (iv) Consolidated Statements of Changes in Shareholders' Equity for the six months ended December 31, 2012 and 2011; (v) Consolidated Statements of Cash Flows for the six months ended December, 2012 and 2011; and (v) Notes to Unaudited Consolidated Financial Statements. *** |

\* Filed herewith

\*\* Furnished herewith

\*\*\* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Quarterly Report on Form 10-Q is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933, as amended, and Section 18 of the Securities Exchange Act of 1934, as amended.

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**SIGNATURES**

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

Date: February 14, 2013

**NORTHEAST BANCORP**

By: /s/ Richard Wayne  
Richard Wayne  
President and CEO

By: /s/ Claire S. Bean  
Claire S. Bean  
Chief Financial Officer

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**NORTHEAST BANCORP**  
**Index to Exhibits**

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**RESTRICTED STOCK AWARD AGREEMENT  
UNDER NORTHEAST BANCORP AMENDED AND RESTATED  
2010 STOCK OPTION AND INCENTIVE PLAN**

Name of Grantee:

Type of Stock:

No. of Shares:

Grant Date:

Pursuant to the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan (the "Plan") as amended through the date hereof, Northeast Bancorp (the "Company") hereby grants a Restricted Stock Award (an "Award") to the Grantee named above. Upon acceptance of this Award, the Grantee shall receive the number of shares of Voting Common Stock of the Company specified above, subject to the restrictions and conditions set forth herein and in the Plan. The Company acknowledges the receipt from the Grantee of consideration with respect to the par value of the Stock in the form of cash, past or future services rendered to the Company by the Grantee or such other form of consideration as is acceptable to the Administrator.

1. Award. The shares of Restricted Stock awarded hereunder shall be issued and held by the Company's transfer agent in book entry form, and the Grantee's name shall be entered as the stockholder of record on the books of the Company. Thereupon, the Grantee shall have all the rights of a stockholder with respect to such shares, including voting and dividend rights, subject, however, to the restrictions and conditions specified in Paragraph 2 below. The Grantee shall (i) sign and deliver to the Company a copy of this Award Agreement and (ii) deliver to the Company a stock power endorsed in blank.

2. Restrictions and Conditions.

(a) Any book entries for the shares of Restricted Stock granted herein shall bear an appropriate legend, as determined by the Administrator in its sole discretion, to the effect that such shares are subject to restrictions as set forth herein and in the Plan.

(b) Shares of Restricted Stock granted herein may not be sold, assigned, transferred, pledged or otherwise encumbered or disposed of by the Grantee prior to vesting.

(c) If the Grantee's employment with the Company and its Subsidiaries is voluntarily or involuntarily terminated for any reason prior to vesting of shares of Restricted Stock granted herein, all shares of Restricted Stock shall immediately and automatically be forfeited and returned to the Company. Notwithstanding the foregoing, if the Grantee's employment with the Company and its Subsidiaries is terminated due to the Grantee's death or disability prior to the vesting of shares of Restricted Stock granted herein, all restrictions shall

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lapse and such shares shall automatically become fully vested. The Administrator's determination of the reason for termination of the Grantee's employment shall be conclusive and binding on the Grantee and his or her representatives or legatees.

3. Vesting of Restricted Stock. The restrictions and conditions in Paragraph 2 of this Agreement shall lapse on the Vesting Date or Dates specified in the following schedule so long as the Grantee remains an employee of the Company or a Subsidiary on such Dates. If a series of Vesting Dates is specified, then the restrictions and conditions in Paragraph 2 shall lapse only with respect to the number of shares of Restricted Stock specified as vested on such date.

| Number of<br>Shares Vested | Vesting Date |
|----------------------------|--------------|
|                            |              |
|                            |              |

Subsequent to such Vesting Date or Dates, the shares of Stock on which all restrictions and conditions have lapsed shall no longer be deemed Restricted Stock. The Administrator may at any time accelerate the vesting schedule specified in this Paragraph 3. Notwithstanding anything herein to the contrary, in the case of a Sale Event, all restrictions and conditions shall lapse and such shares shall automatically become fully vested.

4. Dividends. Dividends on shares of Restricted Stock shall be paid currently to the Grantee.

5. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Award shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Administrator set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

6. Transferability. This Agreement is personal to the Grantee, is non-assignable and is not transferable in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution.

7. Tax Withholding. The Grantee shall, not later than the date as of which the receipt of this Award becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Administrator for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event. Except in the case where an election is made pursuant to Paragraph 8 below, the Optionee may elect to have the minimum required tax withholding obligation satisfied, in whole or in part, by authorizing the Company to withhold from shares of Stock to be issued a number of shares of

Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due..

8. Election Under Section 83(b). The Grantee and the Company hereby agree that the Grantee may, within 30 days following the Grant Date of this Award, file with the Internal Revenue Service and the Company an election under Section 83(b) of the Internal Revenue Code. In the event the Grantee makes such an election, he or she agrees to provide a copy of the election to the Company. The Grantee acknowledges that he or she is responsible for obtaining the advice of his or her tax advisors with regard to the Section 83(b) election and that he or she is relying solely on such advisors and not on any statements or representations of the Company or any of its agents with regard to such election.

9. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Grantee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Grantee at any time.

10. Integration. This Agreement constitutes the entire agreement between the parties with respect to this Award and supersedes all prior agreements and discussions between the parties concerning such subject matter.

11. Data Privacy Consent. In order to administer the Plan and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates and certain agents thereof (together, the "Relevant Companies") may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or desirable for the administration of the Plan and/or this Agreement (the "Relevant Information"). By entering into this Agreement, the Grantee (i) authorizes the Company to collect, process, register and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights the Grantee may have with respect to the Relevant Information; (iii) authorizes the Relevant Companies to store and transmit such information in electronic form; and (iv) authorizes the transfer of the Relevant Information to any jurisdiction in which the Relevant Companies consider appropriate. The Grantee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

12. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Grantee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

NORTHEAST BANCORP

By: \_\_\_\_\_  
Name:  
Title:

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned. Electronic acceptance of this Agreement pursuant to the Company's instructions to the Grantee (including through an online acceptance process) is acceptable.

Dated: \_\_\_\_\_

\_\_\_\_\_  
Grantee's Signature

Grantee's name and address:

**NON-QUALIFIED STOCK OPTION AGREEMENT  
FOR COMPANY EMPLOYEES  
UNDER NORTHEAST BANCORP AMENDED AND RESTATED  
2010 STOCK OPTION AND INCENTIVE PLAN**

Name of Optionee:

Type of Stock:                                 Voting Common Stock

No. of Option Shares:

Option Exercise Price per Share:

Grant Date:

Expiration Date:

Pursuant to the Northeast Bancorp Amended and Restated 2010 Stock Option and Incentive Plan as amended through the date hereof (the "Plan"), Northeast Bancorp (the "Company") hereby grants to the Optionee named above an option (the "Stock Option") to purchase on or prior to the Expiration Date specified above all or part of the number of shares of Voting Common Stock of the Company specified above at the Option Exercise Price per Share specified above subject to the terms and conditions set forth herein and in the Plan. This Stock Option is not intended to be an "incentive stock option" under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code").

1. Exercisability Schedule. No portion of this Stock Option may be exercised until such portion shall have become exercisable. Except as set forth below, and subject to the discretion of the Administrator (as defined in Section 2 of the Plan) to accelerate the exercisability schedule hereunder, this Stock Option shall be exercisable with respect to the following number of Option Shares on the dates indicated, so long as Optionee remains an employee of the Company or a Subsidiary on such dates:

| <b>Incremental (Aggregate Number)<br/>of Option Shares Exercisable</b> | <b>Exercisability Date</b> |
|--|----------------------------|
|  |                            |
|  |                            |

Once exercisable, this Stock Option shall continue to be exercisable at any time or times prior to the close of business on the Expiration Date, subject to the provisions hereof and of the

Plan. In the case of and subject to the consummation of a Sale Event, this Stock Option shall vest and become fully exercisable as of the effective time of the Sale Event.

2. Manner of Exercise.

(d) The Optionee may exercise this Stock Option only in the following manner: from time to time on or prior to the Expiration Date of this Stock Option, the Optionee may give written notice to the Administrator of his or her election to purchase some or all of the Option Shares purchasable at the time of such notice. This notice shall specify the number of Option Shares to be purchased.

Payment of the purchase price for the Option Shares may be made by one or more of the following methods: (i) in cash, by certified or bank check or other instrument acceptable to the Administrator; (ii) through the delivery (or attestation to the ownership) of shares of Stock that have been purchased by the Optionee on the open market or that are beneficially owned by the Optionee and are not then subject to any restrictions under any Company plan and that otherwise satisfy any holding periods as may be required by the Administrator; (iii) by the Optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company to pay the option purchase price, provided that in the event the Optionee chooses to pay the option purchase price as so provided, the Optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Administrator shall prescribe as a condition of such payment procedure; (iv) by a "net exercise" arrangement pursuant to which the Company will reduce the number of shares of Stock issuable upon exercise by the largest whole number of shares with a Fair Market Value that does not exceed the aggregate exercise price; or (v) a combination of (i), (ii), (iii) and (iv) above. Payment instruments will be received subject to collection.

The transfer to the Optionee on the records of the Company or of the transfer agent of the Option Shares will be contingent upon (i) the Company's receipt from the Optionee of the full purchase price for the Option Shares, as set forth above, (ii) the fulfillment of any other requirements contained herein or in the Plan or in any other agreement or provision of laws, and (iii) the receipt by the Company of any agreement, statement or other evidence that the Company may require to satisfy itself that the issuance of Stock to be purchased pursuant to the exercise of Stock Options under the Plan and any subsequent resale of the shares of Stock will be in compliance with applicable laws and regulations. In the event the Optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the Optionee upon the exercise of the Stock Option shall be net of the Shares attested to.

(e) The shares of Stock purchased upon exercise of this Stock Option shall be transferred to the Optionee on the records of the Company or of the transfer agent upon compliance to the satisfaction of the Administrator with all requirements under applicable laws or regulations in connection with such issuance and with the requirements hereof and of the Plan. The determination of the Administrator as to such compliance shall be final and binding on the Optionee. The Optionee shall not be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Stock subject to this Stock Option unless and until this



Stock Option shall have been exercised pursuant to the terms hereof, the Company or the transfer agent shall have transferred the shares to the Optionee, and the Optionee's name shall have been entered as the stockholder of record on the books of the Company. Thereupon, the Optionee shall have full voting, dividend and other ownership rights with respect to such shares of Stock.

(f) The minimum number of shares with respect to which this Stock Option may be exercised at any one time shall be 100 shares, unless the number of shares with respect to which this Stock Option is being exercised is the total number of shares subject to exercise under this Stock Option at the time.

(g) Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.

3. Termination of Employment. If the Optionee's employment by the Company or a Subsidiary (as defined in the Plan) is terminated, the exercisability of this Stock Option may be accelerated and the period within which to exercise the Stock Option may be subject to earlier termination as set forth below. The Administrator's determination of the reason for termination of the Optionee's employment shall be conclusive and binding on the Optionee and his or her representatives or legatees. Except as set forth below, any portion of this Stock Option that is not exercisable on the date of termination shall terminate immediately and be of no further force or effect.

(a) Termination Due to Death or Disability. If the Optionee's employment terminates by reason of the Optionee's death or disability (as determined by the Administrator), any portion of this Stock Option outstanding on such date shall become fully exercisable and may thereafter be exercised by the Optionee or the Optionee's legal representative or legatee (as applicable) for a period of 12 months from the date of termination or until the Expiration Date, if earlier.

(b) Termination for Cause. If the Optionee's employment terminates for Cause, any portion of this Stock Option outstanding on such date, whether or not exercisable, shall terminate immediately and be of no further force and effect. For purposes hereof, unless otherwise provided in an employment agreement between the Company and the Optionee, "Cause" for termination shall be deemed to exist upon (a) the Optionee's continued non-performance of the Optionee's duties to the Company or a Subsidiary (other than by reason of the Optionee's physical or mental illness, incapacity or disability); (b) the Optionee's commission of any crime involving moral turpitude or any felony; (c) the Optionee's violation of any confidentiality, noncompetition or nonsolicitation covenants with respect to the Company or a Subsidiary; (d) the Optionee's material violation of the Company's or a Subsidiary's policies or rules material to the Optionee's employment; (e) the Optionee's engagement in deliberate dishonesty with regard to the Company or a Subsidiary or (f) the Optionee's failure to cooperate with a bona fide internal investigation or an investigation by regulatory or law enforcement authorities, after being instructed by the Company or a Subsidiary to cooperate, or the willful destruction or failure to preserve documents or other materials known to be relevant to such investigation or the inducement of others to fail to cooperate or to produce documents or other materials in connection with such investigation.

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(c) Other Termination. If the Optionee's employment terminates for any reason other than the Optionee's death, the Optionee's disability or Cause, and unless otherwise determined by the Administrator, any portion of this Stock Option outstanding on such date may be exercised, to the extent exercisable on the date of termination, for a period of three months from the date of termination or until the Expiration Date, if earlier.

4. Incorporation of Plan. Notwithstanding anything herein to the contrary, this Stock Option shall be subject to and governed by all the terms and conditions of the Plan, including the powers of the Administrator set forth in Section 2(b) of the Plan. Capitalized terms in this Agreement shall have the meaning specified in the Plan, unless a different meaning is specified herein.

5. Transferability. This Agreement is personal to the Optionee, is non-assignable and is not transferable in any manner, by operation of law or otherwise, other than by will or the laws of descent and distribution. This Stock Option is exercisable, during the Optionee's lifetime, only by the Optionee, and thereafter, only by the Optionee's legal representative or legatee.

6. Tax Withholding. The Optionee shall, not later than the date as of which the exercise of this Stock Option becomes a taxable event for Federal income tax purposes, pay to the Company or make arrangements satisfactory to the Administrator for payment of any Federal, state, and local taxes required by law to be withheld on account of such taxable event. The Optionee may elect to have the minimum required tax withholding obligation satisfied, in whole or in part, by authorizing the Company to withhold from shares of Stock to be issued a number of shares of Stock with an aggregate Fair Market Value that would satisfy the minimum withholding amount due.

7. No Obligation to Continue Employment. Neither the Company nor any Subsidiary is obligated by or as a result of the Plan or this Agreement to continue the Optionee in employment and neither the Plan nor this Agreement shall interfere in any way with the right of the Company or any Subsidiary to terminate the employment of the Optionee at any time.

8. Integration. This Agreement constitutes the entire agreement between the parties with respect to this Stock Option and supersedes all prior agreements and discussions between the parties concerning such subject matter.

9. Data Privacy Consent. In order to administer the Plan and this Agreement and to implement or structure future equity grants, the Company, its subsidiaries and affiliates and certain agents thereof (together, the "Relevant Companies") may process any and all personal or professional data, including but not limited to Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or desirable for the administration of the Plan and/or this Agreement (the "Relevant Information"). By entering into this Agreement, the Grantee (i) authorizes the Company to collect, process, register and transfer to the Relevant Companies all Relevant Information; (ii) waives any privacy rights the Grantee may have with respect to the Relevant Information; (iii) authorizes the Relevant Companies to store and transmit such information in electronic form; and (iv) authorizes the transfer of the Relevant Information to any jurisdiction in which the Relevant

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Companies consider appropriate. The Grantee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.

10. Notices. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to the Optionee at the address on file with the Company or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

NORTHEAST BANCORP

By: \_\_\_\_\_  
Name:  
Title:

The foregoing Agreement is hereby accepted and the terms and conditions thereof hereby agreed to by the undersigned. Electronic acceptance of this Agreement pursuant to the Company's instructions to the Grantee (including through an online acceptance process) is acceptable.

Dated: \_\_\_\_\_  
Optionee's Signature

Optionee's name and address:

**Certification of the Chief Executive Officer****Chief Executive Officer Certification  
Pursuant To Section 302 Of  
The Sarbanes-Oxley Act Of 2002**

I, Richard Wayne, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Northeast Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 14, 2013

/s/ Richard Wayne

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Richard Wayne  
Chief Executive Officer

**Certification of the Chief Financial Officer****Chief Financial Officer Certification  
Pursuant To Section 302 Of  
The Sarbanes-Oxley Act Of 2002**

I, Claire Bean, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Northeast Bancorp;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

February 14, 2013

/s/ Claire S. Bean

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Claire S. Bean  
Chief Financial Officer

**Certificate of the Chief Executive Officer****Certification of the Chief Executive Officer Pursuant to  
18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Northeast Bancorp. (the "Company") on Form 10-Q for the quarterly period ended December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard Wayne, as Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the dates and the periods covered by the Report.

This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 regardless of any general incorporation language in such filing.

February 14, 2013

/s/ Richard Wayne

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Richard Wayne  
Chief Executive Officer

**Certificate of the Chief Financial Officer****Certification of the Chief Financial Officer Pursuant to  
18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Northeast Bancorp. (the "Company") on Form 10-Q for the quarterly period ended December 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Claire Bean, as Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the dates and the periods covered by the Report.

This certification shall not be deemed "filed" for any purpose, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 regardless of any general incorporation language in such filing.

February 14, 2013

/s/ Claire S. Bean

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Claire S. Bean  
Chief Financial Officer